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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**WRIGHT MEDICAL GROUP N.V.**  
(Exact name of registrant as specified in its charter)

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The Netherlands  
(State or other jurisdiction of  
incorporation or organization)

98-0509600  
(I.R.S. Employer  
Identification Number)

Prins Bernhardplein 200  
1097 JB Amsterdam, The Netherlands  
(+ 31) 20 675 4002  
(Address of principal executive offices) (Zip code)

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Wright Medical Group, Inc. Second Amended and Restated 2009 Equity Incentive Plan  
Wright Medical Group, Inc. Fifth Amended and Restated 1999 Equity Incentive Plan  
Wright Medical Group, Inc. Inducement Stock Option Awards  
(Full title of the plan)

Robert J. Palmisano  
President and Chief Executive Officer  
Wright Medical Group N.V.  
Prins Bernhardplein 200  
1097 JB Amsterdam, The Netherlands  
(+ 31) 20 675 4002  
(Name and address and telephone number, including area code, of agent for service)

*Copies requested to:*

Amy E. Culbert, Esq.  
Oppenheimer Wolff & Donnelly LLP  
222 South Ninth Street, Suite 2000  
Minneapolis, Minnesota 55402  
(612) 607-7287

James A. Lightman  
Senior Vice President, General Counsel and Secretary  
Wright Medical Group, Inc.  
1023 Cherry Road  
Memphis, Tennessee 38117  
(901) 867-9971

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered<sup>(1)(2)(3)</sup></b>	<b>Proposed maximum offering price per share<sup>(4)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(4)</sup></b>	<b>Amount of registration fee</b>
Ordinary shares, par value €0.03 per share, issuable pursuant to the Agreement and Plan of Merger, dated October 27, 2014, among Tornier N.V. (which changed its name to Wright Medical Group N.V.), Trooper Holdings Inc., Trooper Merger Sub Inc. and Wright Medical Group, Inc. (the “Merger Agreement”), in exchange for stock options granted initially under the Wright Medical Group, Inc. Second Amended and Restated 2009 Equity Incentive Plan	2,929,411 shares <sup>(5)</sup>	\$23.50	\$68,841,158.50	\$6,933
Ordinary shares, par value €0.03 per share, issuable pursuant to the Merger Agreement in exchange for stock options granted initially under the Wright Medical Group, Inc. Fifth Amended and Restated 1999 Equity Incentive Plan	462,664 shares	\$23.41	\$10,830,964.24	\$1,091
Ordinary shares, par value €0.03 per share, issuable pursuant to the Merger Agreement in exchange for stock options granted initially under Inducement Stock Option Grant Agreements of Wright Medical Group, Inc.	916,985 shares <sup>(2)</sup>	\$16.69	\$15,304,479.65	\$1,542

