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

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

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

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)

**Wright Medical Group N.V.
Amended and Restated 2010 Incentive Plan**
(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

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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)(2)(3)	Proposed maximum offering price per share(4)	Proposed maximum aggregate offering price(4)	Amount of registration fee
Ordinary shares, par value €0.03 per share				
New shares(1)	5,500,000 shares	\$20.72	\$113,960,000.00	\$11,476
Carryover shares(2)	638,687 shares	\$20.72	\$13,233,594.64	\$1,333

- (1) As described in the Explanatory Note, the number of ordinary shares, par value €0.03 per share (“Ordinary Shares”), of Wright Medical Group N.V. (the “Registrant”), referred to as “New Shares,” represents an increase in the total number of Ordinary Shares available for issuance under the Wright Medical Group N.V. Amended and Restated 2010 Incentive Plan, as such plan has been and may be amended hereafter from time to time (the “2010 Plan”). 1,199,296 Ordinary Shares have been registered previously under a prior Registration Statement on Form S-8 (Reg. No. 333-172553) and 2,700,000 Ordinary Shares have been registered previously under a prior Registration Statement on Form S-8 (Reg. No. 333-182452). On June 18, 2015, the Registrant’s shareholders approved the 2010 Plan, which, among other things, increased the number of Ordinary Shares available for issuance under the 2010 Plan by 5,500,000 shares, subject to and effective as of the effective time of the merger of Trooper Merger Sub Inc., an indirect, wholly-owned subsidiary of Tornier N.V. (which changed its name to Wright Medical Group N.V.), with and into Wright Medical Group, Inc.
- (2) As described in the Explanatory Note, the number of Ordinary Shares referred to as “Carryover Shares” consist of 638,687 shares that were previously registered by the Registrant under the Tornier N.V. Amended and Restated Stock Option Plan (the “Prior Plan”) on a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 2, 2011 (Reg. No. 333-172553) and subject to options outstanding on February 2, 2011, and that may now be issued under the 2010 Plan due to the subsequent expiration, cancellation, forfeiture, cash settlement or other termination of such options. A post-effective amendment to the foregoing Form S-8 Registration Statement to deregister the Carryover Shares is being filed contemporaneously with the filing of this Registration Statement.
- (3) In addition, the maximum number of Ordinary Shares that may be issued under the 2010 Plan is subject to adjustment in accordance with certain provisions of the 2010 Plan. Accordingly, 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 2010 Plan 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) and (c) under the Securities Act and calculated based on the average of the high and low sales prices of the Ordinary Shares, as reported on the NASDAQ Global Select Market on September 29, 2015.

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., with Wright Medical Group, Inc. 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”).

The Tornier N.V. 2010 Incentive Plan (as such plan has been and may be amended hereafter from time to time, the “2010 Plan”) was initially approved by the Registrant’s shareholders at the Registrant’s annual general meeting of shareholders on August 26, 2010. On March 2, 2011, the Registrant filed a registration statement on Form S-8 (Reg. File No. 333-172553) with the Securities and Exchange Commission (the “SEC”) in connection with the registration of 1,199,296 ordinary shares to be issued under the 2010 Plan. On June 27, 2012, the Registrant’s shareholders approved an amendment to the 2010 Plan to increase the number of ordinary shares available for issuance under the 2010 Plan by 2,700,000 shares. On June 29, 2012, the Registrant filed a registration statement on Form S-8 (Reg. File No. 333-182452) with the SEC in connection with the registration of an additional 2,700,000 ordinary shares to be issued under the 2010 Plan. On June 18, 2015, the Registrant’s shareholders approved an amended and restated version of the 2010 Plan that, among other things, changed the name of the 2010 Plan to the “Wright Medical Group N.V. Amended and Restated 2010 Incentive Plan” and increased the number of ordinary shares available for issuance under the 2010 Plan by 5,500,000 shares (the “New Shares”), subject to and effective as of the effective time of the Merger.

The maximum number of ordinary shares available for issuance under the 2010 Plan includes the number of ordinary shares underlying options that were granted under the Tornier N.V. Amended and Restated Stock Option Plan (the “Prior Plan”) that were outstanding as of February 2, 2011 and subsequently undelivered following an expiration, cancellation, forfeiture, cash settlement, or other termination of such options (the “Carryover Shares”).

The purpose of this registration statement on Form S-8 (this “Registration Statement”) is (i) to register the New Shares, which consist of an additional 5,500,000 ordinary shares available for issuance under the 2010 Plan, and (ii) to carry forward to this Registration Statement the Carryover Shares, which consist of 638,687 ordinary shares that were previously subject to options granted under the Prior Plan that were registered on a registration statement on Form S-8 (Reg. No. 333-182452). The increase reflected by the New Shares was approved by the Registrant’s Board of Directors and shareholders. A post-effective amendment to the foregoing Form S-8 registration statement to deregister the Carryover Shares is being filed contemporaneously with the filing of this Registration Statement.

