

WRIGHT MEDICAL GROUP INC

Form S-4/A

January 23, 2013

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Registration No. 333-185601

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

WRIGHT MEDICAL GROUP, INC.

(Exact name of Registrant as specified in its charter)

Delaware

3842

13-4088127

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(State of Incorporation)

(Primary Standard Industrial
Classification Code Number)
5677 Airline Road

(I.R.S. Employer
Identification No.)

Arlington, Tennessee 38002

(901) 867-9971

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Robert J. Palmisano

Chief Executive Officer

Wright Medical Group, Inc.

5677 Airline Road

Arlington, Tennessee 38002

(901) 867-9971

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Martin J. Waters, Esq.

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San Francisco, California 94105-1126

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(858) 350-2300

(415) 947-2000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement is declared effective and all other conditions to the proposed merger described herein have been satisfied or waived.

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If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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 the 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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed. Wright Medical Group, Inc. may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and Wright Medical Group, Inc. is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY COPY SUBJECT TO COMPLETION, DATED JANUARY 23, 2013

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

January 23, 2013

Dear Stockholder:

As previously announced, on November 19, 2012, BioMimetic Therapeutics, Inc., referred to as BioMimetic, entered into a merger agreement with Wright Medical Group, Inc., referred to as Wright, under which a wholly owned subsidiary of Wright will merge with BioMimetic, with BioMimetic continuing as the interim surviving entity. Immediately thereafter, BioMimetic will merge with and into a second wholly owned subsidiary of Wright, with such subsidiary continuing as the final surviving entity. The first merger is referred to as the merger, the second merger is referred to as the subsequent merger, and the merger and the subsequent merger are collectively referred to as the mergers.

If the merger agreement is adopted by BioMimetic stockholders and the merger is completed, for each share of BioMimetic common stock that you hold (other than those shares for which appraisal rights are validly exercised or those shares owned by Wright, BioMimetic or their respective subsidiaries), you will be entitled to receive:

\$1.50 in cash, without interest;

0.2482 of a share of common stock of Wright; and

one contingent value right, referred to as a CVR, issued by Wright.

The mix of cash and stock consideration is subject to adjustment, if necessary, under the merger agreement in relation to certain provisions of the NASDAQ Marketplace Rules. Each CVR will entitle its holder to receive an additional \$3.50 in cash upon approval by the U.S. Food and Drug Administration of Augment® Bone Graft; an additional \$1.50 in cash the first time aggregate sales of specified products exceed \$40 million during a consecutive 12-month period; and an additional \$1.50 in cash the first time aggregate sales of specified products exceed \$70 million during a consecutive 12-month period. The CVRs will terminate on the earlier of the sixth anniversary of the completion of the merger or the payment date for the second product sales milestone.

BioMimetic common stock is listed on The NASDAQ Global Select Market under the symbol BMTI. Wright common stock is listed on The NASDAQ Global Select Market under the symbol WMGL. On January 22, 2013, the last trading day prior to the date of this proxy statement/prospectus, the last reported sale price per share of Wright common stock on The NASDAQ Global Select Market was \$21.53. There is currently no public market for the CVRs. Wright has agreed to use its reasonable best efforts to cause the CVRs to be approved for listing on The NASDAQ Global Select Market or The NASDAQ Global Market.

The merger cannot be completed unless BioMimetic stockholders holding a majority of the outstanding shares of BioMimetic common stock as of the close of business on January 2, 2013 vote in favor of the adoption of the merger agreement at the special meeting of BioMimetic stockholders to be held February 26, 2013, referred to as the special meeting. **Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the special meeting in person, please vote or otherwise submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the special meeting.**

In addition, at the special meeting you also will be asked to approve the adjournment of the special meeting under certain circumstances and to approve, on an advisory (non-binding) basis, the golden parachute compensation payments that will or may be paid by BioMimetic to its named executive officers in connection with the merger.

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THE BIOMIMETIC BOARD OF DIRECTORS HAS UNANIMOUSLY DETERMINED THAT THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT, INCLUDING THE MERGER, ARE ADVISABLE AND FAIR TO, AND IN THE BEST INTEREST OF, BIOMIMETIC AND ITS STOCKHOLDERS, ADOPTED THE MERGER AGREEMENT AND DECLARED ADVISABLE THE MERGER AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT, FOR THE ADVISORY GOLDEN PARACHUTE COMPENSATION PROPOSAL AND FOR THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES.