- (1) The number of ordinary shares, par value €0.03 per share (“Ordinary Shares”), of Wright Medical Group N.V. (the “Registrant”), stated above represents Ordinary Shares issuable pursuant to stock options outstanding under the Wright Medical Group, Inc. Second Amended and Restated 2009 Equity Incentive Plan, the Wright Medical Group, Inc. Fifth Amended and Restated 1999 Equity Incentive Plan, and certain Inducement Stock Option Grant Agreements of Wright Medical Group, Inc. (collectively, the “Plans”), which options were exchanged for options to acquire Ordinary Shares of the Registrant pursuant to the Merger Agreement and subject to appropriate adjustments to the number of shares and the exercise price of such options.
- (2) Represents (i) 628,849 Ordinary Shares reserved for issuance pursuant to an Inducement Stock Option Grant Agreement dated September 17, 2011 between Wright Medical Group, Inc. and Robert J. Palmisano, approved by the Compensation Committee of the Board of Directors of Wright Medical Group, Inc.; (ii) 30,927 Ordinary Shares reserved for issuance pursuant to an Inducement Stock Option Grant Agreement dated October 17, 2011 between Wright Medical Group, Inc. and Julie Tracy, approved by the Compensation Committee of the Board of Directors of Wright Medical Group, Inc.; (iii) 67,008 Ordinary Shares reserved for issuance pursuant to an Inducement Stock Option Grant Agreement dated December 29, 2011 between Wright Medical Group, Inc. and James Lightman, approved by the Compensation Committee of the Board of Directors of Wright Medical Group, Inc.; and (iv) 190,201 Ordinary Shares reserved for issuance pursuant to an Inducement Stock Option Grant Agreement dated November 26, 2012 between Wright Medical Group, Inc. and Pascal E.R. Girin, approved by the Compensation Committee of the Board of Directors of Wright Medical Group, Inc.
- (3) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional Ordinary Shares of the Registrant that become issuable under the Plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding Ordinary Shares.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h)(1) under the Securities Act and calculated based on the weighted average exercise price of the exchanged options.
- (5) Amount includes 391,843 Ordinary Shares reserved for issuance in respect of options to acquire shares of common stock of Wright Medical Group, Inc. representing “substitute awards” under the Wright Medical Group, Inc. Second Amended and Restated 2009 Equity Incentive Plan, which options were exchanged for options to acquire Ordinary Shares pursuant to the Merger Agreement. These substitute awards were granted in connection with Wright’s acquisition of BioMimetic Therapeutics Inc. (“BioMimetic”) in May of 2013 in exchange for options to acquire BioMimetic stock granted to employees of, and other service providers to, BioMimetic prior to that transaction.

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## EXPLANATORY NOTE

On October 1, 2015, Trooper Merger Sub Inc., an indirect, wholly-owned subsidiary of Tornier N.V., merged with and into Wright Medical Group, Inc. (“Wright”), with Wright surviving the merger as an indirect, wholly-owned subsidiary of Tornier N.V. (the “Merger”). Upon completion of the Merger, Tornier N.V. changed its name to Wright Medical Group N.V. (the “Registrant”).

Immediately prior to the effective time, each option to purchase Wright common stock then outstanding was exchanged for an option to acquire ordinary shares of the Registrant on the same terms and conditions as were applicable to the Wright option prior to the Merger, except that (a) the number of ordinary shares of the Registrant subject to the option is equal to the product of (i) the number of Wright shares subject to the existing option and (ii) 1.0309 (rounding fractional shares down to the nearest whole share) and (b) the exercise price per share under the option is equal to (i) the exercise price per share of the Wright option divided by (ii) 1.0309 (rounded up to the nearest whole cent).

The Registrant is filing this registration statement on Form S-8 to register ordinary shares issuable pursuant to stock options outstanding under the Wright Medical Group, Inc. Second Amended and Restated 2009 Equity Incentive Plan, the Wright Medical Group, Inc., Fifth Amended and Restated 1999 Equity Incentive Plan, and certain Inducement Stock Option Grant Agreements of Wright Medical Group, Inc., which options were exchanged for options to acquire ordinary shares of the Registrant in connection with the Merger on the terms described above.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### Item 1. Plan Information\*

#### Item 2. Registrant Information and Employee Plan Annual Information\*

\* The documents containing the information specified in Part I of Form S-8 have been or will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the instructions of Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the “SEC”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus as required by Section 10(a) of the Securities Act. Upon written or oral request, the Registrant will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement. The Registrant will also provide, without charge, upon written or oral request, other documents required to be delivered to employees pursuant to Rule 428(b) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents previously filed with the SEC are incorporated by reference into this Registration Statement:

- (a) The Registrant’s annual report on Form 10-K for the fiscal year ended December 28, 2014;

