

WRIGHT MEDICAL GROUP INC

Form 425

October 28, 2014

Employee Communication

Meetings

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

pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

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

as a

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,

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

|
Confidential |
Page 2

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) 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, 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.

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.

|

Confidential |

Page 3

Confidential |

Page 4

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.

|

Confidential |

Page 5

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

Confidential |

Page 6

Confidential |

Page 7

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

|
Confidential |
Page 8
Key Products
Recent Strategic Initiatives

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

NASDAQ: WMGI 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

Confidential |

Page 9

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

Confidential |

Page 10

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

Confidential |
Page 11
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

|

Confidential |

Page 12

Confidential |

Page 13

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

Confidential |
Page 14

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

Confidential |

Page 15

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

External transaction page:
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

|
Confidential |
Page 16

Q&A