For a discussion of risk factors that you should consider in evaluating the transaction, see **Risk Factors** beginning on page 21 of the attached proxy statement/prospectus. The market price of Wright common stock will continue to fluctuate following the date of the special meeting on the merger proposal. Consequently, at the time of the special meeting, the value of the stock consideration will not yet be determined.

We urge you to read the attached proxy statement/prospectus carefully and in its entirety.

Sincerely,

Samuel E. Lynch

President & Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE MERGER OR OTHER TRANSACTIONS DESCRIBED IN THE ATTACHED PROXY STATEMENT/PROSPECTUS OR THE SECURITIES TO BE ISSUED PURSUANT TO THE MERGER UNDER THE ATTACHED PROXY STATEMENT/PROSPECTUS NOR HAVE THEY DETERMINED IF THE ATTACHED PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The attached proxy statement/prospectus is dated January 23, 2013 and is first being mailed to BioMimetic stockholders on or about January 23, 2013.

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NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held February 26, 2013

The special meeting of stockholders of BioMimetic Therapeutics, Inc., a Delaware corporation (BioMimetic), referred to as the special meeting, will be held at 389 Nichol Mill Lane, Franklin, Tennessee 37067, on February 26, 2013, at 8:00 a.m. local time. The purposes of the special meeting are to:

1. Consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of November 19, 2012, by and among BioMimetic, Wright Medical Group, Inc., a Delaware corporation (Wright), Achilles Merger Subsidiary, Inc., a Delaware corporation and wholly owned subsidiary of Wright, and Achilles Acquisition Subsidiary, LLC, a Delaware limited liability company and wholly owned subsidiary of Wright, as it may be amended from time to time (the Merger Agreement), a copy of which is attached as Annex A to the proxy statement/prospectus accompanying this notice.
2. Consider and vote upon a proposal to approve, on an advisory (non-binding) basis, the golden parachute compensation payments that will or may be paid by BioMimetic to its named executive officers in connection with the merger.
3. Consider and vote upon a proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the adoption of the Merger Agreement.

The board of directors of BioMimetic unanimously recommends a vote FOR each of these proposals.

Only holders of record of BioMimetic common stock at the close of business on January 2, 2013 will be entitled to vote at the special meeting or any adjournments or postponements thereof. A list of stockholders entitled to vote at the special meeting will be available in BioMimetic's office located at 389 Nichol Mill Lane, Franklin, Tennessee 37067 during regular business hours for a period not less than 10 days before the special meeting, as well as at the place of the special meeting during the special meeting.

For the security of everyone attending the special meeting, a BioMimetic stockholder must present photo identification to be admitted to the special meeting.

Your vote is very important. The affirmative vote of the holders of a majority of the outstanding shares of BioMimetic common stock entitled to vote at the special meeting is required to adopt the Merger Agreement. Accordingly, a failure to vote, referred to as an abstention, will have the same effect as a vote **AGAINST** the adoption of the Merger Agreement.

Whether or not you plan to attend the special meeting in person, we urge you to submit your proxy as promptly as possible (1) through the Internet, (2) by telephone or (3) by marking, signing and dating the enclosed proxy card and returning it in the pre-addressed postage-paid envelope provided. You may revoke your proxy at any time before it is voted at the special meeting. If you attend the special meeting and wish to vote in person, then you may revoke your proxy and vote in person. If your shares are held in street name by your bank, broker or other nominee, only that bank, broker or other nominee can vote your shares and a vote cannot be cast unless you provide such bank, broker or other nominee with instructions or obtain a legal proxy from them. You should follow the directions provided by your bank, broker or other nominee regarding how to instruct them to vote your shares.

By Order of the Board of Directors of BioMimetic,

Samuel E. Lynch

President and Chief Executive Officer

Franklin, Tennessee

January 23, 2013

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REFERENCES TO ADDITIONAL INFORMATION

The accompanying proxy statement/prospectus incorporates important business and financial information about BioMimetic and Wright from other documents that BioMimetic and Wright have filed with the U.S. Securities and Exchange Commission, referred to as the SEC, and that are included in or delivered with the proxy statement/prospectus. For a listing of documents incorporated by reference in the proxy statement/prospectus, please see the section entitled "Where You Can Find More Information." This information is available for you to review at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, DC 20549, and through the SEC's website at www.sec.gov. You can also obtain those documents incorporated by reference in the proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

BioMimetic Therapeutics, Inc.

389 Nichol Mill Lane

Franklin, TN 37067

Attention: Investor Relations

Telephone Number: (615) 844-1280

www.biomimetics.com

Wright Medical Group, Inc.

