

WRIGHT MEDICAL GROUP INC

Form 425

October 28, 2014

Employee Communication

Meetings

Filed by Tornier N.V. (SEC File No.: 001-35065)

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Subject Company: Wright Medical Group, Inc.

SEC File No.: 001-35823

This presentation includes forward-looking statements.

These forward-looking statements generally can be identified by the use of words such as anticipate,

expect,

plan,

could,

may,

will,

believe,

estimate,

forecast,

goal,

project,

and other words of

similar meaning.

Forward-looking statements in this communication include but are not limited to, statements about the benefits of the transaction;

potential synergies and cost savings and the timing thereof; future financial and operating results; the expected timing of the completion of the transaction; and the combined company's plans, objectives, expectations and intentions with respect to future operations .

Each forward-looking statement contained in this communication is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such

statement.

Applicable

risks

and

uncertainties

include,

among

others, uncertainties as to the timing of the transaction; uncertainties as to whether Tornier shareholders and Wright shareholders

approve the transaction; the risk that competing offers will be made; the possibility that various closing conditions for the transaction

may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant approval for the

consummation of the transaction, or the terms of such approval; the effects of disruption from the transaction making it more difficult to

maintain relationships with employees, customers, vendors and other business partners; the risk that shareholder litigation in

connection with the transaction may result in significant costs of defense, indemnification and liability; other business effects, such as

the effects of industry, economic or political conditions outside of Wright's or Tornier's control; the failure to realize synergistic

savings from the transaction or delay in realization thereof; the businesses of Wright and Tornier may not be combined successfully

such

combination

may

take

longer,

be

more

difficult,

time-consuming

or

costly

to

accomplish

than

expected;

operating

costs

and

business disruption following completion of the transaction, including adverse effects on employee retention and on Wright's and

Tornier's respective business relationships with third parties; transaction costs; actual or contingent liabilities; the adequacy of the

combined

company's

capital

resources;

and

the

risks

identified

under

the

heading

Risk

Factors

in

Wright's

Annual  
Report  
on  
Form  
10-K, filed with the SEC on February 27, 2014, and Tornier's Annual Report on Form 10-K, file with the SEC on February 21, 2013, as well as  
both  
companies  
subsequent  
Quarterly  
Reports  
on  
Form  
10-Q  
and  
other  
information  
filed  
by  
each  
company  
with  
the  
SEC.  
We  
caution  
investors  
not  
to  
place  
considerable  
reliance  
on  
the  
forward-looking  
statements  
contained  
in  
this  
presentation.  
You  
are  
encouraged  
to  
read  
Wright's  
and  
Tornier's  
filings  
with

the  
SEC,  
available  
at  
[www.sec.gov](http://www.sec.gov),

for  
a  
discussion  
of  
these  
and  
other  
risks  
and

uncertainties. The forward-looking statements in this communication speak only as of the date of this document, and we under  
obligation to update or revise any of these statements.

Our businesses are subject to substantial risks and uncertainties, including  
those referenced above.

Investors, potential investors, and others should give careful consideration to these risks and uncertainties.

Cautionary Note Regarding  
Forward-Looking Statements

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Important Additional Information And  
Where To Find It

In connection with the proposed merger, Tornier plans to file with the U.S. Securities and Exchange Commission (SEC) a registration statement on Form S-4 that will include a joint proxy statement of Wright and Tornier that also constitutes a prospectus of Tornier. Wright and Tornier will make the joint proxy statement/prospectus available to their respective shareholders. **Investors are urged to read**

the  
joint  
proxy  
statement/prospectus  
when  
it  
becomes  
available,  
because  
it  
will  
contain  
important  
information.

The registration statement, definitive joint proxy statement/prospectus and other documents filed by Tornier and Wright with the SEC will be available free of charge at the SEC's website ([www.sec.gov](http://www.sec.gov)) and from Tornier and Wright. Requests for copies of the joint proxy statement/prospectus and other documents filed by Wright with the SEC may be made by contacting Julie Tracy, Senior Vice President and Chief Communications Officer by phone at (901) 290-5817 or by email at [julie.tracy@wmt.com](mailto:julie.tracy@wmt.com), and request for copies of the joint proxy statement/prospectus and other documents filed by Tornier may be made by contacting Shawn McCormick, Chief Financial Officer by phone at (952) 426-7646 or by email at [shawn.mccormick@tornier.com](mailto:shawn.mccormick@tornier.com).

