

WRIGHT MEDICAL GROUP INC  
 Form 4  
 October 05, 2015

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 TRACY JULIE D

2. Issuer Name and Ticker or Trading Symbol  
 WRIGHT MEDICAL GROUP INC  
 [WMGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1023 CHERRY ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/01/2015

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 SVP & Chief Commun. Officer

MEMPHIS, TN 38117

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	10/01/2015		D		12,090	D	0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Outside Director Stock Option (Right to Buy)	\$ 18.33	10/01/2015		D		30,000		<u>(2)</u>	10/17/2021	Common Stock	30,000
Outside Director Stock Option (Right to Buy)	\$ 18.24	10/01/2015		D		1,915		<u>(2)</u>	04/16/2022	Common Stock	1,915
Outside Director Stock Option (Right to Buy)	\$ 21.39	10/01/2015		D		12,826		<u>(2)</u>	05/09/2022	Common Stock	12,826
Outside Director Stock Option (Right to Buy)	\$ 23.24	10/01/2015		D		3,445		<u>(2)</u>	04/17/2023	Common Stock	3,445
Outside Director Stock Option (Right to Buy)	\$ 24.66	10/01/2015		D		12,749		<u>(2)</u>	05/14/2023	Common Stock	12,749
Outside Director Stock Option (Right to Buy)	\$ 31.07	10/01/2015		D		2,799		<u>(2)</u>	04/01/2024	Common Stock	2,799
	\$ 29.95	10/01/2015		D		11,412		<u>(2)</u>	05/13/2024		11,412

Outside  
Director  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRACY JULIE D 1023 CHERRY ROAD MEMPHIS, TN 38117			SVP & Chief Commun. Officer	

## Signatures

/s/ Marija S. Nelson,  
Attorney-in-fact

10/05/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Disposed of pursuant to the Agreement and Plan of Merger by and among the issuer, Tornier N.V., Trooper Holdings Inc., and Trooper
- (1) Merger Sub Inc., which became effective on October 1, 2015, in exchange for 12,463 Wright Medical Group N.V. ("Wright N.V.") ordinary shares having a market value of \$20.39 per share at the effective time of the merger.
  - (2) The employee stock option vests in equal annual installments over a period of four years after the grant date.
  - (3) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 30,927 Wright N.V. at a price of \$17.79 per share.
  - (4) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 1,974 Wright N.V. at a price of \$17.70 per share.
  - (5) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 13,222 Wright N.V. at a price of \$20.75 per share.
  - (6) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 3,551 Wright N.V. at a price of \$22.55 per share.
  - (7) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 13,142 Wright N.V. at a price of \$23.93 per share.
  - (8) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 2,885 Wright N.V. at a price of \$30.14 per share.
  - (9) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 11,764 Wright N.V. at a price of \$29.06 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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