5677 Airline Road

Arlington, TN 38002

Attention: Investor Relations

Telephone Number: (901) 867-9971

www.wmt.com

In addition, you may also obtain additional copies of the proxy statement/prospectus or the documents incorporated by reference into the proxy statement/prospectus by contacting Alliance Advisors, LLC, BioMimetic's proxy solicitor, at the address and telephone number listed below. You will not be charged for any of these documents that you request.

Alliance Advisors, LLC

200 Broadacres Drive, 3rd Floor

Bloomfield, NJ 07003

Tel: (877) 777-4270 (toll free for investors)

(973) 873-7721 (for banks and brokers)

If you would like to request documents from BioMimetic, you must do so by February 20, 2013, in order to receive them before the special meeting.

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QUESTIONS AND ANSWERS ABOUT THE MERGERS

The following questions and answers are intended to address briefly some commonly asked questions regarding the mergers which are described below. These questions and answers may not address all questions that may be important to you as a BioMimetic stockholder. To better understand these matters, and for a description of the legal terms governing the mergers, you should carefully read this entire proxy statement/prospectus, including the annexes, as well as the documents incorporated by reference into this document. See [Where You Can Find More Information](#).

Unless otherwise indicated or required by the context, in this proxy statement/prospectus all references to [Wright](#) refer to Wright Medical Group, Inc. and its subsidiaries; all references to [merger sub](#) refer to Achilles Merger Subsidiary, Inc., a direct wholly owned subsidiary of Wright; all references to [sister subsidiary](#) refer to Achilles Acquisition Subsidiary, LLC, a direct wholly owned subsidiary of Wright; all references to [BioMimetic](#) refer to BioMimetic Therapeutics, Inc. and its subsidiaries; all references to the [Merger Agreement](#) refer to the Agreement and Plan of Merger, dated as of November 19, 2012, by and among BioMimetic, Wright, merger sub and sister subsidiary, a copy of which is attached as [Annex A](#) to this proxy statement/prospectus, as it may be amended from time to time; all references to the [merger](#) refer to the merger of merger sub, with and into BioMimetic, with BioMimetic continuing as the interim surviving entity contemplated by the Merger Agreement; all references to the [subsequent merger](#) refer to the merger of BioMimetic with and into sister subsidiary, with sister subsidiary continuing as the final surviving entity; all references to the [mergers](#) refer collectively to the merger and the subsequent merger; all references to the [BioMimetic Board](#) refer to the board of directors of BioMimetic; all references to the [Wright Board](#) refer to the board of directors of Wright; all references to the [committed stockholders](#) refer to the directors and certain officers of BioMimetic, as well as their stockholder affiliates, who together beneficially owned approximately 30% of the outstanding shares of BioMimetic common stock as of November 16, 2012; and all references to the [CVR Agreement](#) refer to the Contingent Value Rights Agreement to be entered into by Wright and a trustee mutually acceptable to Wright and BioMimetic, prior to the completion of the merger, a copy of which is attached as [Annex B](#) to this proxy statement/prospectus.

Q: Why am I receiving this document?

A: Wright and BioMimetic have agreed to a business combination pursuant to the terms of the Merger Agreement, as a result of which BioMimetic will become a direct or indirect wholly owned subsidiary of Wright and will cease to be a publicly held corporation. In order for the companies to complete the merger, the holders of a majority of the outstanding shares of BioMimetic common stock must vote to adopt the Merger Agreement. BioMimetic is holding a special meeting of stockholders, referred to as the special meeting, to obtain such stockholder approval. At the special meeting, BioMimetic stockholders will also be asked to approve, on an advisory (non-binding) basis, the [golden parachute compensation payments](#) that will or may be paid by BioMimetic to its named executive officers in connection with the merger, referred to as the [golden parachute compensation proposal](#), and to approve the adjournment of the special meeting under certain circumstances.

This document is being delivered to you as both a proxy statement of BioMimetic and a prospectus of Wright in connection with the merger. It is the proxy statement by which the BioMimetic Board is soliciting proxies from you to vote at the special meeting. It is also the prospectus by which Wright will issue Wright common stock and contingent value rights, referred to as CVRs, to you in the merger.

Q: What is the proposed transaction for which I am being asked to vote?

A: You are being asked to adopt the Merger Agreement providing for the business combination of BioMimetic and Wright upon the terms and conditions of the Merger Agreement described in this proxy statement/prospectus, which is attached as [Annex A](#) to this proxy statement/prospectus. You are also being asked to approve the [golden parachute compensation proposal](#) and the adjournment of the special meeting under certain circumstances. This proxy statement/prospectus contains important information about the mergers, including the special meeting. You should read it carefully and in its entirety.

