

Wright Medical Group N.V.
Form 4
December 02, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARNEY SEAN

2. Issuer Name and Ticker or Trading Symbol
Wright Medical Group N.V.
[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)
12/01/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

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			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)
			Code	V	Amount				
Ordinary Shares, par value EUR 0.03 per share	12/01/2016		M		6,448	A	\$ 18.04	45,450 ⁽¹⁾	D
Ordinary Shares, par value EUR 0.03 per share	12/01/2016		M		7,538	A	\$ 19.45	52,988 ⁽¹⁾	D
Ordinary Shares,	12/01/2016		M		6,034	A	\$ 21.66	59,022 ⁽¹⁾	D

Edgar Filing: Wright Medical Group N.V. - Form 4

par value
EUR 0.03
per share

Ordinary
Shares,

par value 12/01/2016 M 5,509 A \$ 20.62 64,531 ⁽¹⁾ D
EUR 0.03
per share

Ordinary
Shares,

par value 12/01/2016 S⁽²⁾ 25,529 D \$ 22.7932 39,002 ⁽¹⁾ D
EUR 0.03
per share

Ordinary
Shares,

par value 12/01/2016 S⁽³⁾ 29,219 D \$ 22.847 9,783 ⁽¹⁾ D
EUR 0.03
per share

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)

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. F Der Sec (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 18.04	12/01/2016		M	6,448	⁽⁴⁾ 08/10/2022	Ordinary Shares	6,448	\$
Stock Option (right to buy)	\$ 19.45	12/01/2016		M	7,538	⁽⁴⁾ 08/09/2023	Ordinary Shares	7,538	\$

Stock Option (right to buy)	\$ 21.66	12/01/2016	M	6,034	<u>(4)</u>	08/12/2024	Ordinary Shares	6,034	\$
Stock Option (right to buy)	\$ 20.62	12/01/2016	M	5,509	<u>(5)</u>	10/13/2025	Ordinary Shares	5,509	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARNEY SEAN 1023 CHERRY ROAD MEMPHIS, TN 38117		X		

Signatures

/s/ Marija Nelson,
attorney-in-fact

12/02/2016

__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) Includes 6,743 ordinary shares that will be issued over time upon vesting pursuant to restricted stock units granted under the Wright Medical Group N.V. Amended and Restated 2010 Incentive Plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.6850 to \$22.9150 inclusive. The reporting person undertakes to provide to Wright Medical Group N.V., any security holder of Wright Medical Group N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.7900 to \$22.9500 inclusive. The reporting person undertakes to provide to Wright Medical Group N.V., any security holder of Wright Medical Group N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.
- (3) This option has fully vested.
- (5) This option vests in two annual installments, on the one-year and two-year anniversaries of October 13, 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.