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- (b) The Registrant's quarterly reports on Form 10-Q for the fiscal quarters ended March 29, 2015 and June 28, 2015;
  - (c) The Registrant's current reports on Form 8-K filed with the SEC on January 29, 2015, February 2, 2015, March 16, 2015, April 28, 2015, May 29, 2015, June 19, 2015, September 3, 2015 and October 1, 2015;
  - (d) Wright Medical Group, Inc.'s annual report on Form 10-K for the fiscal year ended December 31, 2014, as amended;
  - (e) Wright Medical Group, Inc.'s quarterly reports on Form 10-Q for the fiscal quarters ended March 31, 2015 and June 30, 2015;
  - (f) Wright Medical Group, Inc.'s current reports on Form 8-K filed with the SEC on January 29, 2015, February 2, 2015, February 13, 2015, April 15, 2015, May 29, 2015, June 18, 2015 and October 1, 2015; and
  - (g) The description of the Registrant's ordinary shares contained in its registration statement on Form S-4, as amended (Reg. No. 333-201175), under the heading "Description of Tomier Ordinary Shares" and any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed with the SEC by the Registrant (other than portions of such documents which are furnished and not filed) pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the time of filing of such documents with the SEC.

Any statement contained in the documents incorporated or deemed to be incorporated by reference into this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference into this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

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**Item 6. Indemnification of Directors and Officers**

The Registrant's articles of association provide that the Registrant shall indemnify any of its directors against all adverse financial effects incurred by such person in connection with any action, suit or proceeding if such person acted in good faith and in a manner that reasonably could be believed to be in or not opposed to the Registrant's best interests.

In addition, the Registrant has entered into indemnification agreements with its directors and officers, which are governed by the laws of the State of Delaware (USA), and provides, among other things, for indemnification to the fullest extent permitted by law and the Registrant's articles of association.

The Registrant currently maintains liability insurance for its directors and officers. Such insurance would be available to the Registrant's directors and officers in accordance with its terms.

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

The following exhibits are filed with or incorporated by reference into this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles of Association of Wright Medical Group N.V. (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on October 1, 2015 (File No. 001-35065))
4.2	Registration Rights Agreement, dated July 16, 2010, by and among the investors on Schedule I thereto, the persons listed on Schedule II thereto and Tornier B.V. (incorporated by reference to Exhibit 4.2 to the Registrant's Amendment No. 2 to Registration Statement on Form S-1 filed with the SEC on August 11, 2010 (Reg. No. 333-167370))
4.3	Amendment and Waiver to Registration Rights Agreement, dated as of July 16, 2010, by and among the Investors and the Registrant (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-3 filed with the SEC on October 17, 2012 (Reg. No. 333-184461))
4.4	Securityholders' Agreement, dated July 18, 2006, by and among the parties listed on Schedule I thereto, KCH Stockholm AB, Alain Tornier, Warburg Pincus (Bermuda) Private Equity IX, L.P., and TMG B.V. (predecessor to Tornier B.V.) (incorporated by reference to Exhibit 10.28 to the Registrant's Amendment No. 3 to Registration Statement on Form S-1 filed with the SEC on September 14, 2010 (Reg. No. 333-167370))
4.5	Amendment No. 1 to the Securityholders' Agreement, dated August 27, 2010, by and among the Securityholders on Schedule I thereto and Tornier B.V. (incorporated by reference to Exhibit 10.37 to the Registrant's Amendment No. 3 to Registration Statement on Form S-1 filed with the SEC on September 14, 2010 (Reg. No. 333-167370))

