WRIGHT MEDICAL GROUP INC
Form DEF 14A
March 31, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)
Filed by the Registrant x
Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a 6(e)(2))
x Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to Rule 14a 12
WRIGHT MEDICAL GROUP, INC.
(Name of Registrant as Specified in Its Charter)
Not Applicable
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)
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x No fee required.
o Fee computed on table below per Exchange Act Rules 14a 6(i)(1) and 0 11.
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(1) Amount previously paid:
(2) Form, Schedule or Registration Statement no.:
(3) Filing party:
(4) Date filed:

Wright Medical Group, Inc. 1023 Cherry Road, Memphis, Tennessee 38117 901-867-9971 www.wmt.com

NOTICE OF
2014 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 13, 2014

To Our Stockholders:

The 2014 Annual Meeting of Stockholders of Wright Medical Group, Inc. will be held at our corporate headquarters, located at 1023 Cherry Road, Memphis, Tennessee 38117, on May 13, 2014, beginning at 8 a.m. (Central Time). At the meeting, our stockholders will vote on the following items:

1. Election of directors to serve on our Board of Directors for a term of one year;

2. An advisory vote to approve the compensation of our named executive officers; and

3. Ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2014.

Stockholders also will transact any other business that properly comes before the meeting.

OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” ALL PROPOSALS.

Only stockholders of record at the close of business on March 18, 2014, are entitled to receive notice of, and to vote at, the meeting and any postponement or adjournment thereof. A list of such stockholders will be available for inspection by any stockholder at the office of our legal counsel, Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C., 165 Madison Avenue, Suite 2000, Memphis, Tennessee 38103, during ordinary business hours beginning May 2, 2014, and at the meeting on May 13, 2014.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders To Be Held on May 13, 2014. The Proxy Statement and 2013 Annual Report are available at www.wmt.com/proxy.

YOUR VOTE IS IMPORTANT. REGARDLESS OF WHETHER YOU PLAN TO ATTEND THE MEETING, PLEASE PROMPTLY VOTE BY TELEPHONE, INTERNET OR COMPLETE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING POSTAGE-PAID ENVELOPE. NO ADDITIONAL POSTAGE IS NECESSARY IF THE PROXY IS MAILED IN THE UNITED STATES OR CANADA. YOU MAY REVOKE YOUR PROXY AT ANY TIME BEFORE IT IS VOTED AT THE MEETING.

By Order of our Board of Directors,

/s/ James A. Lightman
James A. Lightman
Secretary

March 31, 2014

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PROXY STATEMENT
FOR
2014 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 13, 2014

This Proxy Statement is being furnished to you in connection with the solicitation of proxies by Wright Medical Group, Inc., on behalf of our Board of Directors, for use at the 2014 Annual Meeting of Stockholders and any postponement or adjournment thereof. The meeting will be held at our corporate headquarters, 1023 Cherry Road, Memphis, Tennessee 38117, on May 13, 2014, beginning at 8 a.m. (Central Time).

At the meeting, our stockholders will vote on the following items: (1) the election of directors to serve on our Board of Directors for a term of one year; (2) an advisory vote to approve the compensation of our named executive officers; and (3) the ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2014. The proposals are set forth in the accompanying Notice of 2014 Annual Meeting of Stockholders and are described in more detail in this Proxy Statement. Stockholders also will transact any other business, not known or determined at the time of this proxy solicitation that properly comes before the meeting, although our Board of Directors knows of no such other business to be presented.

When you submit your proxy, by either voting by telephone, internet or executing and returning the enclosed proxy card, you will authorize the proxy holders - Robert J. Palmisano, our President and Chief Executive Officer; Lance A. Berry, our Senior Vice President and Chief Financial Officer; and James A. Lightman, our Senior Vice President, General Counsel, and Secretary - to represent you and vote your shares of our common stock on these proposals at the meeting in accordance with your instructions. These persons also will have discretionary authority to vote your shares on any other business that properly comes before the meeting. They also may vote your shares to adjourn the meeting and will be authorized to vote your shares at any postponement or adjournment of the meeting.

Our 2013 Annual Report, which includes our audited consolidated financial statements, accompanies this Proxy Statement. Although the 2013 Annual Report is being distributed with this Proxy Statement, it does not constitute a part of the proxy solicitation materials and is not incorporated herein by reference. This Proxy Statement and the accompanying materials are first being sent or given to our stockholders on or about March 31, 2014.

WE WILL PROVIDE, WITHOUT CHARGE, A COPY OF OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2013, TO OUR STOCKHOLDERS UPON REQUEST. ALL STOCKHOLDER REQUESTS SHOULD BE SENT TO THE CORPORATE SECRETARY, WRIGHT MEDICAL GROUP, INC., 1023 CHERRY ROAD, MEMPHIS, TENNESSEE 38117.

YOUR VOTE IS IMPORTANT. REGARDLESS OF WHETHER YOU PLAN TO ATTEND THE MEETING, PLEASE PROMPTLY VOTE BY TELEPHONE, INTERNET OR COMPLETE, SIGN, DATE, AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING POSTAGE-PAID ENVELOPE.

INFORMATION ABOUT THE MEETING

Why am I receiving these materials?

Our Board of Directors has made these materials available to you on the internet, or, upon your request, will deliver printed proxy materials to you, in connection with the solicitation of proxies for use at our 2014 Annual Meeting of Stockholders, which will be held at our corporate headquarters, located at 1023 Cherry Road, Memphis, Tennessee 38117, on May 13, 2014, beginning at 8 a.m. (Central Time). As a stockholder, you are invited to attend the Annual Meeting and are requested to vote on the items of business described in this proxy statement.

