Wright Medical Group N.V.

Form 4

May 31, 2016

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

C/O WARBURG PINCUS LLC, 450 05/27/2016

LEXINGTON AVENUE

(Street) 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

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

below)

_X__ Director

Officer (give title

NEW YORK, NY 10017

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Se	ecuriti	es Acquii	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities our Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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 Beneficial Ownership (Instr. 4)
Ordinary Shares, par value EUR 0.03 per share	05/27/2016		S	6,221,809	D	\$ 18.39 (1)	0	I	See Footnotes (2) (3) (4)
Ordinary Shares, par value EUR 0.03 per share							32,814 (5)	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	٩
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title Number			
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CARNEY SEAN							
C/O WARBURG PINCUS LLC	X						
450 LEXINGTON AVENUE	Λ						
NEW YORK, NY 10017							

Signatures

/s/ Sean D. Carney 05/31/2016

**Signature of Date
Reporting Person

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 a public offering price of \$18.39 per ordinary share (the "Ordinary Shares") of Wright Medical Group N.V. (the "Company") pursuant to an Underwriting Agreement dated May 23, 2016.
- (2) Consists of Ordinary Shares of the Company held by TMG Holdings Cooperatief U.A., a Dutch cooperatief ("TMG"). TMG is wholly owned by Warburg Pincus Bermuda Private Equity IX, L.P., a Bermuda limited partnership ("WP Bermuda"), and WP (Bermuda) IX PE One Ltd., a Bermuda company ("WPIX PE One"). WPIX PE One is wholly owned by WP Bermuda. The general partner of WP Bermuda is Warburg Pincus (Bermuda) Private Equity Ltd., a Bermuda company ("WP Bermuda Ltd."). WP Bermuda is managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC" and together with WP Bermuda, WPIX PE One and WP Bermuda Ltd.,

Reporting Owners 2

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the "Warburg Pincus Entities").

- Charles R. Kaye and Joseph P. Landy are the Co-Chairmen and Directors of WP Bermuda Ltd. and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus Entities. Each of the Warburg Pincus Entities, Mr. Kaye and Mr. Landy has shared voting and investment control of all of the Ordinary Shares referenced above. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, Mr. Kaye, Mr. Landy and the Warburg Pincus Entities may be deemed to be the beneficial owners of the Ordinary Shares held by TMG. Each of Mr. Kaye, Mr. Landy and the Warburg Pincus Entities disclaims beneficial ownership of the Ordinary Shares referenced above except to the extent of any pecuniary interest therein.
- Mr. Carney is a Member and a Managing Director of WP LLC. All Ordinary Shares indicated as owned by Mr. Carney are included because of his affiliation with the Warburg Pincus Entities. Mr. Carney disclaims beneficial ownership of all securities of the Company
- (4) that may be deemed to be beneficially owned by the Warburg Pincus Entities, except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that Mr. Carney or any other person referred to herein is a beneficial owner of any securities for purposes of Section 16 of the Exchange Act or for any other purpose.
- (5) Includes 4,781 Ordinary Shares of the Company 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.

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.