

WRIGHT MEDICAL GROUP INC

Form 8-K

December 07, 2004

**Table of Contents**

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 3, 2004**

**WRIGHT MEDICAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

|  |   |   |
|--|---|---|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>000-32883</b><br>(Commission<br>File Number) | <b>13-4088127</b><br>(IRS Employer<br>Identification No.) |
|--|---|---|

|   |                            |
|---|----------------------------|
| <b>5677 Airline Road,<br/>Arlington, Tennessee</b><br>(Address of principal executive<br>offices) | <b>38002</b><br>(Zip Code) |
|---|----------------------------|

Registrant's telephone number, including area code: **(901) 867-9971**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

**TABLE OF CONTENTS**

Item 1.01. Entry into a Material Definitive Agreement.

Item 9.01. Exhibits.

SIGNATURE

EXHIBIT INDEX

Ex-10.1 Amendment No. 4 / Credit Agreement

---

**Table of Contents**

**Item 1.01. Entry into a Material Definitive Agreement.**

On December 3, 2004, Wright Medical Group, Inc. ( WMG ), and its wholly owned subsidiary, Wright Medical Technology, Inc. ( WMT ), entered into Amendment No. 4 (the Amendment ) to the Credit Agreement dated as of August 1, 2001, as amended (the Credit Agreement ), among WMG, WMT, the lenders thereunder, JPMorgan Chase Bank, N.A. (formerly named The Chase Manhattan Bank), as administrative agent and collateral agent, and the other parties thereto. The Amendment modifies:

Section 6.04 of the Credit Agreement to increase the limit on the amount of investments by WMG, WMT and the subsidiaries of WMT that are guarantors of the credit facility (collectively, the Loan Parties ) in subsidiaries of WMT that are not Loan Parties, together with the amount of all outstanding loans or advances to such subsidiaries, from 10% to 20% of the consolidated assets of WMG at the time of such investment, loan or advance and after giving effect thereto; and

Section 6.05 of the Credit Agreement to permit WMT to transfer certain assets in an aggregate amount not to exceed \$5,000,000 to, and thereafter lease such assets from, the Industrial Development Board of the Town of Arlington, Tennessee (the Board ), in order to allow WMT to participate in a tax-saving payment-in-lieu-of-tax program instituted by the Board.

A copy of the Amendment is attached to this report as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01. Exhibits.**

**(c) Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 10.1                      | Amendment No. 4 dated as of December 3, 2004, to the Credit Agreement dated as of August 1, 2001, as amended, among WMG, WMT, the lenders thereunder, JPMorgan Chase Bank, N.A. (formerly named The Chase Manhattan Bank), as administrative agent and collateral agent, and the other parties thereto. |

**Table of Contents**

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 7, 2004

**WRIGHT MEDICAL GROUP, INC.**

By: /s/ Laurence Y. Fairey  
Laurence Y. Fairey  
President and Chief Executive Officer

---

**Table of Contents**

**EXHIBIT INDEX**

| <b><u>Exhibit Number</u></b> | <b><u>Description</u></b>   |
|------------------------------|---|
| 10.1                         | Amendment No. 4 dated as of December 3, 2004, to the Credit Agreement dated as of August 1, 2001, as amended, among WMG, WMT, the lenders thereunder, JPMorgan Chase Bank, N.A. (formerly named The Chase Manhattan Bank), as administrative agent and collateral agent, and the other parties thereto. |