

Tornier N.V.  
Form 4  
August 13, 2013

**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,  
L.P., 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)  
**08/09/2013**

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Ordinary Shares, par value EUR 0.03 per share	08/09/2013		A		3,490 <sup>(1)</sup>	A	\$ 0 49,517 <sup>(2)</sup> D
Ordinary Shares, par value EUR 0.03 per share	08/09/2013		A		2,792 <sup>(3)</sup>	A	\$ 17.91 52,309 <sup>(2)</sup> D
Ordinary Shares, par	08/10/2013		F		222	D	\$ 19.45 52,087 <sup>(2)</sup> D

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value EUR  
0.03 per  
share

Ordinary  
Shares, par  
value EUR  
0.03 per  
share

653,269 I

See  
footnote (4)

Ordinary  
Shares, par  
value EUR  
0.03 per  
share

26,933 I

See  
footnote (5)

Ordinary  
Shares, par  
value EUR  
0.03 per  
share

262 I

By Spouse  
(6)

Ordinary  
Shares, par  
value EUR  
0.03 per  
share

206 I

See  
footnote (7)

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. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to	\$ 19.45	08/09/2013		A	7,538	<u>(8)</u>	08/09/2023	Ordinary Shares	7,538

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMMITT RICHARD B C/O THE VERTICAL GROUP, L.P. 25 DEFOREST AVENUE SUMMIT, NJ 07901	X			

## Signatures

/s/ Kevin M. Klemz,  
attorney-in-fact

08/13/2013

\_\_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 Tornier N.V. 2010 Incentive Plan, as amended.
- (2) Includes 9,237 ordinary shares that will be issued over time upon vesting pursuant to restricted stock units granted under the Tornier N.V. 2010 Incentive Plan, as amended.
- (3) These ordinary shares will be issued over time upon vesting pursuant to a restricted stock unit granted under the Tornier N.V. 2010 Incentive Plan, as amended, in lieu of retainer fees in the aggregate amount of \$50,000.
- (4) See Exhibit 99.1.
- (5) Held by an IRA account of Mr. Emmitt.  
Held by Mr. Emmitt's spouse. Mr. Emmitt disclaims beneficial ownership of all securities that may be deemed to be beneficially owned by his spouse, except to the extent of any indirect pecuniary interest therein. This Form 4 shall not be deemed an admission that Mr. Emmitt or any other person referred to herein is a beneficial owner of any securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (6) Held by an IRA account of Mr. Emmitt's spouse. Mr. Emmitt disclaims beneficial ownership of all securities that may be deemed to be beneficially owned by his spouse, except to the extent of any indirect pecuniary interest therein. This Form 4 shall not be deemed an admission that Mr. Emmitt or any other person referred to herein is a beneficial owner of any securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (7) This option vests in two annual installments, on the one-year and two-year anniversaries of August 9, 2013.
- (8) This option vests in two annual installments, on the one-year and two-year anniversaries of August 9, 2013.

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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