

WRIGHT MEDICAL GROUP INC
Form SC 13G/A
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)

(Amendment No. 2)*

WRIGHT MEDICAL GROUP, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98235T107

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 98235T107

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON

OEPW, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,894,749

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

5,894,749

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,894,749

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.86%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

¹ Based on 39,673,459 shares outstanding as of October 31, 2012 based on the Issuer's Form 10-Q filed November 6, 2012.

CUSIP No. 98235T107

Page 3 of 9 Pages

1 NAME OF REPORTING PERSON

One Equity Partners IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,894,749

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

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..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.86%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

¹ Based on 39,673,459 shares outstanding as of October 31, 2012 based on the Issuer's Form 10-Q filed November 6, 2012.

CUSIP No. 98235T107

Page 4 of 9 Pages

1 NAME OF REPORTING PERSON

OEP General Partner IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,894,749

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

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8 SHARED DISPOSITIVE POWER

WITH

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14.86%¹

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PN

¹ Based on 39,673,459 shares outstanding as of October 31, 2012 based on the Issuer's Form 10-Q filed November 6, 2012.

CUSIP No. 98235T107

Page 5 of 9 Pages

1 NAME OF REPORTING PERSON

OEP Parent LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,894,749

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

5,894,749

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,894,749

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.86%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

¹ Based on 39,673,459 shares outstanding as of October 31, 2012 based on the Issuer's Form 10-Q filed November 6, 2012.

13G

CUSIP No. 98235T107

Page 6 of 9 Pages

Item 1(a) Name of Issuer:

Wright Medical Group, Inc. (the Issuer)

Item 1(b) Address of Issuer's Principal Executive Offices:

5677 Airline Road, Arlington, TN 38002

Item 2(a) Name of Person Filing:

This Schedule 13G is being filed by each of the following persons (each a Reporting Person and together, the Reporting Persons)

- (i) OEPW, LLC
- (ii) One Equity Partners IV, L.P.
- (iii) OEP General Partner IV, L.P.
- (iv) OEP Parent LLC

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of principal business office of each of the Reporting Persons is 320 Park Avenue, 18th Floor, New York, NY 10022.

Item 2(c) Citizenship:

OEPW, LLC is organized under the laws of the State of Delaware.

One Equity Partners IV, L.P. is organized under the laws of the Cayman Islands.

OEP General Partner IV, L.P. is organized under the laws of the Cayman Islands.

OEP Parent LLC is organized under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

Common stock, par value \$0.01 of the Issuer (the Common Stock)

Item 2(e) CUSIP Number:
98235T107

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13-2(b) or (c), check whether the person filing is a:

- (a) " Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C.78c);
- (d) " Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

- (e) " An Investment Adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An Employee Benefit Plan or Endowment Fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A Parent Holding Company or Control Person in accordance with §240.13d-1(b)(ii)(G);
- (h) " A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Item 4 Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned	5,894,749 ⁽¹⁾
(b) Percent of class	14.86% ⁽¹⁾
(c) Number of shares to which person has	
(i) sole power to vote or direct the vote	0
(ii) shared power to vote or direct the vote	5,894,749 ⁽¹⁾
(iii) sole power to dispose or to direct disposition	0
(iv) shared power to dispose or to direct disposition	5,894,749 ⁽¹⁾

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Not Applicable

- (1) These securities are held directly by OEPW, LLC, a Delaware limited liability company (OEPW). The managing member of OEPW is One Equity Partners IV, L.P., a Cayman Islands limited partnership (OEP IV), of which the sole general partner is OEP General Partner IV, L.P., a Cayman Islands limited partnership (OEP GP IV), of which the sole general partner is OEP Parent LLC, a Delaware limited

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liability company (OEP Parent), of which the sole member is OEP Holding Corporation, a Delaware Corporation, of which the sole stockholder is JPMorgan Capital Corporation, a Delaware corporation, of which the sole stockholder is Banc One Financial LLC, a Delaware limited liability company, of which the sole member is JPMorgan Chase & Co., a Delaware corporation. The Reporting Persons are OEPW, OEP IV, OEP GP IV and OEP Parent. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

CUSIP No. 98235T107

Page 8 of 9 Pages

Item 6 Ownership of More than Five Percent on Behalf of Another Person.
Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.
Not Applicable

Item 8 Identification and Classification of Members of the Group.
Not Applicable

Item 9 Notice of Dissolution of Group.
Not Applicable

Item 10 Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13G is true, complete and correct.

February 14, 2013

OEPW, LLC

By: One Equity Partners IV, L.P., its Managing Member

By: OEP General Partner IV, L.P., its General Partner

By: OEP Parent LLC, its General Partner

/s/ Christian Ahrens
Name: Christian Ahrens
Title: Managing Director

ONE EQUITY PARTNERS IV, L.P.

By: OEP General Partner IV, L.P., its General Partner

By: OEP Parent LLC, its General Partner

/s/ Christian Ahrens
Name: Christian Ahrens
Title: Managing Director

OEP GENERAL PARTNER IV, L.P.

By: OEP Parent LLC, its General Partner

/s/ Christian Ahrens
Name: Christian Ahrens
Title: Managing Director

OEP PARENT LLC

/s/ Christian Ahrens
Name: Christian Ahrens
Title: Managing Director