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- 5.1 Opinion of Stibbe N.V. as to the validity of the shares to be issued (filed herewith)
  - 23.1 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm, with respect to Tornier N.V. (filed herewith)
  - 23.2 Consent of KPMG LLP, Independent Registered Public Accounting Firm, with respect to Wright Medical Group, Inc. (filed herewith)
  - 23.3 Consent of Stibbe N.V. (included as part of Exhibit 5.1)
  - 24.1 Power of Attorney (filed herewith)
  - 99.1 Wright Medical Group, Inc. Second Amended and Restated 2009 Equity Incentive Plan (incorporated by reference to Wright Medical Group, Inc.'s definitive proxy statement filed with the SEC on April 4, 2013 (File No. 001-35823))
  - 99.2 Wright Medical Group, Inc. Fifth Amended and Restated 1999 Equity Incentive Plan (incorporated by reference to Wright Medical Group, Inc.'s definitive proxy statement filed with the SEC on April 14, 2008 (File No. 001-32883))
  - 99.3 First Amendment to Wright Medical Group, Inc. Fifth Amended and Restated 1999 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to Wright Medical Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (File No. 000-32883))
  - 99.4 Inducement Stock Option Grant Agreement between Wright Medical Group, Inc. and Robert J. Palmisano dated September 17, 2011 (incorporated by reference to Exhibit 10.2 to Wright Medical Group, Inc.'s Current Report on Form 8-K filed with the SEC on September 22, 2011 (File No. 000-32883))
  - 99.5 Inducement Stock Option Grant Agreement between Wright Medical Group, Inc. and Julie Tracy dated October 17, 2011 (incorporated by reference to Exhibit 10.31 to Wright Medical Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the SEC on February 24, 2012 (File No. 000-32883))
  - 99.6 Inducement Stock Option Grant Agreement between Wright Medical Group, Inc. and James Lightman dated December 29, 2011 (incorporated by reference to Exhibit 10.32 to Wright Medical Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the SEC on February 24, 2012 (File No. 000-32883))
  - 99.7 Inducement Stock Option Grant Agreement between Wright Medical Group, Inc. and Pascal E.R. Girin dated November 26, 2012 (incorporated by reference to Exhibit 10.33 to Wright Medical Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the SEC on February 22, 2013 (File No. 000-32883))

**Item 9. Undertakings**

- (a) The undersigned Registrant hereby undertakes as follows:

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(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act,

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Memphis, State of Tennessee on October 1, 2015.

**WRIGHT MEDICAL GROUP N.V.**

By: /s/ Robert J. Palmisano  
Robert J. Palmisano  
President, Chief Executive Officer and  
Executive Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert J. Palmisano</u> Robert J. Palmisano	President, Chief Executive Officer and Executive Director (principal executive officer)	October 1, 2015
<u>/s/ Lance A. Berry</u> Lance A. Berry	Senior Vice President and Chief Financial Officer (principal financial officer)	October 1, 2015
<u>/s/ Gary D. Blackford</u> Gary D. Blackford	Non-Executive Director	October 1, 2015
<u>/s/ Sean D. Camey</u> Sean D. Camey	Non-Executive Director	October 1, 2015
<u>/s/ John L. Miclot</u> John L. Miclot	Non-Executive Director	October 1, 2015
<u>/s/ David H. Mowry</u> David H. Mowry	Executive Director	October 1, 2015
<u>/s/ Kevin C. O'Boyle</u> Kevin C. O'Boyle	Non-Executive Director	October 1, 2015

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<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Amy S. Paul</u> Amy S. Paul	Non-Executive Director	October 1, 2015
<u>/s/ David D. Stevens</u> David D. Stevens	Chairman of the Board	October 1, 2015
<u>/s/ Richard F. Wallman</u> Richard F. Wallman	Non-Executive Director	October 1, 2015
<u>/s/ Elizabeth H. Weatherman</u> Elizabeth H. Weatherman	Non-Executive Director	October 1, 2015