Why did I receive a notice in the mail regarding the internet availability of proxy materials instead of a full set of proxy materials?

In accordance with rules adopted by the Securities and Exchange Commission (SEC), we may furnish proxy materials, including this Proxy Statement and our 2013 Annual Report, to our stockholders by providing access to such documents on the internet instead of mailing printed copies. Most stockholders will not receive printed copies of the proxy materials unless they request them. Instead, the Notice of Internet Availability of Proxy Materials (Notice), which was mailed to our stockholders, will instruct you as to how you may access and review all of the proxy materials on the internet.

How do I get electronic access to the proxy materials?

The Notice will instruct you as to how you may access and review all of the proxy materials on the internet. The Notice also instructs you as to how you may submit your proxy on the internet. If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice.

What is the purpose of the meeting?

At the meeting, our stockholders will vote on the following items:

1. Election of directors to serve on our Board of Directors for a term of one year;
2. An advisory vote to approve the compensation of our named executive officers; and
3. Ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2014.

Stockholders also will transact any other business that properly comes before the meeting. In addition, our management will respond to appropriate questions from stockholders.

Who is entitled to vote?

The record date for the meeting is March 18, 2014. Only stockholders of record at the close of business on March 18, 2014, are entitled to receive notice of the meeting and to vote at the meeting the shares of our common stock that they held on that date. Each outstanding share of common stock entitles its holder to one vote on each matter voted on at the meeting. At the close of business on March 18, 2014, there were 49,847,171 outstanding shares of common stock.

Am I entitled to vote if my shares are held in “street name”?

If you are the beneficial owner of shares held in “street name” by a brokerage firm, bank, or other nominee, such entity, as the record holder of the shares, is required to vote the shares in accordance with your instructions. If you do not give instructions to your nominee, it will nevertheless be entitled to vote your shares on “discretionary” items but will not be permitted to do so on “non-discretionary” items. Proposal 1 (election of directors) and Proposal 2 (advisory vote to approve the compensation of our named executive officers) are non-discretionary items for which a nominee will not have discretion to vote in the absence of voting instructions from you. However, Proposal 3 (ratification of the selection of the independent registered public accounting firm) is an item on which your nominee will be entitled to vote your shares even in the absence of instructions from you.

How many shares must be present to conduct business at the meeting?

A quorum must be present at the meeting before conducting any business. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of our common stock outstanding on the record date of March 18, 2014, will constitute a quorum. Abstentions and broker non-votes will be included in the number of shares considered present at the meeting for the purpose of determining whether there is a quorum.

What happens if a quorum is not present at the meeting?

If a quorum is not present at the scheduled time of the meeting, the holders of a majority of the shares present in person or represented by proxy at the meeting may adjourn the meeting to another place, date, or time until a quorum is present. The place, date, and time of the adjourned meeting will be announced when the adjournment is taken, and no other notice will be given unless the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting.

How do I vote my shares?

If you are a registered stockholder, you may vote by telephone or internet. If you are a registered stockholder (i.e., your shares are held in your own name), you may vote by telephone or on the internet by following the instructions included on the proxy card. You do not need to return your proxy card if you vote by telephone or on the internet.

If your shares are held in "street name," you may be eligible to provide voting instructions to your nominee by telephone or on the internet. If you are a beneficial owner of shares held in "street name" (i.e., your shares are held in the name of a brokerage firm, bank, or other nominee), you may be eligible to provide voting instructions to your nominee by telephone or on the internet. A large number of brokerage firms, banks, and other nominees participate in a program provided through Broadridge Investor Communications Solutions (Broadridge) that offers telephone and internet voting options. If your shares are held in "street name" by a brokerage firm, bank, or other nominee that participates in the Broadridge program, you may provide voting instructions to your nominee by telephone or on the internet by following the instructions set forth on the voting instruction form provided to you. You do not need to return your proxy card if you provide voting instructions to your nominee by telephone or on the internet.

You may vote by mail. If you are a registered stockholder, you may vote by properly completing, signing, dating, and returning the accompanying proxy card. The enclosed postage-paid envelope requires no additional postage if it is mailed in the United States or Canada. If you are a beneficial owner of shares held in "street name," you may provide voting instructions to the brokerage firm, bank, or other nominee that holds your shares by properly completing, signing, dating, and returning the voting instruction form provided to you by your nominee.

You may vote in person at the meeting. If you are a registered stockholder and attend the meeting, you may deliver your completed proxy card in person. In addition, we will pass out written ballots to registered stockholders who wish to vote in person at the meeting. If you are a beneficial owner of shares held in "street name" and wish to vote at the meeting, you will need to obtain a proxy form from the brokerage firm, bank, or other nominee that holds your shares.

Can I change my vote after I submit my proxy?

Yes, you can revoke your proxy and change your vote at any time before the polls are closed at the meeting in any of the following ways: (1) by voting again by telephone or on the internet, because only your latest telephone or internet vote will be counted; (2) by properly completing, signing, dating, and returning another proxy card with a later date; (3) if you are a registered stockholder, by voting in person at the meeting; (4) if you are a registered stockholder, by giving written notice of such revocation to our Corporate Secretary prior to or at the meeting; or (5) if you are a beneficial owner of shares held in "street name," by following the instructions given by the brokerage firm, bank, or other nominee that holds your shares. Your attendance at the meeting itself will not revoke your proxy unless you give written notice of revocation to our Corporate Secretary before the polls are closed.

Who will count the votes?

Broadridge will tabulate and certify the stockholder votes submitted by proxy. A representative of Broadridge will serve as the inspector of election at the meeting.