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The adoption of the Merger Agreement by BioMimetic stockholders is a condition to the obligations of BioMimetic and Wright to complete the merger. Neither the approval of the proposal to adjourn the special meeting, if necessary, nor the approval of the golden parachute compensation proposal is a condition to the obligations of BioMimetic and Wright to complete the merger.

Q: If the merger is completed, what will I receive for my shares of BioMimetic common stock?

A: Upon completion of the merger, each share of BioMimetic common stock that is issued and outstanding (other than those shares for which appraisal rights are validly exercised or those shares owned by Wright, BioMimetic or their respective subsidiaries) will be cancelled and converted into the right to receive (1) \$1.50 in cash, without interest; (2) 0.2482, also referred to as the exchange ratio of 0.2482, of a share of Wright common stock; and (3) one CVR. The consideration described in clauses (1) and (2) is subject to adjustment, if necessary, under the Merger Agreement in relation to certain provisions of the NASDAQ Marketplace Rules.

The consideration payable in the merger described in clauses (1), (2) and (3) together is referred to herein as the merger consideration. See The Merger Agreement Merger Consideration and The Merger Agreement Treatment of BioMimetic Stock Options.

Q: What are the CVRs?

A: The CVRs are contingent value rights to be issued in the merger by Wright. A holder of a CVR will be entitled to receive the following cash payments from Wright, conditioned upon the achievement of certain milestones as follows:

Approval Milestone: \$3.50 in cash per CVR upon United States, referred to as U.S., Food and Drug Administration, referred to as the FDA, approval of Augment[®] Bone Graft on or before the sixth anniversary of the completion of the merger, referred to as the approval milestone.

Product Sales Milestone #1: \$1.50 in cash per CVR the first time aggregate sales of specified products exceed \$40 million during a consecutive 12-month period. If such milestone is achieved prior to the second anniversary of the completion of the merger, the payment related to such milestone will be payable on the later of the second anniversary of the completion of the merger or 20 business days following notice of achievement of the milestone, referred to as product sales milestone #1.

Product Sales Milestone #2: \$1.50 in cash per CVR the first time aggregate sales of specified products exceed \$70 million during a consecutive 12-month period. If such milestone is achieved prior to the third anniversary of the completion of the merger, the payment related to such milestone will be payable on the later of the third anniversary of the completion of the merger or 20 business days following notice of achievement of the milestone, referred to as product sales milestone #2. Product sales milestone #1 and product sales milestone #2 are collectively referred to as product sales milestones.

The CVRs will terminate on the earlier of the sixth anniversary of the completion of the merger or the payment date for product sales milestone #2. See Description of the CVRs.

Q: How was the merger consideration to be paid to holders of BioMimetic common stock determined?

A: The merger consideration was determined as a result of arm's length negotiations between the management of BioMimetic and the BioMimetic Board, on the one hand, and the management of Wright and the Wright Board, on the other hand.

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Q: What will happen to BioMimetic as a result of the mergers?

A: The acquisition of BioMimetic by Wright will be accomplished through the merger, with BioMimetic surviving the merger as a wholly owned subsidiary of Wright, and then immediately thereafter through the subsequent merger, with BioMimetic merging with and into sister subsidiary, with sister subsidiary surviving the subsequent merger as the final surviving entity and a wholly owned subsidiary of Wright. As a result of the mergers, BioMimetic common stock will be cancelled and delisted from The NASDAQ Global Select Market and will no longer be publicly traded.

Q: Why did the BioMimetic Board approve the Merger Agreement and the transactions contemplated by the Merger Agreement, including the merger?

A: To review the BioMimetic Board's reasons for recommending and approving the Merger Agreement and the transactions contemplated by the Merger Agreement, including the merger, see The Merger Reasons for the Merger BioMimetic's Reasons for the Merger.

Q: How does the BioMimetic Board recommend that I vote?

A: After careful consideration, the BioMimetic Board unanimously recommends that you vote your shares **FOR** the adoption of the Merger Agreement, **FOR** the approval of the golden parachute compensation proposal and **FOR** the adjournment of the special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the Merger Agreement at the time of the special meeting.

Q: Is the approval of stockholders necessary to adopt the Merger Agreement?