**WRIGHT MEDICAL GROUP N.V.**  
**REGISTRATION STATEMENT ON FORM S-8**  
**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
4.1	Articles of Association of Wright Medical Group N.V.	Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on October 1, 2015 (File No. 001-35065)
4.2	Registration Rights Agreement, dated July 16, 2010, by and among the investors on Schedule I thereto, the persons listed on Schedule II thereto and Tomier B.V.	Incorporated by reference to Exhibit 4.2 to the Registrant's Amendment No. 2 to Registration Statement on Form S-1 filed with the SEC on August 11, 2010 (Reg. No. 333-167370)
4.3	Amendment and Waiver to Registration Rights Agreement, dated as of October 4, 2012, by and among the Investors and the Registrant	Incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-3 filed with the SEC on October 17, 2012 (Reg. No. 333-184461)
4.4	Securityholders' Agreement, dated July 18, 2006, by and among the parties listed on Schedule I thereto, KCH Stockholm AB, Alain Tomier, Warburg Pincus (Bermuda) Private Equity IX, L.P., and TMG B.V. (predecessor to Tomier B.V.)	Incorporated by reference to Exhibit 10.28 to the Registrant's Amendment No. 3 to Registration Statement on Form S-1 filed with the SEC on September 14, 2010 (Reg. No. 333-167370)
4.5	Amendment No. 1 to the Securityholders' Agreement, dated August 27, 2010, by and among the Securityholders on Schedule I thereto and Tomier B.V.	Incorporated by reference to Exhibit 10.37 to the Registrant's Amendment No. 3 to Registration Statement on Form S-1 filed with the SEC on September 14, 2010 (Reg. No. 333-167370)
5.1	Opinion of Stibbe N.V. as to the validity of the shares to be issued	Filed herewith
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm, with respect to Tomier N.V.	Filed herewith
23.2	Consent of KPMG LLP, Independent Registered Public Accounting Firm, with respect to Wright Medical Group, Inc.	Filed herewith
23.3	Consent of Stibbe N.V.	Included as part of Exhibit 5.1
24.1	Power of Attorney	Filed herewith
99.1	Wright Medical Group, Inc. Second Amended and Restated 2009 Equity Incentive Plan	Incorporated by reference to Wright Medical Group, Inc.'s definitive proxy statement filed with the SEC on April 4, 2013 (File No. 001-35823)

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
99.2	Wright Medical Group, Inc. Fifth Amended and Restated 1999 Equity Incentive Plan	Incorporated by reference to Wright Medical Group, Inc.'s definitive proxy statement filed with the SEC on April 14, 2008 (File No. 001-32883)
99.3	First Amendment to Wright Medical Group, Inc. Fifth Amended and Restated 1999 Equity Incentive Plan	Incorporated by reference to Exhibit 10.2 to Wright Medical Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (File No. 000-32883)
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99.7	Inducement Stock Option Grant Agreement between Wright Medical Group, Inc. and Pascal E.R. Girin dated November 26, 2012	Incorporated by reference to Exhibit 10.33 to Wright Medical Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the SEC on February 22, 2013 (File No. 000-32883)

Wright Medical Group N.V.  
Prins Bernhardplein 200  
1097 JB Amsterdam  
THE NETHERLANDS

Stibbe N.V.  
Advocaten en notarissen  
Strawinskylaan 2001  
P.O. Box 75640  
1070 AP Amsterdam  
The Netherlands  
T +31 20 546 0 606  
F +31 20 546 0 123