Wright, Tornier, their respective directors, executive officers and employees may be deemed to be participants in the solicitation of proxies from Wright's and Tornier's shareholders in connection with the proposed transaction. Information about the directors and executive officers of Wright and their ownership of Wright stock



is set forth in Wright's annual report on Form 10-K for the fiscal year ended December 31, 2013, which was filed with the SEC on February 27, 2014 and its proxy statement for its 2014 annual meeting of stockholders, which was filed with the SEC on March 31, 2014. Information regarding Tornier's directors and executive officers is contained in Tornier's annual report on Form 10-K for the fiscal year ended December 29, 2013, which was filed with the SEC on February 24, 2014, and its proxy statement for its 2014 annual general meeting of shareholders, which was filed with the SEC on May 16, 2014. These documents can be obtained free of charge from the sources indicated above. Certain directors, executive officers and employees of Wright and Tornier may have direct or indirect interest in the transaction due to securities holdings, vesting of equity awards and rights to severance payments. Additional information regarding the participants in the solicitation of Wright and Tornier shareholders will be included in the joint proxy statement/prospectus.

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Agenda

Yesterday's Announcements

Who Is Wright?

Why this combination?

What happens after today?

How are we planning for the future?

Leadership's commitment to you

Conclusion & Summary

Q&A

Yesterday's Announcement to Combine  
Creates a **Premier High-Growth Extremities-Biologics Company**  
with  
Comprehensive Upper and Lower Extremity Product Portfolio and Broad  
Global Reach  
Further **Accelerates Growth Opportunities**  
in Three of the Fastest Growing  
Areas in Orthopaedics: Lower Extremities, Upper Extremities and  
Biologics  
Adds Significant **Scale and Scope**  
to Provide Accelerated Path to Profitability  
and Stronger Financial Profile  
The combination will generate long-term value for our customers,

our employees and our shareholders.

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Important Notes on the Announcement to Combine  
Wright's and Tornier's leaders are thrilled about this once in a life time  
opportunity and the future of combined organization  
Excitement about  
the Deal  
Familiar Name  
and Leadership  
Business As Usual  
We  
will  
operate  
business  
as  
usual

through  
the  
close  
of  
the transaction

The  
combined  
company  
will  
continue

to  
be  
known  
as

Wright  
Medical  
and

will be led by Bob Palmisano as president and CEO and by Dave Mowry as  
COO

Wright s  
and

Tornier s  
Board

of  
Directors  
voted

unanimously  
for  
the

combination  
Unanimous

Decision  
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Corporate Footprint

Corporate

Footprint

No immediate plans to consolidate facilities, however,  
Executive Leadership to be co-located in Memphis as the U.S.  
HQ for our combined business

U.S. headquarters for Upper Extremity business will leverage  
Tornier's existing footprint

U.S. headquarters for Lower Extremity and Biologics business  
will be based in Wright's existing facility in Memphis

The business will be incorporated in The Netherlands

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Key Products  
Recent Strategic Initiatives

Extremities-Biologics company with leadership position  
in in Lower Extremities --  
foot & ankle

NASDAQ: WMGI [www.wmt.com](http://www.wmt.com)



HQ in Memphis, TN; operations run out of U.S.

2013 revenue: \$242M

Products sold in over 60 countries

1,000 employees globally

INBONE

®

and

INFINITY

®

Total

Ankle Systems

ORTHOLOC

®

Reconstructive

Plates

PRO-TOE

®

Hammertoe

Implants

Biologics

Business Mix

Company Summary

Completed transformation to high growth Extremities-Biologics pure play through successful divestiture of OrthoRecon business (Jan 2014)

Integration of Solana and OrthoPro (acquired in 1Q14)

Commercial launch of INFINITY

®

total ankle replacement

system (June 2014)

Approvable letter received from FDA for Augment®

Bone

Graft

Wright at a Glance

\*2013 revenue

27%

US

International

73%

62%

25%

10%

3%

Other  
Upper  
Extremities  
Biologics  
Foot & Ankle

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Compelling Strategic Rationale

Combines Wright's leadership in the lower extremities market with Tornier's leadership in upper and lower extremities to create **a premier high-growth global Extremities-Biologics company!**

Creates a **mid-sized growth company uniquely positioned with leading technologies** and specialized sales forces

in  
three  
of  
the  
fastest  
growing  
areas  
of  
orthopedics

Upper  
Extremities,  
Lower Extremities and Biologics.

