

WRIGHT MEDICAL GROUP INC
Form SC 13G/A
February 26, 2004

WF&G Draft--02/25/04

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 6)

WRIGHT MEDICAL GROUP, INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

98235T-107

(CUSIP Number)

February 25, 2004

(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 98235T-107

13G

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg, Pincus Equity Partners, L.P. -
(IRS Identification No. 13-3986317)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

4,842,629

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

4,842,629

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,842,629

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.5%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg Pincus & Co. - (IRS Identification No. 13-6358475)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

4,842,629

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

4,842,629

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,842,629

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.5%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg Pincus LLC- (IRS Identification No. 13-4069737)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0

NUMBER OF SHARES

BENEFICIALLY OWNED BY

EACH REPORTING PERSON

WITH

6 SHARED VOTING POWER

4,842,629

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

4,842,629

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,842,629

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.5%

12 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

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This Amendment No. 6 to Schedule 13G amends and restates in its entirety Amendment No. 5 to Schedule 13G, which amended Amendment No. 4 to Schedule 13G, which amended Amendment No. 3 to Schedule 13G, which amended Amendment No. 2 to Schedule 13G, which amended Amendment No. 1 to Schedule 13G, which amended the initial Schedule 13G filed by Warburg, Pincus Equity Partners, L.P. ("WPEP"), Warburg Pincus & Co. ("WP") and Warburg Pincus LLC ("WP LLC") with the Securities and Exchange Commission with respect to the common stock, par value \$.01 per share (the "Common Stock") of Wright Medical Group, Inc.

Item 1(a) Name of Issuer:

Wright Medical Group, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

5677 Airline Road
Arlington, TN 37002

Items 2(a) and 2(b) Name of Person Filing; Address of Principal Business

Office:

This Amendment No. 6 to Schedule 13G is being filed by and on behalf of (a) WPEP; (b) WP; and (c) WP LLC. WPEP has three affiliated partnerships: Warburg, Pincus Netherlands Equity Partners I, C.V., a Netherlands limited partnership, Warburg, Pincus Netherlands Equity Partners II, C.V., a Netherlands limited partnership, and Warburg, Pincus Netherlands Equity Partners III, C.V., a Netherlands limited partnership. WP is the sole general partner of WPEP. WPEP is managed by WP LLC. The business address of each of the foregoing is 466 Lexington Avenue, New York, New York 10017.

Item 2(c) Citizenship:

WPEP is a Delaware limited partnership, WP is a New York general partnership and WP LLC is a New York limited liability company.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e) CUSIP Number:

98235T-107

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Item 3 If this statement is filed pursuant to

ss.ss. 240.13d-1(b) or 240.13d-2(b) or (c), check

whether the person is filing as a:

Not Applicable

Item 4.

Ownership:

WPEP, WP and WP LLC have shared dispositive and voting power with respect to 4,842,629 shares of Common Stock, which includes 345,455 shares represented by Common Stock warrants acquired in December 1999.

Warburg, Pincus Equity Partners, L.P.

- (a) Amount beneficially owned: 4,842,629 shares of Common Stock
- (b) Percent of Class: 14.5%*
- (c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 4,842,629
(iii) Sole power to dispose of or direct the disposition of: -0-
(iv) Shared power to dispose of or direct the disposition of: 4,842,629

Warburg Pincus & Co.

- (a) Amount beneficially owned: 4,842,629 shares of Common Stock.
- (b) Percent of Class: 14.5%*
- (c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 4,842,629

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- (iii) Sole power to dispose of or direct the disposition of: -0-
(iv) Shared power to dispose of or direct the disposition of: 4,842,629

Warburg Pincus LLC

- (a) Amount beneficially owned: 4,842,629 shares of Common Stock.

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- (b) Percent of Class: 14.5%*
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote:
4,842,629
- (iii) Sole power to dispose of or direct
the disposition of: -0-
- (iv) Shared power to dispose of or direct the
disposition of: 4,842,629

* The figure used to calculate the percentage of class ownership was 33,389,781 shares outstanding, which includes 33,044,326 shares outstanding as of February 16, 2004, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2003, and 345,455 Common Stock warrants deemed to be beneficially owned by WPEP, WP and WP LLC.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item 6 Ownership of More than Five Percent on Behalf of

Another Person:

Not Applicable

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Item 7 Identification and Classification of the

Subsidiary Which Acquired the Security Being

Reported on By the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the

Group:

WPEP, WP and WP LLC are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Each of WPEP, WP and WP LLC disclaims beneficial ownership of all of the Common Stock, other than those reported herein as being

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owned by it.

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2004

WARBURG, PINCUS EQUITY PARTNERS, L.P.

By: Warburg Pincus & Co., General Partner

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Managing Director

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