

EMMITT RICHARD B  
Form 4/A  
January 13, 2012

**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 \*  
EMMITT RICHARD B

(Last) (First) (Middle)

C/O THE VERTICAL GROUP, 25  
DEFOREST AVENUE

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Tornier N.V. [TRNX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/03/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, par value EUR 0.03 per share	12/31/2011		F		5	D	\$ 18 4,751 <sup>(1)</sup>
Ordinary Shares, par value EUR 0.03 per share	01/03/2012		J <sup>(2)</sup>		19,333 <sup>(2)</sup>	A	\$ 18 <sup>(3)</sup> 24,084 <sup>(1)</sup>
Ordinary Shares, par	01/03/2012		J <sup>(2)</sup>		19,333 <sup>(2)</sup>	A	\$ 18 <sup>(3)</sup> 19,333
						I	See footnote



## 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) Includes 3,866 ordinary shares that will be issued over time upon vesting pursuant to restricted stock units granted under the Tornier N.V. 2010 Incentive Plan.
- (2) Distribution of an aggregate of 1,865,833 ordinary shares to limited partners of Vertical Fund I, L.P., or VFI, and Vertical Fund II, L.P., or VFII, including an aggregate of 38,666 ordinary shares distributed to Mr. Emmitt and an IRA account of Mr. Emmitt.
- (3) Represents the closing market price of the ordinary shares on the NASDAQ Global Select Market on the trading day immediately preceding the distribution of ordinary shares to limited partners of VFI and VFII.
- (4) Held by an IRA account of Mr. Emmitt.
- (5) See Exhibit 99.1.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.