How does our Board of Directors recommend that I vote on the proposals?

Our Board of Directors recommends that you vote:

1. "FOR" the election of the directors to serve on our Board of Directors for a term of one year;
2. "FOR" the approval of the compensation of our named executive officers; and
3. "FOR" the ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2014.

What happens if I do not specify how my shares are to be voted?

If you submit a proxy but do not indicate any voting instructions, your shares will be voted in accordance with the recommendations of our Board of Directors, which are stated in the previous answer.

Will any other business be conducted at the meeting?

As of the date hereof, our Board of Directors knows of no business that will be presented at the meeting other than the proposals described in this Proxy Statement. However, if any other proposal properly comes before the stockholders for a vote at the meeting, the proxy holders will vote your shares in accordance with their best judgment.

How many votes are required for action to be taken on each proposal?

For Proposal 1 (election of directors), director nominees will be elected to serve on our Board of Directors for a term of one year if they receive a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter. This means that the ten director nominees receiving the most votes will be elected at the meeting. If you vote to "Withhold Authority" with respect to the election of one or more director nominees, your shares will not be voted with respect to the person or persons indicated, although they will be counted for the purpose of determining whether there is a quorum at the meeting.

Approval of Proposal 2 (advisory vote to approve the compensation of our named executive officers) and Proposal 3 (ratification of selection of independent registered public accounting firm) requires the affirmative vote of a majority of the shares present in person or represented by proxy at the annual meeting and entitled to vote on the subject matter thereof.

How will abstentions be treated?

You do not have the option of abstaining from voting on Proposal 1 (election of directors), but you may abstain from voting on Proposal 2 (advisory vote to approve the compensation of our named executive officers) and Proposal 3 (ratification of the selection of the independent registered public accounting firm). With respect to Proposal 1, because the directors are elected by a plurality vote, an abstention will have no effect on the outcome of the vote and, therefore, is not offered as a voting option on the proposal. In the case of an abstention on Proposal 2 or Proposal 3, your shares would be included in the number of shares considered present at the meeting for the purpose of determining whether there is a quorum. Because your shares would be voted but not in favor of Proposal 2 or Proposal 3, your abstention would have the same effect as a negative vote in determining the outcome of the vote on the proposal.

How will broker non-votes be treated?

A "broker non-vote" occurs when a brokerage firm, bank, or other nominee does not vote shares that it holds in "street name" on behalf of a beneficial owner, because the beneficial owner has not provided voting instructions to the nominee with respect to a non-discretionary item. Proposal 1 (election of directors) and Proposal 2 (advisory vote to approve the compensation of our named executive officers) are non-discretionary items for which a nominee will not have discretion to vote in the absence of voting instructions from the beneficial owner. Proposal 3 (ratification of the selection of the independent registered public accounting firm), on the other hand, is a discretionary item for which a nominee will have discretion to vote even without voting instructions from the beneficial owner. Accordingly, it is possible for there to be broker non-votes with respect to Proposal 1 and Proposal 2, but there will not be broker non-votes with regard to Proposal 3. In the case of a broker non-vote, your shares would be included in the number of shares considered present at the meeting for the purpose of determining whether there is a quorum. A broker non-vote, being shares not entitled to vote, would not have any effect on the outcome of the vote on Proposal 2 or Proposal 3.

STOCK OWNERSHIP

Directors, Executive Officers, and Other Stockholders

The following table provides information about the beneficial ownership of our common stock as of February 28, 2014, by each of our directors, each of our named executive officers, all of our directors and named executive officers as a group, and each person known to our management to be the beneficial owner of more than 5% of the outstanding shares of common stock.

Name of Beneficial Owner	Number of Shares Beneficially Owned[1, 2, 3]	Percentage of Shares Outstanding[4]
Directors and Named Executive Officers:		
Robert J. Palmisano	560,030	1.12%
Lance A. Berry	187,860	*
Pascal E.R. Girin	72,737	*
Peter S. Cooke	13,125	*
Eric A. Stookey	218,671	*
Gary D. Blackford	76,912	*
Martin J. Emerson	92,992	*
Lawrence W. Hamilton	80,492	*
Ronald K. Labrum	25,354	*
John L. Miclot	80,492	*
Amy S. Paul	66,912	*
Robert J. Quillinan	80,492	*
David D. Stevens	117,005	*
Douglas G. Watson	42,409	*
All directors and executive officers as a group (14 persons)	1,715,483	3.40%
Other Stockholders:		
BlackRock, Inc.[5] 40 East 52nd Street New York, New York 10022	3,448,460	6.95%
HealthCor Management, L.P.[6] Carnegie Hall Tower 152 West Street, 43rd Floor New York, New York 10019	3,050,000	6.15%
The Vanguard Group [7] 100 Vanguard Boulevard Malvern, Pennsylvania 19355	2,554,684	5.15%

* Less than 1% of the outstanding shares of common stock.

(1) A person's beneficial ownership of common stock is determined in accordance with the rules and regulations of the U.S. Securities and Exchange Commission (SEC). Except as indicated elsewhere in the footnotes to this table and subject to applicable community property laws, the persons named in the table have sole voting power and sole investment power with respect to the shares of common stock that they beneficially own. Fractional shares have been rounded to the nearest whole share.

