

GS Capital Partners VI Parallel LP
 Form 4
 June 26, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
LVB Acquisition, Inc. [NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/24/2015

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10282

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/24/2015		J(8)		130,845,980	D	(8) 0 (9)
						I	

See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Fund, L.P. C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282		X		
GSCP VI Advisors, L.L.C. C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Offshore Fund, L.P. C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282		X		
GSCP VI Offshore Advisors, L.L.C. C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Parallel LP C/O GOLDMAN, SACHS & CO.		X		

200 WEST STREET
NEW YORK, NY 10282

GS Advisors VI, L.L.C.
C/O GOLDMAN, SACHS & CO.
200 WEST STREET
NEW YORK, NY 10282

X

GS Capital Partners VI GmbH & Co KG
C/O GOLDMAN, SACHS & CO.
200 WEST STREET
NEW YORK, NY 10282

X

GOLDMAN, SACHS MANAGEMENT GP GMBH
C/O GOLDMAN, SACHS & CO.
200 WEST STREET
NEW YORK, NY 10282

X

Signatures

/s/ Kevin Treanor,
Attorney-in-fact 06/26/2015

__Signature of Reporting Person Date

/s/ Kevin Treanor,
Attorney-in-fact 06/26/2015

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Attorney-in-fact 06/26/2015

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/s/ Kevin Treanor,
Attorney-in-fact

06/26/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), GS LVB Co-Invest, L.P. ("GS LVB"), Goldman Sachs

(1) BMET Investors, L.P. ("GS BMET"), Goldman Sachs BMET Investors Offshore Holdings, L.P. ("GS BMET Offshore"), PEP Bass Holdings LLC ("GS PEP"), Private Equity Partners 2004 Direct Investment Fund LP ("GS 2004"), Private Equity Partners 2005 Direct LP ("GS 2005") and Private Equity Partners IX Direct LP ("GS IX", and together with GS Capital, GS Offshore, GS Parallel, GS Germany, GS LVB, GS BMET, GS BMET Offshore, GS PEP, GS 2004, GS 2005, the "GS Entities"); (continued in footnote 2)

GSCP VI Advisors, L.L.C., GSCP VI Offshore Advisors, L.L.C., GS Advisors VI, L.L.C., Goldman, Sachs Management GP GmbH, GS LVB Advisors, L.L.C., GS BMET Advisors, L.L.C., GS BMET Offshore Advisors, Inc., Goldman Sachs PEP 2004 Direct Investment

(2) Advisors, LLC ("PEP 2004"), Goldman Sachs PEP 2005 Direct Investment Advisors, LLC ("PEP 2005") and Goldman Sachs PEP IX Direct Investment Advisors, LLC ("PEP IX") (together with the GS Entities, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in triplicate.

Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Entities. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager

(3) of the GS Entities. Immediately prior to the Merger, GS Group and Goldman Sachs may have been deemed to beneficially own indirectly 130,845,980 shares of Common Stock, par value \$0.01 per share (the "Common Stock") of LVB Acquisition, Inc., a Delaware corporation (the "Issuer"), by reason of the indirect beneficial ownership of such shares by the GS Entities.

Immediately prior to the Merger, the GS Entities may have been deemed to beneficially own indirectly 130,845,980 shares of Common Stock in the aggregate by reason of the direct beneficial ownership of such shares by, and their aggregate direct ownership of

(4) 1,308,419.15815 membership units in, LVB Acquisition Holding, LLC ("Holding"). The membership interests of Holding are held by a private investor group, which includes the GS Entities. Immediately prior to the Merger, GS Capital, and its general partner GSCP VI Advisors, L.L.C., may have been deemed to beneficially own indirectly approximately 43,367,916 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 433,679.15808 membership units in, Holding.

Immediately prior to the Merger, GS Germany, and its general partner Goldman, Sachs Management GP GmbH, may have been deemed to beneficially own indirectly approximately 1,541,319 shares of Common Stock by reason of the direct beneficial ownership of such

(5) shares by, and their direct ownership of 15,413.18755 membership units in, Holding. Immediately prior to the Merger, GS Offshore, and its general partner GSCP VI Offshore Advisors, L.L.C., may have been deemed to beneficially own indirectly approximately 36,071,876 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 360,718.75833 membership units in, Holding.

Immediately prior to the Merger, GS Parallel, and its general partner GS Advisors VI, L.L.C., may have been deemed to beneficially own indirectly approximately 11,925,385 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 119,253.84819 membership units in, Holding. Immediately prior to the Merger, GS LVB, and its general

(6) partner GS LVB Advisors, L.L.C., may have been deemed to beneficially own indirectly approximately 6,187,599 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 61,875.99 membership units in, Holding. Immediately prior to the Merger, GS BMET, and its general partner GS BMET Advisors, L.L.C., may have been deemed to beneficially own indirectly approximately 6,313,795 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 63,137.95 membership units in, Holding.

Immediately prior to the Merger, GS BMET Offshore, and its general partner GS BMET Offshore Advisors, Inc., may have been deemed to beneficially own indirectly approximately 18,478,545 shares of Common Stock by reason of the direct beneficial ownership

(7) of such shares by, and their direct ownership of 184,785.45 membership units in, Holding. Immediately prior to the Merger, GS PEP may have been deemed to beneficially own indirectly approximately 4,446,382 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 44,463.816 membership units in, Holding. Immediately prior to the Merger, GS 2004, and its general partner PEP 2004, may have been deemed to beneficially own indirectly approximately 630,980 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 6,309.8 membership units in, Holding.

(8) Immediately prior to the Merger, GS 2005, and its general partner PEP 2005, may have been deemed to beneficially own indirectly approximately 901,320 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 9,013.2 membership units in, Holding. Immediately prior to the Merger, GS IX, and its general partner PEP IX, may have

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been deemed to beneficially own indirectly approximately 976,800 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 9,768 membership units in, Holding. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

On June 24, 2015, Zimmer Holdings, Inc., (subsequently renamed Zimmer Biomet Holdings, Inc.) a Delaware corporation ("Zimmer"), acquired Issuer pursuant to that certain Agreement and Plan of Merger between the Issuer, Zimmer and Owl Merger Sub, Inc., a Delaware corporation and an indirect wholly-owned subsidiary of Zimmer ("Merger Sub"), dated as of April 24, 2014 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation and an indirect wholly-owned subsidiary of Zimmer (the "Merger"). Pursuant to the Merger Agreement, on June 24, 2015, the effective date of the Merger, each share of Common Stock was exchanged for \$8.94 in cash and 0.0562 shares of Zimmer common stock.

- (9) Following the closing of the Merger, affiliates of the Reporting Persons beneficially own indirectly zero shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.