

Wright Medical Group N.V.  
Form 4  
December 09, 2016

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

OMB APPROVAL

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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 \*  
WEATHERMAN ELIZABETH H

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)  
12/07/2016

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

MEMPHIS, TN 38117

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

(City) (State) (Zip)

**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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, par value EUR 0.03 per share	12/07/2016		M		6,448	A	\$ 18.04
					35,292	(1)	D
Ordinary Shares, par value EUR 0.03 per share	12/07/2016		M		7,538	A	\$ 19.45
					42,830	(1)	D
Ordinary Shares,	12/07/2016		M		6,034	A	\$ 21.66
					48,864	(1)	D

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par value  
EUR 0.03  
per share

Ordinary  
Shares,

par value 12/07/2016 M 5,509 A \$ 20.62 54,373 <sup>(1)</sup> D

EUR 0.03  
per share

Ordinary  
Shares,

par value 12/07/2016 S<sup>(2)</sup> 25,529 D \$ 23.5929 28,844 <sup>(1)</sup> D

EUR 0.03  
per share

Ordinary  
Shares,

par value 12/08/2016 S<sup>(3)</sup> 18,483 D \$ 24.085 10,361 <sup>(1)</sup> 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.**

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(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. Fair Value of Underlying Securities (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	12/07/2016		M	6,448	<sup>(4)</sup> 08/10/2022	Ordinary Shares	6,448 \$
Stock Option (right to buy)	\$ 19.45	12/07/2016		M	7,538	<sup>(4)</sup> 08/09/2023	Ordinary Shares	7,538 \$

Stock Option (right to buy)	\$ 21.66	12/07/2016	M	6,034	<u>(4)</u>	08/12/2024	Ordinary Shares	6,034	\$
Stock Option (right to buy)	\$ 20.62	12/07/2016	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
WEATHERMAN ELIZABETH H 1023 CHERRY ROAD MEMPHIS, TN 38117	X			

## Signatures

/s/ Marija Nelson,  
attorney-in-fact

12/08/2016

\_\_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 6,935 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 \$23.26 to \$23.76 inclusive. The reporting person undertakes to provide to Wright Medical N.V., any security holder of Wright Medical N.V., or the staff of the Securities 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 \$23.92 to \$24.34 inclusive. The reporting person undertakes to provide to Wright Medical N.V., any security holder of Wright Medical N.V., or the staff of the Securities 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.