

WRIGHT MEDICAL GROUP INC

Form 4

October 05, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
MICLOT JOHN L

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)

161 NORTH DRIVE

(Street)

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

10/01/2015

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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

PITTSBURGH, PA 15238

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2015		D	28,280	D	0	D

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

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information contained in this form are not
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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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Outside Director Stock Option (Right to Buy)	\$ 22.53	10/01/2015		D		20,000		<u>(2)</u>	03/30/2017	Common Stock	20,000
Outside Director Stock Option (Right to Buy)	\$ 29.19	10/01/2015		D		10,000		<u>(2)</u>	05/14/2018	Common Stock	10,000
Outside Director Stock Option (Right to Buy)	\$ 15.47	10/01/2015		D		10,000		<u>(2)</u>	05/13/2019	Common Stock	10,000
Outside Director Stock Option (Right to Buy)	\$ 18.37	10/01/2015		D		10,000		<u>(2)</u>	05/13/2020	Common Stock	10,000
Outside Director Stock Option (Right to Buy)	\$ 15.5	10/01/2015		D		10,000		<u>(2)</u>	05/11/2021	Common Stock	10,000
Outside Director Stock Option (Right to Buy)	\$ 21.39	10/01/2015		D		10,000		<u>(2)</u>	05/09/2022	Common Stock	10,000
	\$ 24.66	10/01/2015		D		10,000		<u>(2)</u>	05/14/2023		10,000

Common
Stock

Common
Stock

10,000

Reporting Owners

Relationships

Director 10% Owner Officer Other

X

Signatures

10/05/2015

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).

(1) Disposed of pursuant to the Agreement and Plan of Merger by and among the issuer, Tornier N.V., Trooper Holdings Inc., and Trooper Merger Sub Inc., which became effective on October 1, 2015, in exchange for 29,153 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 outside director 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 20,618 Wright N.V. at a price of \$21.86 per share.

(4) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 10,309 Wright N.V. at a price of \$28.32 per share.

(5) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 10,309 Wright N.V. at a price of \$15.01 per share.

(6) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 10,309 Wright N.V. at a price of \$17.82 per share.

(7) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 10,309 Wright N.V. at a price of \$15.04 per share.

(8) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 10,309 Wright N.V. at a price of \$20.75 per share.

(9) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 10,309 Wright N.V. at a price of \$23.93 per share.

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- (10) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 10,309 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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