

Wright Medical Group N.V.
Form 4
July 21, 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)
07/19/2016

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 (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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Ordinary Shares, par value EUR 0.03 per share	07/19/2016		A		4,094 ⁽¹⁾	A	\$ 0	26,394 ⁽³⁾	D
Ordinary Shares, par value EUR 0.03 per share	07/19/2016		A		3,787 ⁽²⁾	A	\$ 19.54	30,181 ⁽³⁾	D

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

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 21.24	07/19/2016		A	11,765	⁽⁴⁾ 07/19/2026	Ordinary Shares	11,765

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

07/21/2016

**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) These ordinary shares will be issued over time upon vesting pursuant to a restricted stock unit granted under the Wright Medical Group N.V. Amended and Restated 2010 Incentive Plan.
- (2) These ordinary shares will be issued over time upon vesting pursuant to a restricted stock unit granted under the Wright Medical Group N.V. Amended and Restated 2010 Incentive Plan, in lieu of retainer fees in the aggregate amount of \$74,000.
- (3) Includes 11,689 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.
- (4) This option vests in two annual installments, on the one-year and two-year anniversaries of July 19, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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