Further  
enhanced  
by  
final  
FDA  
premarket  
approval  
of  
Augment  
®  
Bone  
Graft,  
adding  
additional  
depth to our combined portfolio and providing a platform technology for future new product  
development.

\*2013 revenue

UPPER EXTREMITIES  
LOWER EXTREMITIES

59% of Revenue

~10% of Revenue

~62% of Revenue

19% of Revenue

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Natural, Highly Complementary Fit of Both Businesses

We have complementary **product offerings in the extremities segment**, providing opportunities for growth beyond what we could achieve as individual companies

We both **share consistent and complementary approaches to the market**

We are committed to strategically **addressing the continuum of care through**  
innovative  
solutions,  
with  
total  
ankle  
and  
shoulder  
replacement  
being  
the  
cornerstones and complemented leading edge biologics

Larger combined presence and product portfolio creates scale to **better**  
leverage  
the  
hospital  
contracting  
process

We share **a culture of scientific advancement** and physician-driven service  
with  
Wright s  
focus  
The  
Specialty  
Orthopaedic  
Company  
People  
Love  
and  
Tornier s  
focus  
Specialists  
Serving  
Specialists

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We speak a common language

We can achieve more as one company!

Combined products, sales and distribution talent, medical education and relationships expand the breadth and depth of products we offer our **CUSTOMERS**

Dedicated research and development teams will power innovation across the combined product portfolio



to  
enhance  
PATIENT  
outcomes  
SHAREHOLDERS  
have an opportunity to participate in the significant  
upside and future growth prospects expected from a larger, stronger,  
combined organization  
EMPLOYEES  
will benefit from being part of a larger, dynamic  
organization that brings together two leading companies and offers  
enhanced opportunities for career growth

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What does this mean for employees TODAY?

Close in 2015:

Deal is expected to close in the first half of 2015 and will require regulatory and shareholder approvals

Business as Usual:

Please

remember

Customer

Service

is

our

Number

One

Priority

and it is imperative that we continue to execute on operational objectives and individual goals!

No Immediate Changes:

Your role, responsibilities, salary and benefits remain

the same, but you may be requested to assist in integration planning.

Continued Excellence:

We will continue to provide the excellent products and service that Tornier is known for!

Until

close,

we

remain

independent

companies

and

should

continue

to

compete as vigorously as we did before the announcement

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Significant  
Resources  
are  
Dedicated  
to  
the  
Combination  
and

over  
the  
next  
days, weeks and months, we aim to:  
Identify best practices from both organizations that leverage our strengths,  
maximize growth and deliver best-in-class service  
Reposition  
and  
align  
with  
the  
strategic  
vision  
for  
both  
entities  
and  
prepare  
for a successful Day One  
following the close of the transaction  
Pro-actively communicate as information becomes available on transition-  
related details and logistics

Successful integration will include realizing synergies across the business, these  
decisions have yet to be made and we understand the uncertainty this creates

Please  
be  
patient!  
We  
do  
not  
have  
all  
of  
the  
answers  
yet,  
but  
we  
are  
committed to communicating quickly and completely  
How are we planning for the integration after close?  
It  
is  
vitaly  
important  
that  
planning  
efforts

do  
not  
distract  
us  
from  
remaining  
productive and executing on our business objectives

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Commitment to open & transparent communication

There will be a **future opportunity to meet with Tornier and new Wright Medical leadership**

We will provide ongoing, frequent and timely updates:

In-person, department meetings

Written communications

Management team is dedicated to obtaining answers to your questions

Additional resources for employees:

Frequently Asked Questions (FAQs) booklet  
will be provided

Dedicated email inbox for your questions (pending):  
[winningtogether@tornier.com](mailto:winningtogether@tornier.com)

External transaction page:  
[www.ExtremitiesLeader.com](http://www.ExtremitiesLeader.com)



A bright & exciting future as new Wright Medical!  
Premier High-Growth  
Extremities-Biologics  
Company  
Accelerated Growth  
Opportunities  
Better Serves Customers  
Increases Employee Development Opportunities  
Satisfies Shareholders  
Significant Scale and  
Scope

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Q&A