www.stibbe.com

Date  
October 1, 2015

**Wright Medical Group N.V. – Registration Statement on Form S-8**

Ladies and Gentlemen,

- (1) We have acted as legal counsel to Wright Medical Group N.V. (the “**Company**”), with respect to matters of Netherlands law, in connection with the filing by the Company under the Securities Act of 1933, as amended, of a registration statement on Form S-8, dated the date hereof (the “**Registration Statement**”), with the United States Securities and Exchange Commission. The Registration Statement relates to the registration of up to 4,309,060 ordinary shares of the Company (par value EUR 0.03) (the “**Shares**”, and each a “**Share**”). The Shares may be issued pursuant to stock options outstanding under the Wright Medical Group, Inc. Second Amended and Restated 2009 Equity Incentive Plan, the Wright Medical Group, Inc. Fifth Amended and Restated 1999 Equity Incentive Plan, and certain Inducement Stock Option Grant Agreements of Wright Medical Group, Inc. (collectively, the “**Plans**”), which were exchanged for options to acquire Shares in connection with the merger (the “**Merger**”) of Trooper Merger Sub Inc. (“**Merger Sub**”), an indirect wholly-owned subsidiary of the Company, with and into Wright Medical Group, Inc. pursuant to the agreement and plan of merger dated 27 October 2014 by and among the Company (at that time named Tornier N.V.), Trooper Holdings Inc., Merger Sub and Wright Medical Group, Inc. (the “**Merger Agreement**”).
- (2) For the purpose of this opinion, we have examined and exclusively relied upon photocopies or copies received by fax or by electronic means, or originals if so expressly stated, of the following documents:
  - (a) the Registration Statement;
  - (b) the Merger Agreement;
  - (c) an extract from the Trade Register of the Chamber of Commerce (*Kamer van Koophandel, afdeling Handelsregister*) relating to the Company dated the date hereof (the “**Extract**”);
  - (d) the deed of incorporation of the Company dated June 23, 2006 and its articles of association (*statuten*) as amended October 1, 2015;

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- (e) the minutes of an extraordinary general meeting of shareholders of the Company held on June 18, 2015, approving, *inter alia*, the Merger Agreement and the Merger;
  - (f) the minutes of a general meeting of shareholders of the Company held on June 18, 2015, approving, *inter alia*, the designation of the Board of Directors of the Company as the authorised body to issue ordinary shares of the Company and to exclude the statutory pre-emptive rights (*voorkeursrechten*) in respect thereof (the “**Designation**”); and
  - (g) the written resolutions of the Board of Directors of the Company dated October 1, 2015, approving, *inter alia*, the exchange of options to acquire shares under the Plans into rights to acquire Shares pursuant to the Merger Agreement and granting of such rights to acquire Shares (the “**Board Resolution**”).
- (3) The minutes listed under 2(e) and 2(g) are together hereinafter referred to as “**Resolutions**”), the Resolutions and the Merger Agreement, together, referred to as the “**Documents**”.

References to the Civil Code, the Bankruptcy Act, the Financial Supervision Act and any other Codes or Acts are references to the Burgerlijk Wetboek, the Faillissementswet, the Wet op het financieel toezicht and such other Codes or Acts of the Netherlands, as amended.

- (4) In rendering this opinion we have assumed:
- (a) the legal capacity of natural persons, the genuineness of all signatures on, and the authenticity and completeness of all documents submitted to us as copies of drafts, originals or execution copies and the exact conformity to the originals of all documents submitted to us as photocopies or copies transmitted by facsimile or by electronic means and that all documents were at this date, and have through the date hereof, remained accurate and in full force and effect without modifications;
  - (b) that, other than the rights to acquire Shares in connection with the exchange of rights to acquire shares under the Plans into rights to acquire Shares pursuant to the Merger Agreement as granted pursuant to the Board Resolution, no future rights to acquire shares or future awards will be issued under the Plans;
  - (c) that the Merger Agreement constitutes and will constitute legal, valid and binding obligations of the Company, respectively, and are enforceable in accordance with their respective terms under all applicable laws;
  - (d) that (a) the Designation, as renewed from time to time, will be in full force and effect (i) as at the date of granting of any rights to acquire the Shares or, as the case may be, (ii) as at the date of issuance of any Shares, and (b) any rights to acquire Shares have been validly granted;
  - (e) that any Shares will be issued, offered, sold, delivered, duly accepted and paid by the subscribers thereof, to persons legally entitled to purchase Shares (i) as contemplated and in accordance with the Registration Statement, (ii) in accordance with any applicable law (including, without limitation, the laws of The Netherlands), (iii) in accordance with the articles of association of the Company as in force at the date of

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issuance of such Shares and (iv) with such terms so as not to violate any applicable law (including, for the avoidance of doubt, any law applicable at the time of such issue, offer, sale, delivery and acceptance) and upon issue of each Share at least a consideration (in cash or in kind) will be paid to the Company on such Share with a value equal to the nominal amount thereof and any premium agreed upon;