(2) The shares of common stock shown in the table include the following numbers of shares that the indicated persons have the right to acquire as of February 28, 2014, or within sixty days thereafter (i.e., April 30, 2014), upon the exercise of options granted by us: Mr. Palmisano - 455,419 shares; Mr. Berry - 121,944 shares; Mr. Girin - 46,125 shares; Mr. Cooke - 13,125 shares; Mr. Stookey - 135,003 shares; Mr. Blackford - 25,000 shares; Mr. Emerson - 67,500 shares; Mr. Hamilton - 55,000 shares; Mr. Labrum -10,000 shares; Mr. Miclot - 55,000 shares; Ms. Paul -

40,000; Mr. Quillinan - 55,000; Mr. Stevens - 57,500; Mr. Watson - 13,508; and all directors and executive officers as a group - 1,150,124 shares.

(3) The shares of common stock shown in the table include the following numbers of shares of restricted stock for which the indicated persons have sole voting power, but not sole investment power: Mr. Palmisano - 90,270 shares; Mr. Berry - 26,454 shares; Mr. Girin - 26,612 shares; Mr. Stookey - 26,454 shares; Mr. Blackford - 3,386 shares; Mr. Emerson - 3,386 shares; Mr. Hamilton - 3,386 shares; Mr. Labrum - 7,418 shares; Mr. Miclot - 3,386 shares; Ms. Paul - 3,386 shares; Mr. Quillinan - 3,386 shares; Mr. Stevens - 3,386 shares; Mr. Watson - 5,069; and all directors and executive officers as a group - 205,979 shares.

(4) The percentage of outstanding shares of common stock beneficially owned by each person is calculated based on the 49,593,557 outstanding shares of common stock as of February 28, 2014, plus the shares of common stock that such person has the right to acquire as of such date or within sixty days thereafter (i.e., April 30, 2014) upon the exercise of options granted by us.

(5) Pursuant to an amendment to Schedule 13G filed by BlackRock, Inc. with the SEC on January 30, 2014, BlackRock, Inc. and its subsidiaries beneficially own 3,488,460 shares of common stock. BlackRock, Inc. has the sole power to vote or to direct the vote of 3,351,774 shares of common stock and to dispose or direct the disposition of 3,488,460 shares of common stock.

(6) Pursuant to an amendment to Schedule 13G jointly filed by HealthCor Management, L.P. and related entities with the SEC on February 14, 2014, HealthCor Offshore Master Fund, L.P. and HealthCor Long Offshore Master Fund, L.P. (each a “Fund” and together, the “Funds”) are collectively the beneficial owners of 3,050,000 shares of common stock. The Funds collectively have the shared power to vote or to direct the vote and the shared power to dispose or direct the disposition of such shares of common stock. HealthCor Offshore GP, LLC is the general partner of HealthCor Offshore Master Fund, L.P. Accordingly, HealthCor Offshore GP, LLC may be deemed to beneficially own the shares of common stock that are beneficially owned by HealthCor Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of common stock that are beneficially owned by HealthCor Offshore Master Fund, L.P. HealthCor Long Master GP, LLC is the general partner of HealthCor Long Offshore Master Fund, L.P. Accordingly, HealthCor Long Master GP, LLC may be deemed to beneficially own the shares of common stock that are beneficially owned by HealthCor Long Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Long Master GP, LLC and, therefore, may be deemed to beneficially own the shares of common stock that are beneficially owned by HealthCor Long Offshore Master Fund, L.P. By virtue of its position as the investment manager of the Funds, HealthCor Management, L.P. may be deemed a beneficial owner of all the shares of common stock owned by the Funds. HealthCor Associates, LLC is the general partner of HealthCor Management, L.P. and thus may also be deemed to beneficially own the shares of common stock that are beneficially owned by the Funds. As the managers of HealthCor Associates, LLC, Arthur Cohen and Joseph Healey exercise both voting and investment power with respect to such shares of common stock, and, therefore, each may be deemed a beneficial owner of such common stock.

(7) Pursuant to a Schedule 13G filed by The Vanguard Group, Inc. (“The Vanguard Group”) with the SEC on February 12, 2013, The Vanguard Group beneficially owns 2,554,684 shares of common stock. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, is the beneficial owner of 64,046 shares of the common stock as a result of its serving as the investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, is the beneficial owner of 2,700 shares of the common stock as a result of its serving as investment manager of Australian investment offerings. The Vanguard Group has the sole power to vote or to direct the vote of 66,746 shares of common stock, the sole power to dispose or direct the disposition of 2,490,638 shares of common stock, and the shared power to dispose or to direct the disposition of 64,046 shares of common stock.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires that our directors and executive officers and the beneficial owners of more than 10% of our registered equity securities (the reporting persons) file with the SEC initial reports of, and subsequent reports of changes in, their beneficial ownership of our equity securities. The reporting persons are required to furnish copies of all such Section 16(a) reports to us. Based solely on our review of the copies of such Section 16(a) reports and written representations from certain reporting persons furnished to us, we believe that the reporting persons complied with all applicable Section 16(a) filing requirements during 2013.

BOARD OF DIRECTORS

General

Our Board of Directors currently consists of ten directors. Our directors are David D. Stevens (chairman), Gary D. Blackford, Martin J. Emerson, Lawrence W. Hamilton, Ronald K. Labrum, John L. Miclot, Robert J. Palmisano, Amy S. Paul, Robert J. Quillinan, and Douglas G. Watson. The directors are elected at each annual meeting of stockholders and serve for a term of one year until the next annual meeting of stockholders and until their respective successors are elected and qualified, subject to their prior death, resignation, retirement, disqualification, or removal from office. All of our directors were elected at the 2013 Annual Meeting of Stockholders.

Director Independence

It is the policy of our Board of Directors that a majority of the directors be independent as defined by the listing standards of the NASDAQ Stock Market (Nasdaq). Our Board of Directors has determined that nine of ten directors - Gary D. Blackford, Martin J. Emerson, Lawrence W. Hamilton, Ronald K. Labrum, John L. Miclot, Amy S. Paul, Robert J. Quillinan, David D. Stevens, and Douglas G. Watson - are independent as defined in Nasdaq's listing standards.

