

Edgar Filing: Wright Medical Group N.V. - Form 8-K

Wright Medical Group N.V.  
Form 8-K  
January 08, 2018

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

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**FORM 8-K**  
**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 8, 2018

## WRIGHT MEDICAL GROUP N.V.

(Exact name of registrant as specified in its charter)

The Netherlands 1-35065 98-0509600  
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

Prins Bernhardplein 200  
1097 JB Amsterdam, The Netherlands  
(Address of principal executive offices) (Zip Code)

(+ 31) 20 521 4777  
(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

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Item 2.02. Results of Operations and Financial Condition.

On January 8, 2018, Wright Medical Group N.V. (Wright) issued a press release announcing preliminary, unaudited net sales for the fourth quarter and fiscal year ended December 31, 2017. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and the information set forth therein is incorporated herein by reference and constitutes a part of this report.

Wright is furnishing the information contained in this report, including Exhibit 99.1, pursuant to Item 2.02 of Form 8-K promulgated by the United States Securities and Exchange Commission (SEC). This information shall not be deemed to be filed with the SEC for purposes of Section 18 of the United States Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the United States Securities Act of 1933, as amended (Securities Act), except as expressly set forth by specific reference in such filing. By filing this report and furnishing this information, Wright makes no admission as to the materiality of any information contained in this report, including Exhibit 99.1. This report shall not be incorporated into any future filings by Wright under the Securities Act or the Exchange Act. To supplement Wright's consolidated financial statements prepared in accordance with United States generally accepted accounting principles (GAAP), Wright uses certain non-GAAP financial measures. In the press release furnished as Exhibit 99.1 to this report, Wright uses net sales from continuing operations, excluding the impact of foreign currency, often referred to as net sales on a constant currency basis, and net sales growth rates on a constant currency basis. Wright uses net sales on a constant currency basis for internal budgeting process and evaluation of net sales performance. To measure net sales on a constant currency basis, it is necessary to remove the impact of changes in foreign currency exchange rates, which affects the comparability and trend of net sales. Sales, on a constant currency basis, is calculated by translating current period results at prior period average foreign currency exchange rates and, in the case of the net sales growth rates on a constant currency basis, then calculating the growth rate. Wright uses non-GAAP financial measures, such as net sales on a constant currency basis, in making operating decisions because Wright believes these measures provide meaningful supplemental information regarding its core operational performance and give it a better understanding of how it should invest in research and development activities and how it should allocate resources to both ongoing and prospective business initiatives. Wright uses these measures to help make budgeting and spending decisions, for example, between research and development and selling, general and administrative expenses. Additionally, management is evaluated on the basis of certain non-GAAP financial measures, including net sales on a constant currency basis, when determining achievement of performance incentive plan compensation targets. Further, non-GAAP financial measures facilitate management's internal comparisons to both Wright's historical operating results and to its competitors' operating results by factoring out the foreign currency impact on net sales.

Non-GAAP financial measures are not in accordance with, or an alternative for, GAAP measures and may be different from non-GAAP financial measures used by other companies. In addition, non-GAAP financial measures are not based on any comprehensive or standard set of accounting rules or principles. Accordingly, the calculation of Wright's non-GAAP financial measures may differ from the definitions of other companies using the same or similar names limiting, to some extent, the usefulness of such measures for comparison purposes. Non-GAAP financial measures have limitations in that they do not reflect all of the amounts associated with Wright's financial results as determined in accordance with GAAP. These measures should only be used to evaluate Wright's financial results in conjunction with the corresponding GAAP measures. Accordingly, Wright qualifies its use of non-GAAP financial information in a statement when non-GAAP financial information is presented.

All of the historical non-GAAP financial measures used in Wright's press release are reconciled to the most directly comparable GAAP measure.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Description

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Number

- 99.1 Press release issued by Wright Medical Group N.V. on January 8, 2018 announcing preliminary, unaudited net sales for the fourth quarter and fiscal year ended December 31, 2017 (furnished herewith)
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#### Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K, including the exhibit hereto, includes forward-looking statements under the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by the use of words such as "anticipate," "expect," "could," "may," "will," "believe," "estimate," "continue," "guidance," "future," other words of similar meaning and the use of future dates. Forward-looking statements in this report include, but are not limited to, the preliminary and unaudited net sales results for fourth quarter and full year of 2017 and statements about the company's anticipated strong shoulder sales growth in 2018 and anticipated improvement in 2018 as its larger sales footprint, new products, new reps and expanding relationships begin to take effect. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Each forward-looking statement contained in this report is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statement. Applicable risks and uncertainties include, among others, risks that Wright's final net sales results will deviate from the preliminary, unaudited net sales results in this report; the failure of the company's recent U.S. sales force additions, focus on core product portfolio and incentives to drive U.S. lower extremities and biologics sales or delay in realization thereof; the failure to integrate the legacy Wright and Tornier businesses and realize net sales synergies and cost savings from the merger with Tornier or delay in realization thereof; operating costs and business disruption as a result of the merger, including adverse effects on employee retention and sales force productivity and on business relationships with third parties; integration costs; actual or contingent liabilities; adverse effects of diverting resources and attention to providing transition services to the purchaser of the large joints business; the adequacy of the company's capital resources and need for additional financing; the timing of regulatory approvals and introduction of new products; physician acceptance, endorsement, and use of new products; failure to achieve the anticipated benefits from approval of AUGMENT® Bone Graft; the effect of regulatory actions, changes in and adoption of reimbursement rates; product liability claims and product recalls; pending and threatened litigation; risks associated with the metal-on-metal master settlement agreement and the settlement agreement with the three settling insurers; risks associated with the subsequent metal-on-metal settlement agreements and ability to obtain the additional new insurance proceeds contingent thereon; risks associated with international operations and expansion; fluctuations in foreign currency exchange rates; other business effects, including the effects of industry, economic or political conditions outside of the company's control; reliance on independent distributors and sales agencies; competitor activities; changes in tax and other legislation; and the risks identified under the heading "Risk Factors" in Wright's Annual Report on Form 10-K for the year ended December 25, 2016 filed by Wright with the SEC on February 23, 2017 and subsequent SEC filings by Wright, including its Quarterly Report on Form 10-Q for the quarter ended September 24, 2017 filed by Wright with the SEC on November 2, 2017. Investors should not place considerable reliance on the forward-looking statements contained in this report. Investors are encouraged to read Wright's filings with the SEC, available at [www.sec.gov](http://www.sec.gov), for a discussion of these and other risks and uncertainties. The forward-looking statements in this report speak only as of the date of this report, and Wright undertakes no obligation to update or revise any of these statements. Wright's business is subject to substantial risks and uncertainties, including those referenced above. Investors, potential investors, and others should give careful consideration to these risks and uncertainties.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 8, 2018

WRIGHT MEDICAL GROUP N.V.

By: /s/ Lance A. Berry

Name: Lance A. Berry

Title: Senior Vice President and Chief Financial Officer