

WRIGHT MEDICAL GROUP INC

Form 425

February 26, 2015

Merger & Integration Update

CONTENTS ARE CONFIDENTIAL

John White

Vice President of Business Development

1

Edgar Filing: WRIGHT MEDICAL GROUP INC - Form 425

Filed by Wright Medical Group, Inc.
pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: Wright Medical Group, Inc.
Commission File No.: 001-35823

CONTENTS ARE CONFIDENTIAL
2

Transaction Summary
Key
Transaction
Milestones
Closing
Considerations

Merger

Announcement:

October
27,
2014

FTC
Second
Request:
January
28,
2015

Best
Case
Close
Date:
Q2
2015

Satisfactory resolution of FTC second
request

o

Assume lower extremity product divestitures

o

Products in question represent ~\$14.9 million
in U.S. revenue and ~\$21 million in global
revenue

Customary closing conditions such as
Wright and Tornier shareholder approval

CONTENTS ARE CONFIDENTIAL

3

Integration Guiding Principles
Motivated
Employees
Ensure the combined
company is a great
place to work
Satisfied
Shareholders

Enable growth

Delighted

Customers

Integrate thoughtfully,

expediently and

efficiently

CONTENTS ARE CONFIDENTIAL

4

Certain Areas Require Dedicated
Cross-Functional Planning
Cross
Functional
Process is naturally migrating
from **functional blueprints**
to **cross functional work**
plans

Migrate from Must Haves to Day 1

Readiness

Detailed

Plans

Planning will progress to the

next

level

of

detail;

teams

will begin to get granular

Planning

Phases

1

Making Strong Progress to Day 1 and 180+

CONTENTS ARE CONFIDENTIAL

5

Senior Leadership announced on January 29, 2015
CONTENTS ARE CONFIDENTIAL

6

Executive Alignment
Culture Assessment and Action
Planning
Employee Town Halls
Week 1 Celebration Events
Culture Launch
Ongoing Culture Activities
Salesforce Presentations

Communications and Culture

Pre-Day 1

Post-Day 1

Day 1

Leadership Meetings and

Information Cascade

Press Releases

Employee Integration Updates

Leadership Announcements

Change Management Session

Pulse Survey

Merger Close Press Release

Day 1 Guides for Managers,

Employees and Sales

Day 1 Letters and FAQs to

HCP/Customer/Supplier/Partner

Website Communications

Investor/Media Interviews

Direct Calls for Key Customers,

HCPs and Partners

Customer Roadshows

Functional Change

Implementations

Goals on our Path to Day 1

Create and deliver cohesive communications to effectively communicate with key stakeholders: shareholders, employees, customers, external constituents

Advance the company's corporate culture and align on the vision, mission and values for the combined organization

Encourage employee engagement and enable effective workforce transition

CONTENTS ARE CONFIDENTIAL

7

IMPORTANT ADDITIONAL INFORMATION ABOUT THIS TRANSACTION AND WHERE TO FIND IT

In connection with the proposed merger, Tornier has filed with the U.S. Securities and Exchange Commission (SEC) a registration statement on Form S-4 that includes a preliminary joint proxy statement of Wright and Tornier that also constitutes a preliminary prospectus of Tornier. The registration statement is not complete and will be further amended. Wright and Tornier will make the final joint proxy statement/prospectus available to their respective shareholders. **Investors are urged to read the final joint proxy statement/prospectus when it becomes available, because it will contain important information.** The registration statement, definitive joint proxy statement/prospectus and other documents filed by Tornier and Wright with the SEC will be available free of charge at the SEC's website (www.sec.gov) and from Tornier and Wright. Requests for copies of the joint proxy statement/prospectus and other documents filed by Wright with the SEC may be made by contacting Julie D. Tracy, Senior Vice President and Chief Communications Officer by phone at (901) 290-5817 or by email at julie.tracy@wmt.com, and request for copies of the joint proxy statement/prospectus and other documents filed by Tornier may be made by contacting Shawn McCormick, Chief Financial Officer by phone at (952) 426-7646 or by email at shawn.mccormick@tornier.com.

Wright, Tornier, their respective directors, executive officers and employees may be deemed to be participants in the solicitation of proxies from Wright's and Tornier's respective shareholders in connection with the proposed transaction. Information about the directors and executive officers of Wright and their ownership of Wright stock is set forth in Wright's annual report on Form 10-K for the fiscal year ended December 31, 2014, which was filed with the SEC on February 26, 2015 and its proxy statement for its 2014 annual meeting of stockholders, which was filed with the SEC on March 31, 2014. Information regarding Tornier's directors and executive officers is contained in Tornier's annual report on Form 10-K for the fiscal year ended December 28, 2014, which was filed with the SEC on February 24, 2015, and its proxy statement for its 2014 annual general meeting of shareholders, which was filed with the SEC on May 16, 2014. These documents can be obtained free of charge from the sources indicated above. Certain directors, executive officers and employees of Wright and Tornier may have direct or indirect interest in the transaction due to securities holdings, vesting of equity awards and rights to severance payments. Additional information regarding the participants in the solicitation of Wright and Tornier shareholders will be included in the joint proxy statement/prospectus.