

WRIGHT MEDICAL GROUP INC

Form 4

October 05, 2015

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EMERSON MARTIN J

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)

4659 FABLE HILL WAY N.

(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

HUGO, MN 55038

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 10/01/2015                              |                                                             | D                                       |                                                                            | 28,280                                                                                                             | D                                                                    | 11 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<br>Derivative<br>Security<br>(Instr. 3)         | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8            |
|-------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|--------------|
|                                                             |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares | D<br>S<br>(I |
| Outside<br>Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 19.89                                                              | 10/01/2015                              |                                                             | D                                       | 20,000                                                                                                       | <u>(2)</u>                                                     | 04/13/2016         | Common<br>Stock                                                     | 20,000                              |              |
| Outside<br>Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 24.08                                                              | 10/01/2015                              |                                                             | D                                       | 12,500                                                                                                       | <u>(2)</u>                                                     | 05/17/2017         | Common<br>Stock                                                     | 12,500                              |              |
| Outside<br>Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 29.19                                                              | 10/01/2015                              |                                                             | D                                       | 10,000                                                                                                       | <u>(2)</u>                                                     | 05/14/2018         | Common<br>Stock                                                     | 10,000                              |              |
| Outside<br>Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 15.47                                                              | 10/01/2015                              |                                                             | D                                       | 10,000                                                                                                       | <u>(2)</u>                                                     | 05/13/2019         | Common<br>Stock                                                     | 10,000                              |              |
| Outside<br>Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 18.37                                                              | 10/01/2015                              |                                                             | D                                       | 10,000                                                                                                       | <u>(2)</u>                                                     | 05/13/2020         | Common<br>Stock                                                     | 10,000                              |              |
| Outside<br>Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 15.5                                                               | 10/01/2015                              |                                                             | D                                       | 10,000                                                                                                       | <u>(2)</u>                                                     | 05/11/2021         | Common<br>Stock                                                     | 10,000                              |              |
|                                                             | \$ 21.39                                                              | 10/01/2015                              |                                                             | D                                       | 10,000                                                                                                       | <u>(2)</u>                                                     | 05/09/2022         |                                                                     | 10,000                              |              |

Common  
Stock

Common  
Stock

10,000

05/13/2024

Common  
Stock

10.000

## Reporting Owners

## Relationships

Director    10% Owner    Officer    Other

X

## Signatures

10/05/2015

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

### Explanation of Responses:

- |     |                                                                                                                                                                                                                                                                                                                                                                 |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| *   | If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).                                                                                                                                                                                                                                                                         |
| **  | Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 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 \$19.30 per share.                                                                                                                                                                                                                |
| (4) | This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 12,886 Wright N.V. at a price of \$23.36 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 \$28.32 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 \$15.01 per share.                                                                                                                                                                                                                |

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- (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 \$17.82 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 \$15.04 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 \$20.75 per share.
- (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 \$23.93 per share.
- (11) 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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