

WRIGHT MEDICAL GROUP INC

Form 4

October 05, 2015

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

OMB APPROVAL

OMB
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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 *
PALMISANO ROBERT J2. Issuer Name and Ticker or Trading
SymbolWRIGHT 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
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

MEMPHIS, TN 38117

(City) (State) (Zip)

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**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)
Common Stock	10/01/2015		D	146,431	D	0	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Outside Director Stock Option (Right to Buy)	\$ 16.03	10/01/2015		D	610,000	<u>(2)</u>	09/17/2021	Common Stock	610,000
Outside Director Stock Option (Right to Buy)	\$ 18.24	10/01/2015		D	3,989	<u>(2)</u>	04/16/2022	Common Stock	3,989
Outside Director Stock Option (Right to Buy)	\$ 21.39	10/01/2015		D	141,139	<u>(2)</u>	05/09/2022	Common Stock	141,139
Outside Director Stock Option (Right to Buy)	\$ 23.24	10/01/2015		D	9,479	<u>(2)</u>	04/17/2023	Common Stock	9,479
Outside Director Stock Option (Right to Buy)	\$ 24.66	10/01/2015		D	140,291	<u>(2)</u>	05/14/2023	Common Stock	140,291
Outside Director Stock Option (Right to Buy)	\$ 31.07	10/01/2015		D	7,702	<u>(2)</u>	04/01/2024	Common Stock	7,702
Outside Director	\$ 29.95	10/01/2015		D	125,582	<u>(2)</u>	05/13/2024	Common Stock	125,582

Stock
Option
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMISANO ROBERT J 1023 CHERRY ROAD MEMPHIS, TN 38117	X		President and CEO	

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 150,955 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 628,849 Wright N.V. at a price of \$15.55 per share.
 - (4) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 4,112 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 145,500 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 9,771 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 144,625 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 7,939 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 129,462 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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