The number of ordinary shares available for issuance under the 2010 Plan may further be increased if options granted under the Prior Plan that were outstanding as of February 2, 2011 subsequently expire, are canceled, forfeited, settled in cash or otherwise terminate. In such case, the Registrant intends to file one or more additional registration statements on Form S-8 to carry forward the ordinary shares that were previously subject to such options and registered on a registration statement on Form S-8 (Reg. No. 333-182452).

Pursuant to General Instruction E of Form S-8, the contents of the Registrant’s previously filed registration statements on Form S-8 (Reg. File No. 333-172553 and Reg. File No. 333-182452), including, without limitation, periodic reports that the Registrant filed, or will file, after this Registration Statement to maintain current information about the Registrant, are hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8, with the exception of Items 3 and 8 of Part II of such prior registration statement, each of which is amended and restated in its entirety herein.

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 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;
- (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 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 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 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))

Exhibit No.	Description
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 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))
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 N.V. Amended and Restated 2010 Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K as filed with the SEC on June 19, 2015 (File No. 001-35065))

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. Carney</u> Sean D. Carney	Non-Executive Director	October 1, 2015
<u>/s/ John L. Mielot</u> John L. Mielot	Non-Executive Director	October 1, 2015
<u>/s/ David H. Mowry</u> David H. Mowry	Executive Director	October 1, 2015

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin C. O'Boyle</u> Kevin C. O'Boyle	Non-Executive Director	October 1, 2015
<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 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 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 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)
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 N.V. Amended and Restated 2010 Incentive Plan	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K as filed with the SEC on June 19, 2015 (File No. 001-35065)

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

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T +31 20 546 0 606
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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 (i) an additional 5,500,000 ordinary shares of the Company (par value EUR 0.03) (the “**New Shares**”) and (ii) the carry forward to this Registration Statement of ordinary shares of the Company which consist of 638,687 ordinary shares (the “**Carryover Shares**”) that were previously subject to options granted under the Tornier N.V. Amended and Restated Stock Option Plan that were registered on a registration statement on Form S-8 (Reg. No. 333-182452) that may be issued under the Wright Medical Group N.V. Amended and Restated 2010 Incentive Plan (the “**Plan**”). The New Shares and the Carryover Shares hereinafter also referred to as the “**Shares**”, and each a “**Share**”).
- (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 Plan;
 - (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 a general meeting of shareholders of the Company held on August 26, 2010, *inter alia*, approving an earlier version of the Plan;
 - (f) the minutes of a meeting of the Board of Directors of the Company held on December 17, 2014, approving, *inter alia*, an amendment to the Plan to change the name of the Plan to the “Wright Medical Group N.V. Amended and Restated 2010 Incentive Plan”;
 - (g) the minutes of a meeting of the Board of Directors of the Company held on April 28, 2015, approving, *inter alia*, an amendment to the Plan to increase the number of Shares issuable under the Plan by 5,500,000;
 - (h) the minutes of an extraordinary general meeting of shareholders of the Company held on June 18, 2015, approving, *inter alia*, amendments to change the name of the Plan to the “Wright Medical Group N.V. Amended and Restated 2010 Incentive Plan” and to increase the number of Shares issuable under the Plan by 5,500,000; and
 - (i) 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**”).
- (3) The resolutions and minutes listed under 2(e) up to 2(i) inclusive are together hereinafter referred to as “**Resolutions**”), the Resolutions and the Plan, 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 the Plan constitutes and will constitute legal, valid and binding obligations of the participants in the Plan and the Company, respectively, and are enforceable in accordance with their respective terms under all applicable laws;
 - (c) 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 under the Plan or, as the case may be, (ii) as at the date of issuance of any Shares under the Plan, and (b) any rights to acquire shares under the Plan have been validly granted;
 - (d) that any Shares will be issued, offered, sold, delivered, duly accepted and paid by the subscribers thereof, to persons legally entitled to purchase Shares (a) as contemplated and in accordance with the Plan and the Registration Statement, (b) in accordance with

any applicable law (including, without limitation, the laws of The Netherlands), (c) in accordance with the articles of association of the Company as in force at the date of issuance of such Shares and (d) 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;

- (e) 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;
 - (f) 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;
 - (g) 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;
 - (h) that the Resolutions have not been annulled, revoked or rescinded and are in full force and effect as at the date hereof; and
 - (i) 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.
- (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:
- (j) the Company has been duly incorporated and is validly existing under the laws of the Netherlands as a public limited company (*naamloze vennootschap*); and
 - (k) the Shares, when duly issued and paid for in accordance with the Plan will be duly authorised and validly issued by the Company and will be fully paid and non-assessable.
- (7) This opinion is subject to the following qualifications:
- (l) 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;

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- (m) 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;
- (n) 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 (*dwaling*), fraud (*bedrog*), duress (*dwang*), force majeure (*overmacht*) and set-off (*verrekening*); and
- (o) 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) 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.

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 N.V. (formerly known as Tornier N.V.) Amended and Restated 2010 Incentive Plan 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 N.V. 2010 Incentive Plan, as such plan has 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. 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>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<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
<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