

Wright Medical Group N.V.  
Form DEFA14A  
May 16, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**WRIGHT MEDICAL GROUP N.V.**

**(Name of registrant as specified in its charter)**

**(Name of person(s) filing proxy statement, if other than the registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on June 28, 2016.**

**WRIGHT MEDICAL GROUP N.V.**

**Meeting Information**

**Meeting Type:** Annual General Meeting  
**For holders as of:** May 31, 2016  
**Date:** June 28, 2016 **Time:** 9:00 AM Central European Time  
**Location:** Prins Bernhardplein 200  
1097 JB Amsterdam  
The Netherlands

You are receiving this communication because you hold shares in the company named above.

*WRIGHT MEDICAL GROUP N.V.*

*PRINS BERNHARDPLEIN 200*

*1097 JB AMSTERDAM*

*THE NETHERLANDS*

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

E08312-TBD

**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT      DUTCH ANNUAL REPORT

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*      [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*      1-800-579-1639
- 3) *BY E-MAIL\*:*      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before June 14, 2016 to facilitate timely delivery.

**How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

E08313-TBD

**Voting Items**

**The Board of Directors recommends you vote FOR the following proposals:**

1. Appointment of an executive director nominated by the Board of Directors

**Nominee:**

1a. Appointment of Robert J. Palmisano for executive director. Mark  For  to appoint Palmisano.  
Appointment of eight non-executive directors nominated by the Board of Directors

**Nominees:**

1b. Appointment of David D. Stevens for non-executive director. Mark  For  to appoint Stevens.

1c. Appointment of Gary D. Blackford for non-executive director. Mark  For  to appoint Blackford.

1d. Appointment of Sean D. Carney for non-executive director. Mark  For  to appoint Carney.

1e. Appointment of John L. Miclot for non-executive director. Mark  For  to appoint Miclot.

1f. Appointment of Kevin C. O Boyle for non-executive director. Mark  For  to appoint O Boyle.

1g. Appointment of Amy S. Paul for non-executive director. Mark  For  to appoint Paul.

1h. Appointment of Richard F. Wallman for non-executive director. Mark  For  to appoint Wallman.

1i. Appointment of Elizabeth H. Weatherman for non-executive director. Mark  For  to appoint Weatherman.

2. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 25, 2016.

3. Appointment of KPMG N.V. as the auditor for our Dutch statutory annual accounts for the fiscal year ending December 25, 2016.

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4. Adoption of our Dutch statutory annual accounts for the fiscal year ended December 27, 2015.
5. Release of the members of our board of directors from liability with respect to the exercise of their duties during the fiscal year ended December 27, 2015.
6. Extension of the authority of our board of directors to repurchase up to 10% of our issued share capital (including depositary receipts issued for our shares) until December 28, 2017 on the open market, through privately negotiated transactions or in one or more self-tender offers for a price per share (or depositary receipt) not less than the nominal value of a share and not higher than 110% of the market price of a share (or depositary receipt) at the time of the transaction.
7. Renewal of the authorization of our board of directors to issue ordinary shares or grant rights to subscribe for ordinary shares up to our maximum authorized share capital at the time of the issue until June 28, 2021.
8. Renewal of the authorization of our board of directors to resolve to exclude or restrict our shareholders' pre-emptive rights under Dutch law with respect to the ordinary shares and rights to subscribe therefor that the board of directors may issue or grant pursuant to the authority in voting item 7 above until June 28, 2021.
9. Approval of the Wright Medical Group N.V. Amended and Restated Employee Stock Purchase Plan.
10. Amendment of our articles of association to provide that our fiscal year runs from the first Monday after the last Sunday of December of a year and ends on the last Sunday of December of the following year.  
Said attorneys and proxies, or other substitutes (or if only one), at said meeting, may exercise all of the powers hereby given. Any proxy heretofore given is hereby revoked.

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