A: Adoption of the Merger Agreement requires approval of the holders of a majority of the outstanding shares of BioMimetic common stock. On November 19, 2012, the committed stockholders entered into voting agreements with Wright, under which they agreed, subject to the terms thereof, to vote all of their shares of BioMimetic common stock in favor of the adoption of the Merger Agreement and the transactions contemplated by the Merger Agreement and against, among other things, any business combination or extraordinary corporate transaction involving BioMimetic or any of its subsidiaries, other than the merger or any business combination or transaction with Wright or any of its affiliates. Each of the committed stockholders also granted an irrevocable proxy to Wright to vote or execute consents with respect to such committed stockholder's shares of BioMimetic common stock in accordance with the preceding sentence. The voting agreements will terminate upon the earliest to occur of: (1) the valid termination of the Merger Agreement in accordance with its terms; (2) the completion of the merger; (3) any amendment to Merger Agreement that has not been approved by the committed stockholders that reduces the merger consideration payable to the committed stockholders; or (4) September 30, 2013. A copy of the form of voting agreement is attached to this proxy statement/prospectus as [Annex C](#). See Voting Agreement.

Q: What is golden parachute compensation and why am I being asked to vote on it?

A: The U.S. Securities and Exchange Commission, referred to as the SEC, has adopted rules that require BioMimetic to seek an advisory (non-binding) vote on golden parachute compensation. Golden parachute compensation is certain compensation that is tied to or based on the merger and that will or may be paid by BioMimetic to its named executive officers in connection with the merger.

Q: What happens if the golden parachute compensation proposal is not approved?

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- A: Approval of the golden parachute compensation proposal is not a condition to completion of the merger. The vote is an advisory vote and is not binding. If the merger is completed, BioMimetic may pay golden parachute compensation to its named executive officers in connection with the merger even if BioMimetic stockholders fail to approve the golden parachute compensation proposal.

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Q: What stockholder vote is required for the approval of each proposal?

A: The following are the vote requirements for the proposals:

Adoption of the Merger Agreement: The affirmative vote of holders of a majority of the shares of BioMimetic common stock outstanding and entitled to vote on the proposal. Accordingly, an abstention, broker non-vote or other failure to vote will have the same effect as a vote **AGAINST** the proposal.

Adjournment (if necessary): The affirmative vote of holders of a majority of the shares of BioMimetic common stock present in person or represented by proxy at the special meeting and entitled to vote on the proposal. Accordingly, an abstention will have the same effect as a vote **AGAINST** the proposal, while a broker non-vote or other failure to vote will have no effect on the proposal.

Approval of Golden Parachute Compensation: The affirmative vote of holders of a majority of the shares of BioMimetic common stock present in person or represented by proxy at the special meeting and entitled to vote on the proposal. Accordingly, an abstention will have the same effect as a vote **AGAINST** the proposal, while a broker non-vote or other failure to vote will have no effect on the proposal.

Q: When and where will the special meeting be held?

A: The special meeting is scheduled to be held at 8:00 a.m. local time, on February 26, 2013, at 389 Nichol Mill Lane, Franklin, Tennessee 37067.

Q: Who is entitled to vote at the special meeting?

A: The BioMimetic Board has fixed January 2, 2013 as the record date for the special meeting. If you were a BioMimetic stockholder as of the close of business on the record date, you are entitled to vote your BioMimetic shares at the special meeting.

Q: How many votes do I have?

A: You are entitled to one vote at the special meeting for each share of BioMimetic common stock that you owned as of the close of business on the record date. As of the close of business on the record date, there were 28,264,814 outstanding shares of BioMimetic common stock.

Q: What constitutes a quorum?

A: Stockholders who hold at least a majority of the outstanding shares of BioMimetic common stock as of the close of business on the record date must be present, either in person or represented by proxy, in order to constitute a quorum to conduct business at the special meeting.

Q: What is the difference between holding shares as a stockholder of record or in street name ?

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A: If your shares are registered directly in your name with BioMimetic's transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares, the stockholder of record. If you are a stockholder of record, this proxy statement/prospectus and the enclosed proxy card have been sent directly to you by BioMimetic.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name. This proxy statement/prospectus has been forwarded to you by your broker, bank or other nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner of shares held in street name, you have the right to direct your broker, bank or other nominee how to vote your shares by using the voting instruction card provided by your broker, bank or other nominee with this proxy statement/prospectus. If you do not provide instructions on how to vote your shares to your broker, bank or other nominee, your shares will not be voted at the special meeting. This will have the same effect as a vote **AGAINST** the adoption of the Merger Agreement.

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