Board Leadership Structure

Our Board of Directors has chosen to separate the Chief Executive Officer and Board Chairman positions. Our Board of Directors is currently led by an independent Chairman, David D. Stevens. Mr. Palmisano, our Chief Executive Officer, is the only member of our Board of Directors who is not an independent director, as defined in the listing standards of Nasdaq. We believe that this leadership structure enhances the accountability of the Chief Executive Officer to our Board of Directors and strengthens our Board of Directors' independence from management. In addition, separating these roles allows Mr. Palmisano to focus his efforts on managing the business, while our Board of Directors benefits from Mr. Palmisano's experience, expertise, and judgment.

Risk Oversight

Our Board of Directors is responsible for overseeing our risk management process. Our Board of Directors focuses on our general risk management strategy, the most significant risks to us, and ensures that appropriate risk mitigation strategies are implemented by management. Our Board of Directors is also apprised of particular risk management matters in connection with its general oversight and approval of corporate matters.

Under our Audit Committee's charter, our Audit Committee discusses with management and the independent auditor our major financial risk exposures and the steps management has taken to monitor and control such exposures, including our risk assessment and risk management policies and guidelines.

Our management is responsible for day-to-day risk management. Our finance and accounting, legal, and compliance areas serve as the primary monitoring and testing function for company-wide policies and procedures, and manage the day-to-day oversight of our risk management strategy for our ongoing business. This oversight includes identifying, evaluating, and addressing potential risks that may exist at the enterprise, strategic, financial, operational, compliance, and reporting levels.

The other committees of our Board of Directors also consider and address risk as they perform their respective committee responsibilities. All committees report to the full Board of Directors as appropriate, including when a matter rises to the level of a material or enterprise level risk.

We believe the division of risk management responsibilities described above is an effective approach for addressing the risks facing us.

Meetings Attended by Directors

Our Board of Directors holds meetings on a quarterly basis and on other occasions as necessary or appropriate. Our Board of Directors met 10 times in 2013. Our Board of Directors has three standing committees - the Audit Committee, the Compensation Committee, and the Nominating, Compliance and Governance Committee. The Audit Committee, the Compensation Committee, and the Nominating, Compliance and Governance Committee met 8, 7 and 5 times, respectively, in 2013. Each director attended at least 80% of the total number of meetings of our Board of Directors and its committees on which he or she served in 2013.

Our independent directors have regularly scheduled meetings at which only they are present. As part of regularly scheduled meetings of our Board of Directors, our independent directors met 5 times in 2013. Pursuant to our

Corporate Governance Principles,

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the chairperson of the Nominating, Compliance and Governance Committee or another independent director selected by a majority of the independent directors presides at these meetings.

Our directors are encouraged to attend our annual meeting of stockholders absent extenuating circumstances. Each director attended the 2013 Annual Meeting.

Board of Directors Committees

Our Board of Directors delegates certain of its functions to its standing Audit Committee, Compensation Committee, and Nominating, Compliance and Governance Committee. Information regarding the responsibilities of these committees and their members is provided below.

Audit Committee. The Audit Committee oversees our accounting and financial reporting processes and the audits of our financial statements. In this role, the Audit Committee monitors and oversees the integrity of our financial statements and related disclosures, the qualifications, independence, and performance of our independent auditor, the performance of our internal auditing function, and our compliance with applicable legal requirements and our business conduct policies. The Audit Committee has a written charter, which was revised by our Board of Directors on May 11, 2011. A copy of the charter is posted on our website at http://www.wmt.com/corporate/corporate-governance. The information on our website, however, is not a part of this Proxy Statement. The Audit Committee is composed of three directors who are appointed by our Board of Directors upon the recommendation of the Nominating, Compliance and Governance Committee. The members of the Audit Committee are Robert J. Quillinan (chairperson), Gary D. Blackford, and Martin J. Emerson, all of whom are independent as defined in Nasdaq's listing standards and meet the independence criteria set forth in the SEC's rules. Our Board of Directors has determined that each member of the Audit Committee is an audit committee financial expert as defined in the SEC's regulations. The report of the Audit Committee appears on page 11 of this Proxy Statement.

Compensation Committee. The Compensation Committee oversees our compensation and benefit programs, including director compensation, executive compensation, equity compensation, incentive compensation, selection and retention of key management, and succession planning. The Compensation Committee has a written charter, which was revised by our Board of Directors on July 29, 2013. A copy of the charter is posted on our website at http://www.wmt.com/corporate/corporate-governance. The information on our website, however, is not a part of this Proxy Statement. The Compensation Committee is composed of three directors who are appointed by our Board of Directors upon the recommendation of the Nominating, Compliance and Governance Committee. The members of the Compensation Committee are Lawrence W. Hamilton (chairperson), Ronald K. Labrum, and John L. Miclot, all of whom are independent as defined in Nasdaq's listing standards and meet the independence criteria set forth in the SEC's rules. The report of the Compensation Committee appears beginning on page 12 of this Proxy Statement.

