

ORTHOFIX INTERNATIONAL N V

Form 4

July 01, 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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mason Brad

2. Issuer Name **and** Ticker or Trading  
Symbol  
ORTHOFIX INTERNATIONAL N  
V [OFIX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3451 PLANO PARKWAY

(Street)

LEWISVILLE, TX 75056

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/30/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
CEO

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<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>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 06/30/2015                              |                                                             | A                                       | (A)<br>or<br>(D)<br>Amount<br>(1)<br>16,700                                | \$ 0 121,874                                                                                                       | D                                                                    |                                         |
| Common<br>Stock                       | 06/30/2015                              |                                                             | A                                       | (A)<br>or<br>(D)<br>Amount<br>(2)<br>33,400                                | \$ 0 155,274                                                                                                       | 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  
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SEC 1474  
(9-02)

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

| 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy)                | \$ 33.12                                               | 06/30/2015                           |                                                    | A                              | 50,100                                                                                  | (3) 06/30/2025                                           | Common Stock                                                  | 50,100                        |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships                    |
|----------------------------------------------------------|----------------------------------|
|                                                          | Director 10% Owner Officer Other |
| Mason Brad<br>3451 PLANO PARKWAY<br>LEWISVILLE, TX 75056 | CEO                              |

## Signatures

/s/ Jeffrey M. Schumm, by power of attorney  
07/01/2015

\_\_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).
- (1) Represents time-based vesting restricted stock that vests in 25% increments on the first, second, third and fourth anniversaries of the grant date, June 30, 2015.
- (2) Represents performance-based vesting restricted stock. Under the terms of the grant, 50% of the restricted stock will vest if the Company achieves Adjusted EBITDA of \$78.5 million or greater in any of the 2016, 2017 or 2018 fiscal years, and (ii) 50% will vest if the Company achieves ROIC of 12.2% or greater in any of the 2016, 2017 or 2018 fiscal years. In the event that the Adjusted EBITDA criteria and/or ROIC criteria is not achieved, pro rata vesting of 50-100% of that portion of the award will occur if 2018 fiscal year Adjusted EBITDA is between \$74.6 million and \$78.5 million and/or ROIC is between 11.6% and 12.2%. As part of the grant, recipient has also received a performance right that entitles the recipient to receive additional shares of common stock (ranging from 0-50% of the amount of shares of restricted stock currently being granted) if 2018 fiscal year Adjusted EBITDA is between \$78.5 million and \$86.4 million and/or 2018 fiscal year ROIC is between 12.2% and 13.5%.
- (3) These stock options vest in 25% increments on the first, second, third and fourth anniversaries of the grant date, June 30, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.