

WRIGHT MEDICAL GROUP INC

Form 8-K

February 19, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 13, 2008**

**WRIGHT MEDICAL GROUP, INC.**

(Exact name of registrant as specified in charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**000-32883**

(Commission  
File Number)

**13-4088127**

(IRS Employer  
Identification Number)

**5677 Airline Road, Arlington, Tennessee**

(Address of principal executive offices)

**38002**

(Zip Code)

Registrant's telephone number, including area code: **(901) 867-9971**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 13, 2008, our Board of Directors approved an amendment to our bylaws to (1) clarify the maximum number of directors; (2) eliminate the Executive Committee; and (3) provide for uncertificated capital stock. A copy of the Second Amended and Restated By-laws is attached to this report as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Exhibits.**

**(c) Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 3.1                       | Second Amended and Restated By-laws of Wright Medical Group, Inc. |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 19, 2008

**WRIGHT MEDICAL GROUP, INC.**

By: /s/ Gary D. Henley

Gary D. Henley

President and Chief Executive Officer

**EXHIBIT INDEX**

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