Nominating, Compliance and Governance Committee. The Nominating, Compliance and Governance Committee oversees our corporate compliance and governance processes. In this role, the Nominating, Compliance and Governance Committee identifies and recommends individuals qualified to become members of our Board of Directors, makes recommendations regarding the establishment and membership of the committees of our Board of Directors, develops and reviews corporate governance principles applicable to us, and leads the annual review of the performance of our Board of Directors and its committees. The Nominating, Compliance and Governance Committee also oversees our corporate compliance function. Our Chief Compliance Officer reports directly to the Committee, and provides the Committee with regular reports. The Nominating Compliance and Governance Committee evaluates the performance of the Chief Compliance Officer. The Nominating, Compliance and Governance Committee has a written charter, which was revised by our Board of Directors on May 14, 2013. A copy of the charter is posted on our website at http://www.wmt.com/corporate/corporate-governance. The information on our website, however, is not a part of this Proxy Statement. The Nominating, Compliance and Governance Committee is composed of three directors who are appointed by our Board of Directors. The members of the Nominating, Compliance and Governance Committee are Amy S. Paul (chairperson), David D. Stevens, and Douglas G. Watson, each of whom is independent as defined in Nasdaq's listing standards and meet the independence criteria set forth in the SEC's rules.

Director Nominations

Our Board of Directors will consider all potential candidates for nomination by our Board of Directors for election as directors at subsequent elections who are recommended by our stockholders, directors, officers, and employees. All director recommendations must be made in accordance with the provisions of our By-laws, which set forth requirements concerning the information about the candidate to be provided and the timing for the submission of the recommendations. All director recommendations should be sent to the Nominating, Compliance and Governance Committee, c/o Corporate Secretary, Wright Medical Group, Inc., 1023 Cherry Road, Memphis, Tennessee 38117.

The Nominating, Compliance and Governance Committee will screen all potential director candidates in the same manner, regardless of the source of their recommendation. The Nominating, Compliance and Governance Committee's review typically will be based on the written materials provided with respect to a potential director candidate. The Nominating, Compliance and Governance Committee will evaluate and determine whether a potential candidate meets our minimum qualifications and specific qualities and skills for directors and whether requesting additional information or an interview is appropriate.

Our Board of Directors and the Nominating, Compliance and Governance Committee believe that our Board of Directors, as a whole, should possess a diverse combination of perspectives, expertise, and experience necessary to oversee our current and future needs. Our Board of Directors has adopted the following series of minimum qualifications and specific qualities and skills for our directors, which will serve as the basis upon which potential director candidates are evaluated by the Nominating, Compliance and Governance Committee:

- Directors should possess the highest personal and professional ethics, integrity, and values.
- Directors should have an inquisitive and objective perspective, practical wisdom, and mature judgment.
- Directors should have expertise and experience at policy-making levels in areas that are relevant to our business.
- Directors should have, or demonstrate an ability and willingness to acquire in short order, a clear understanding of the fundamental aspects of our business.
- Directors should be committed to representing the long-term interests of our stockholders.
- Directors should be willing to devote sufficient time to carry out their duties and responsibilities effectively and should be committed to serving on our Board of Directors for an extended period of time.
- Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities.
- Directors, who also serve as the chief executive officer, chief operating officer, or chief financial officer of another public company should not serve on more than two boards of public companies in addition to our Board of Directors, and other directors should not serve on more than four boards of public companies in addition to our Board of Directors.

In making our determinations regarding director nominees, our Board of Directors will consider whether a potential candidate has previously served as our director. Our Board of Directors does not believe, however, that directors should expect to be automatically renominated on an annual basis. Instead, the annual self-assessment of the performance of our Board of Directors and its committees is an important determinant of director tenure.

Each current director and candidate for reelection in Proposal 1 (election of directors) brings a strong and unique set of experience, qualifications, attributes and skills in a wide variety of areas, including board service, executive management, sales, marketing and international business. Set forth below are the specific experience, qualifications, attributes and skills of the nominees for reelection to our Board of Directors that led to the conclusion that the nominee should serve as a member of our Board of Directors.

David D. Stevens has served on our Board of Directors since 2004, longer than any of the other director nominees. With this experience, he brings valuable insight into our business and its development since 2004. In addition, Mr. Stevens has extensive experience serving as a chief executive officer, including as our interim chief executive officer from May 2011 until September 2011, and as a director in public companies, which we believe makes him well suited to lead our Board of Directors as our Board of Directors' chairman.

Gary D. Blackford serves as a chief executive officer and director of a health care services company and has served as a director with other public companies in the healthcare industry. We believe his experience provides valuable insight into the market for our products, and his extensive experience leading healthcare companies contributes to the effectiveness of our Board of Directors.

Martin J. Emerson serves and has served as a director and chief executive officer of several medical device companies, which we believe allows him to contribute awareness of our industry. Mr. Emerson also has management experience with international operations of medical device and other companies, which allows him to provide guidance on our international operations.

Lawrence W. Hamilton has significant management experience in human resources. We believe that Mr. Hamilton's experience in managing employees and establishing compensation policies and guidelines provides us with a valuable resource for our compensation and human resources functions.

Ronald K. Labrum has served as a chief executive officer of several medical product companies. We believe Mr. Labrum's experience in leading medical product companies and in supply chain services provides us a valuable strategic leadership resource and guidance in distribution operations.

John L. Miclot serves and has served as a chief executive officer of several medical device companies and Mr. Miclot's deep knowledge of medical device companies provides us with insight into our business and markets.

Robert J. Palmisano, our current chief executive officer, has served as a chief executive officer of several publicly traded medical device companies. During the past five years, Mr. Palmisano has served as a chief executive officer of, and on the Board of Directors of ev3 Inc., as well as on the Board of Directors of Osteotech, Inc. and Advance Medical Optics, Inc., all publicly-held companies. Mr. Palmisano's qualifications to serve on our Board of Directors include his experience serving on other public companies' boards of directors and his extensive business knowledge working with other public companies in the medical device industry. As our Chief Executive Officer, we believe that Mr. Palmisano's perspective into our business is an invaluable resource for our Board of Directors.