- (f) that the Company has not been declared bankrupt (*failliet verklaard*), granted suspension of payments (*surseance van betaling verleend*) or dissolved (*ontbonden*), nor has ceased to exist due to merger (*fusie*) or demerger (*splitsing*); although not constituting conclusive evidence, this assumption is supported by the contents of the Extract and by our on-line search of the Central Insolvency Register of the courts in the Netherlands (*Centraal Insolventieregister*) on the date hereof, which did not reveal any information which would render this assumption to be untrue;
  - (g) that each time a Share is issued, the authorised share capital (*maatschappelijk kapitaal*) of the Company is such that such Share can be validly issued;
  - (h) that, except for the Company's articles of association currently in force, the information set forth in the Extract is complete and accurate on the date hereof and consistent with the information contained in the file kept by the Trade Register with respect to the Company;
  - (i) that the Resolutions have not been annulled, revoked or rescinded and are in full force and effect as at the date hereof;
  - (j) that any issuance of Shares will not require the Company to publish a prospectus or equivalent document under the provisions of chapter 5.1 of the Financial Supervision Act, as amended; and
  - (k) that certain Inducement Stock Option Grant Agreements of Wright Medical Group, Inc. (as referred to in the Registration Statement) are stand-alone stock option agreements and that the options granted pursuant thereto qualify as Ranger Options (as defined in the Merger Agreement).
- (5) This opinion is limited to matters of the laws of the Netherlands in effect on the date of this opinion.
- (6) Based upon and subject to the foregoing and to the further qualifications, limitations and exceptions set forth herein, we are as at the date hereof of the following opinion:
- (l) the Company has been duly incorporated and is validly existing under the laws of the Netherlands as a public limited company (*naamloze vennootschap*); and
  - (m) the Shares, when duly issued and upon payment to the Company of a consideration with a value equal to the nominal amount thereof and any premium agreed upon, will be duly authorised and validly issued by the Company and will be fully paid and non-assessable.

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- (7) This opinion is subject to the following qualifications:
- (n) we express no opinion as to the accuracy of any representations given by the Company or any other party (express or implied) under or by virtue of the Documents save in so far as the matters represented are the subject matter of specific opinions set forth above;
  - (o) the opinions expressed above are limited by any applicable bankruptcy (*faillissement*), suspension of payments (*surseance van betaling*), insolvency, moratorium, reorganisation, liquidation, suretyship, fraudulent conveyance, or similar laws affecting the enforceability of rights of creditors generally (including rights of set-off) in any relevant jurisdiction including but not limited to section 3:45 of the Civil Code and section 42 of the Bankruptcy Act concerning fraudulent conveyance;
  - (p) the terms “*legal*”, “*valid*”, “*binding*” or “*enforceable*” (or any combination thereof), where used in this opinion, mean that the relevant obligations are of a type which the courts of the Netherlands generally recognize and enforce; the use of these terms does not suggest that the obligations will necessarily be enforced in accordance with their terms in all circumstances; in particular, enforcement of such obligations in the courts of the Netherlands will always be subject to applicable statutes of limitation, interpretation by the court (taking into account the intention of the parties to a contract), the effect of general principles of law including (without limitation) the concepts of reasonableness and fairness (*redelijkheid en billijkheid*) and abuse of circumstances (*misbruik van omstandigheden*), and defences based on error (*dwalings*), fraud (*bedrog*), duress (*dwang*), force majeure (*overmacht*) and set-off (*verrekening*); and
  - (q) the term “*non-assessable*” as used in this opinion means that a holder of a Share will not by reason of merely being such a holder, be subject to assessment or calls by the Company or its creditors.
- (8) In this opinion, Netherlands legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to the concepts described by the same English terms as they exist under the laws of other jurisdictions. This opinion and any issue arising under this opinion will be governed by the laws of the Netherlands.
- (9) We assume no obligation to update this opinion or to inform any person of any changes of law or other matters coming to our knowledge occurring after the date hereof which may affect this opinion in any respect. This opinion is addressed to you and given for the sole purpose of the registration of the Shares with the United States Securities and Exchange Commission. We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder. However, it may not be otherwise disclosed or quoted to any person other than to your legal advisers or relied upon by any person or be used for any other purpose, without our prior written consent in each instance.

