

Tornier N.V.

Form 3

November 06, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â WRIGHT MEDICAL
GROUP INC

(Last) (First) (Middle)

1023 CHERRY ROAD

(Street)

MEMPHIS,Â TNÂ 38117

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
10/27/20143. Issuer Name **and** Ticker or Trading Symbol
Tornier N.V. [TRNX]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Ordinary Shares, par value Euro 0.03 per
share

0

I (1) (2) See footnotes (1) (2)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT MEDICAL GROUP INC 1023 CHERRY ROAD MEMPHIS, TN 38117	Â	Â X	Â	Â

Signatures

/s/ James A. Lightman, James A. Lightman, Senior Vice President, Secretary and General Counsel

11/06/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Wright Medical Group, Inc. ("Wright") is reporting beneficial ownership of the ordinary shares of Tornier N.V. ("Tornier") held by TMG Holdings Cooperatief U.A. ("TMG Holdings") solely because Wright holds a limited proxy to vote TMG Holdings' 10,721,809 ordinary shares in favor of the proposed merger between Wright and Tornier pursuant to the Voting and Support Agreement between Wright and TMG Holdings. A copy of the Voting and Support Agreement was filed with Wright's Current Report on Form 8-K on October 27, 2014. Wright may be deemed to be the beneficial owner due to its limited voting rights in the ordinary shares held by TMG Holdings for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(2) (Continued from footnote 1) Wright does not have any pecuniary interest (as defined in Rule 16a-1(a)(2) of the Exchange Act) in any of the ordinary shares held by TMG Holdings and expressly disclaims any beneficial ownership in the ordinary shares held by TMG Holdings and reported herein. The filing of this Form 3 shall not be construed as an admission that Wright is the beneficial owner of any of the securities reported herein.

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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