Amy S. Paul has over three decades of experience in the medical device industry, having served in various executive roles with responsibilities that include international and divisional operations as well as marketing and sales functions. Ms. Paul also serves as a director of another public company in the healthcare industry. We believe that Ms. Paul's executive and director experience in the medical device industry provides us with leadership in our most critical functions.

Robert J. Quillinan brings over 30 years of experience in accounting, audit, and related functions, including nearly twenty years as a chief financial officer of a public company. Mr. Quillinan's experience preparing financial statements and SEC reports gives our Board of Directors and our Audit Committee, for which he is chairperson, expertise in financial reporting, including the establishment and review of internal controls over financial reporting.

Douglas G. Watson has served as the chief executive officer of a life science company and a director of several public companies. In addition, Mr. Watson and his accounting background provide our Board of Directors with additional financial expertise. Further, as a past director of BioMimetic Therapeutics, Inc., Mr. Watson brings to our Board of Directors an institutional knowledge of BioMimetic's products and operations as they are integrated into our own.

Corporate Governance Principles

Our Board of Directors has adopted Corporate Governance Principles to guide our Board of Directors in carrying out its governance duties along with the provisions of our Certificate of Incorporation, By-laws, and all applicable rules, regulations, and laws. The Corporate Governance Principles, which were revised by our Board of Directors on May 9, 2012, are posted on our website at http://www.wmt.com/corporate/corporate-governance. The information on our website, however, is not a part of this Proxy Statement. In addition to other matters, our Corporate Governance Principles require that any director up for election at our annual meeting of stockholders, who fails to receive at least a majority of the votes cast for election, shall offer to resign from our Board of Directors. The Nominating, Compliance and Governance Committee then makes a recommendation to our Board of Directors whether to accept, reject, or take other action regarding the offered resignation. Our Board of Directors must review the recommendation of the Nominating, Compliance and Governance Committee and act promptly to accept, reject, or take other action it deems appropriate under the circumstances. The affected director does not take part in the deliberations or actions of the Nominating, Compliance and Governance Committee or our Board of Directors in this matter. If our Board of Directors chooses not to accept the resignation of the director under these circumstances, then the director will continue to serve until his or her successor is duly elected, or until the director resigns, is removed, or dies. If our Board of Directors accepts the resignation, then our Board of Directors will fill the resulting vacancy pursuant to our Certificate of Incorporation and By-laws, and all applicable rules, regulations, and laws.

Policies and Procedures for Monitoring, Reviewing, Approving, or Ratifying Transactions with Related Persons

Our Board of Directors has adopted a written Related Persons Transactions Policy (the Policy) for monitoring, reviewing, approving, and ratifying transactions with related persons. The Policy applies to all financial transactions, arrangements, or relationships or any series of similar transactions, arrangements, or relationships in which we were, are, or will be a participant and in which a related person had or will have a direct or indirect material interest. Transactions that are subject to the Policy must be approved by the Audit Committee. The Audit Committee is authorized to approve those transactions with related persons that are in, or are not inconsistent with, our best interests and our stockholders' best interests and that are consistent with our Code of Business Conduct. The Audit Committee chairperson, acting alone, may approve those transactions with related persons that meet the foregoing criteria and that are valued at $25,000 or less. All approvals made by the Audit Committee chairperson are required to be reported to the entire Audit Committee at the next available opportunity.

The Audit Committee or its chairperson will consider all relevant factors, including as applicable, (i) the benefits of the transaction to us, (ii) whether the transaction is material to us, (iii) the effect, if any, of the transaction on a director's independence in the event the related person is a director or an immediate family member or affiliate of a director, (iv) the availability of other sources for comparable products or services, (v) the terms of the transaction and whether they are fair and reasonable to us, (vi) the terms available to or from unrelated third parties or to employees generally, (vii) the role of the related person in arranging the transaction, (viii) the interests of the related person, and (ix) whether the potential transaction with a related person is consistent with our Code of Business Conduct. The Audit Committee will annually review and consider any previously approved or ratified transaction with a related person that remains ongoing to determine whether the transaction requires additional or continuing approval and if conditions should be imposed with respect to the transaction.

We are not currently and have not been engaged in any transactions with related persons since January 1, 2013.

Stockholder Communications

Stockholders may communicate with our Board of Directors or any individual director regarding any matter relating to us that is within the responsibilities of our Board of Directors. Stockholders, when acting solely in such capacity, should send their communications to our Board of Directors or an individual director c/o Corporate Secretary, Wright Medical Group, Inc., 1023 Cherry Road, Memphis, Tennessee, 38117. The Corporate Secretary will discuss with the Chairman of our Board of Directors or the individual director whether the subject matter of a stockholder communication is within the responsibilities of our Board of Directors. The Corporate Secretary will forward a stockholder communication to the Chairman of our Board of Directors or the individual director if such person determines that the communication meets this standard.

Audit Committee Report

Management is responsible for our accounting and financial reporting processes, including our internal control over financial reporting, and for preparing our consolidated financial statements. KPMG LLP (KPMG), our independent registered public accounting firm, is responsible for performing an audit of our consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board and for expressing an opinion on the conformity of our audited consolidated financial statements to accounting principles generally accepted in the United States of America. In this context, the responsibility of the Audit Committee of our Board of Directors is to oversee our accounting and financial reporting processes and the audits of our consolidated financial statements.

