Tornier N.V. Form 4/A August 13, 2014

FORM 4

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

Check this box subject to

if no longer 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 *

McCormick Shawn

2. Issuer Name and Ticker or Trading

Symbol

Tornier N.V. [TRNX]

3. Date of Earliest Transaction

(First) (Middle) (Last)

(Month/Day/Year)

10801 NESBITT AVENUE SOUTH

08/12/2014

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

08/12/2014

OMB

Number:

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January 31,

2005

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5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) Chief Financial Officer

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

below)

BLOOMINGTON, MN 55437

(City) (State) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Security

(Instr. 3)

(Zip)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

(Month/Day/Year)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Mon	(Month/Day/Year)	(Instr.		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.66 (1)	08/12/2014		A		22,051		(2)	08/12/2024	Ordinary Shares	22,051

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McCormick Shawn 10801 NESBITT AVENUE SOUTH BLOOMINGTON, MN 55437

Chief Financial Officer

Signatures

/s/ Kevin M. Klemz, attorney-in-fact 08/13/2014

**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) This Form 4 is being amended to correct the exercise price. The exercise price previously reported on the original Form 4 was the delayed closing price instead of the actual closing price as reported on the NASDAQ Stock Market.
- (2) This option vests with respect to 25% of the shares on August 12, 2014 and with respect to the remaining 75% of such shares over the three-year period thereafter in 12 quarterly installments.

Remarks:

The previous amended Form 4 filed on August 13, 2014 contained an incorrect filing date and original date. This amended Form 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.

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