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Yours faithfully,

Stibbe N.V.

/s/ Paul Quist

/s/ Fons Leijten

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Wright Medical Group, Inc. Second Amended and Restated 2009 Equity Incentive Plan, the Wright Medical Group, Inc. Fifth Amended and Restated 1999 Equity Incentive Plan, and the Wright Medical Group, Inc. Inducement Stock Option Awards, of our reports dated February 24, 2015, with respect to the consolidated financial statements and schedule of Tornier N.V. and the effectiveness of internal control over financial reporting of Tornier N.V. included in its Annual Report (Form 10-K) for the year ended December 28, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Minneapolis, Minnesota  
October 1, 2015

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
Wright Medical Group, Inc.:

We consent to the incorporation by reference in the registration statement on Form S-8 of Wright Medical Group N.V. of our reports dated February 25, 2015, with respect to the consolidated balance sheets of Wright Medical Group, Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, changes in stockholders' equity, comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2014, and the financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2014, which reports appear in the December 31, 2014 annual report on Form 10-K of Wright Medical Group, Inc.

(signed) KPMG LLP

Memphis, Tennessee  
September 30, 2015

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS:** That each person whose signature appears below hereby authorizes and appoints Robert J. Palmisano, Lance A. Berry and James A. Lightman, or any of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a registration statement on Form S-8 (the "Registration Statement") relating to the offer and sale of ordinary shares, par value €0.03 per share, of Wright Medical Group N.V. under the Wright Medical Group, Inc. Second Amended and Restated 2009 Equity Incentive Plan, the Wright Medical Group, Inc. Fifth Amended and Restated 1999 Equity Incentive Plan, and certain Inducement Stock Option Grant Agreements of Wright Medical Group, Inc., as such plans and agreements have been and may be amended hereafter from time to time and any and all amendments (including post-effective amendments) to the Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them acting alone, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, their, or his or her, substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

**IN WITNESS WHEREOF**, the undersigned have hereunto executed this Power of Attorney effective as of this 1st day of October, 2015.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert J. Palmisano</u> Robert J. Palmisano	President, Chief Executive Officer and Executive Director (principal executive officer)	October 1, 2015
<u>/s/ Lance A. Berry</u> Lance A. Berry	Senior Vice President and Chief Financial Officer (principal financial officer)	October 1, 2015
<u>/s/ Gary D. Blackford</u> Gary D. Blackford	Non-Executive Director	October 1, 2015
<u>/s/ Sean D. Carney</u> Sean D. Carney	Non-Executive Director	October 1, 2015
<u>/s/ John L. Miclot</u> John L. Miclot	Non-Executive Director	October 1, 2015

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<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> <u>/s/ David H. Mowry</u> David H. Mowry	Executive Director	October 1, 2015
<hr/> <u>/s/ Kevin C. O'Boyle</u> Kevin C. O'Boyle	Non-Executive Director	October 1, 2015
<hr/> <u>/s/ Amy S. Paul</u> Amy S. Paul	Non-Executive Director	October 1, 2015
<hr/> <u>/s/ David D. Stevens</u> David D. Stevens	Chairman of the Board	October 1, 2015
<hr/> <u>/s/ Richard F. Wallman</u> Richard F. Wallman	Non-Executive Director	October 1, 2015
<hr/> <u>/s/ Elizabeth H. Weatherman</u> Elizabeth H. Weatherman	Non-Executive Director	October 1, 2015