

ZIMMER BIOMET HOLDINGS, INC.

Form 4

February 12, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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
ZIMMER BIOMET HOLDINGS, INC. [ZBH]

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)
02/10/2016

____ Director
____ Officer (give title below)
 10% Owner
____ 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
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 02/10/2016 | | S | 3,675,850 (3) (4) | \$ 96.66 (5) | 3,856,574 | I |
| | | | | | | | See footnotes (1) (2) (6) (7) (8) (9) (10) (11) (12) |

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

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SEC 1474 (9-02)

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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS Capital Partners VI Offshore Fund, L.P. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS Capital Partners VI GmbH & Co KG 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS LVB CO-INVEST, LP 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GOLDMAN SACHS BMET INVESTORS LP 200 WEST STREET NEW YORK, NY 10282 | | X | | |

GOLDMAN SACHS BMET INVESTORS OFFSHORE HOLDINGS, LP
 200 WEST STREET X
 NEW YORK, NY 10282

PEP BASS HOLDINGS LLC
 200 WEST STREET X
 NEW YORK, NY 10282

Signatures

/s/ Yvette Kosic ,
 Attorney-in-fact 02/12/2016

__Signature of Reporting Person Date

/s/ Yvette Kosic ,
 Attorney-in-fact 02/12/2016

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 Attorney-in-fact 02/12/2016

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/s/ Yvette Kosic,
 Attorney-in-fact 02/12/2016

__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).

(1)

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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 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, L.P. ("GS 2004"), Private Equity Partners 2005 Direct L.P. ("GS 2005") and Private Equity Partners IX Direct L.P. ("GS IX", and together with GS Capital, GS Offshore, GS Parallel, GS Germany, GS LVB, GS BMET, GS BMET Offshore, GS PEP, GS 2004 and GS 2005, the "GS Entities"); (continued in footnote 2)

- (2) GSCP VI Advisors, L.L.C., GSCP VI Offshore Advisors, L.L.C., GS Advisors VI, L.L.C. and Goldman, Sachs Management GP GmbH (together with the GS Entities, GS Group and Goldman Sachs, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

- (3) Pursuant to an underwriting agreement, dated February 4, 2016 (the "Underwriting Agreement"), and in connection with the registered public offering of shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of Zimmer Biomet Holdings, Inc. (the "Company") pursuant to the final prospectus dated February 4, 2016, which offering was consummated on February 10, 2016 (the "Offering"), the GS Entities sold an aggregate of 3,675,850 shares of Common Stock, with (i) GS Capital selling 1,218,372 shares of Common Stock, (ii) GS Germany selling 43,301 shares of Common Stock, (iii) GS Offshore selling 1,013,398 shares of Common Stock, (continued in footnote 4)

- (4) (iv) GS Parallel selling 335,030 shares of Common Stock, (v) GS LVB selling 173,833 shares of Common Stock, (vi) GS BMET selling 177,378 shares of Common Stock, (vii) GS BMET Offshore selling 519,133 shares of Common Stock, (viii) GS PEP selling 124,916 shares of Common Stock, (ix) GS 2004 selling 17,726 shares of Common Stock, (x) GS 2005 selling 25,321 shares of Common Stock and (xi) GS IX selling 27,442 shares of Common Stock.

- (5) The price represents the price paid to the GS Entities by the underwriter. The price to the public in the Offering was \$96.45.

- (6) Effective February 4, 2016, LVB Acquisition Holding, LLC ("LVB Holding") distributed all of its shares of Common Stock of the Company pro rata to its members, including the GS entities, pursuant to the terms of its limited liability company operating agreement. In lieu of distributing fractional interests in Common Stock to its members, cash was distributed to the GS Entities in respect of an aggregate of approximately 4 fractional shares.

- (7) 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 of the GS Entities.

- (8) GS Group and Goldman Sachs may be deemed to beneficially own indirectly 3,675,858 shares of Common Stock, by reason of the beneficial ownership of such shares by the GS Entities. Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 180,716 shares of Common Stock and Goldman Sachs also has open short positions of 169,667 shares of Common Stock, due to exempt transactions.

- (9) GS Capital beneficially owns directly 1,218,373 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS Capital's general partner GSCP VI Advisors, L.L.C. GS Germany beneficially owns directly 43,302 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS Germany's general partner Goldman, Sachs Management GP GmbH. GS Offshore beneficially owns directly 1,013,399 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS Offshore's general partner GSCP VI Offshore Advisors, L.L.C. GS Parallel beneficially owns directly 335,030 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS Parallel's general partner GS Advisors VI, L.L.C. GS LVB beneficially owns directly 173,834 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS LVB's general partner MBD Advisors, L.L.C.

- (10) GS BMET beneficially owns directly 177,379 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS BMET's general partner MBD Advisors, L.L.C. GS BMET Offshore beneficially owns directly 519,134 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS BMET Offshore's general partner MBD 2011 Offshore Advisors, Inc. GS PEP beneficially owns directly 124,916 shares of Common Stock, GS 2004 beneficially owns directly 17,727 shares of Common Stock, GS 2005 beneficially owns directly 25,322 shares of Common Stock and GS IX beneficially owns directly 27,442 shares of Common Stock, each which may be deemed to be beneficially owned indirectly by GSAM Gen-Par, L.L.C., GS PEP's manager and GS 2004, GS 2005 and GS IX's general partner.

- (11) The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (12) As of February 10, 2016, the Reporting Persons are no longer beneficial owners of more than 10% of the Common Stock of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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