In the performance of its oversight function, the Audit Committee reviewed and discussed with management and KPMG our audited consolidated financial statements as of and for the year ended December 31, 2013. The Audit Committee discussed with KPMG the matters required to be discussed by Auditing Standard No. 16, “Communications with Audit Committees”, issued by the Public Company Accounting Oversight Board. The Audit Committee has received and reviewed the written disclosures and the letter from KPMG required by the applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the Audit Committee concerning independence, and has discussed with KPMG their independence.

Based on the review and discussions referred to in the paragraph above, the Audit Committee recommended to our Board of Directors that our audited consolidated financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2013.

* * *

The foregoing report is provided by the members of the Audit Committee of our Board of Directors.

Robert J. Quillinan (chairperson)
Gary D. Blackford
Martin J. Emerson

Compensation Committee Report

The Compensation Committee of our Board of Directors (the Committee) has the primary authority for determining our compensation philosophy and establishing compensation for our executive officers. The Committee sets performance goals and objectives for the President and Chief Executive Officer (CEO) and the other executive officers, evaluates their performance with respect to those goals and sets their compensation based upon the evaluation of their performance. In evaluating executive officer compensation, the Committee considers recommendations from our CEO with respect to goals and compensation of the other executive officers and assesses the information that it receives. The Committee recommends the compensation of the CEO for approval by the independent directors of our Board of Directors. The Committee also periodically reviews director compensation. From time to time we may engage consultants with specific expertise related to executive officer or director compensation and benefits. All decisions with respect to executive officer and director compensation are approved by the Committee.

The Committee has reviewed and discussed the Compensation Discussion and Analysis for the year ended December 31, 2013 with management. Based upon such review and discussion, the Committee recommended to our Board of Directors, and our Board of Directors has approved, that the following Compensation Discussion and Analysis be included in this Proxy Statement, to be filed with the SEC, for the Annual Meeting of Stockholders to be held on May 13, 2014.

* * *

The foregoing report is provided by the members of the Compensation Committee of our Board of Directors.

Lawrence W. Hamilton (chairperson)
Ronald K. Labrum
John L. Miclot

Compensation Discussion and Analysis

In the following Compensation Discussion and Analysis, we describe the material elements of compensation awarded to our CEO, our chief financial officer, and our three other most highly compensated executive officers who were serving in such capacities on December 31, 2013 (collectively, our named executive officers). We focus primarily on the 2013 information contained in the tables and related footnotes and narrative under the heading “Executive Compensation” below, but also describe compensation actions taken during other periods to the extent it enhances the understanding of our executive compensation disclosure for 2013. In this discussion, we refer to each “named executive officer” identified in the tables as an “executive officer.”

The fundamental design of our executive compensation programs have remained substantially the same for several years. We believe our programs are effectively designed and working well in alignment with the interests of our stockholders and are instrumental to achieving our business strategy. In determining executive compensation for 2013, the Committee considered the stockholder support (88% approval) that the “Say-on-Pay” proposal received at our May 14, 2013 Annual Meeting of Stockholders. As a result, the Committee continued to apply the same effective principles and philosophy it has used in previous years in determining executive compensation and will continue to consider stockholder concerns and feedback in the future.

Executive Summary. During 2013, we made substantial progress on many of our strategic priorities, saw our share price increase 46.3% and saw our market capitalization grow from approximately $833 million to $1.47 billion. One particularly transformational achievement was the agreement we reached in 2013 to sell our OrthoRecon business to MicroPort Scientific. This paved the way for our transition to a high-growth, pure-play extremities and biologics company and allows us to sharpen our focus on these key business areas. We completed the OrthoRecon divestiture on January 9, 2014.

We also saw continued progress in our targeted mergers and acquisitions strategy. During 2013, we completed the acquisitions of WG Healthcare, BioMimetic Therapeutics, Inc., and Biotech International. This progress continued in the first quarter of 2014 with our acquisitions of Solana Surgical, LLC and OrthoPro, L.L.C. These transactions each met one or more of our criteria of being EBITDA accretive while maintaining or improving our revenue growth rates, adding complimentary extremities products to our portfolio, providing a new direct sales channel and/or expanding international distribution.

We also made substantial progress toward our goal of achieving revenue of $1,000,000 per sales representative. Over the last eighteen months, our productivity per representative has increased from approximately $600,000 to over $800,000 as we exited the year. Today, we believe we have the largest specialized direct sales force in the industry.

We continued our commitment to innovation in patient care and customer service. Over the past three years, we have launched more than a dozen new foot and ankle products, and last year, we trained approximately 2,500 foot and ankle specialists in the United States, approximately a 25% increase from the prior year. As a result, 91% of customers who completed our satisfaction survey said they would willingly recommend us to their colleagues and peers, as compared to just 60% in 2011.

These strategic priorities have produced strong financial results for our stockholders. Net sales from continuing operations in 2013 increased to $242.3 million and reflects eight consecutive quarters of double-digit foot and ankle growth. Domestic and international sales from continuing operations in 2013 increased by 7% and 35%, respectively. Global foot and ankle sales increased 23% compared to prior year. U.S. foot and ankle sales increased 16%, while international foot and ankle sales increased 49% driven primarily by the acquisition of WG Healthcare, a foot and ankle business in the United Kingdom, sales of BioMimetic's Augment® Bone Graft in Australia and growth in our Asian markets.

Based on the accomplishments of 2013, we are a stronger company that is better positioned for success in 2014 and beyond. We are a recognized leader in foot and ankle, and a high-growth, pure play extremities and biologic company. As a streamlined, focused company, we can build deeper relationships with our customers and achieve our growth objectives while continuing to deliver strong financial results for our stockholders.

General Philosophy. We compensate our executive officers through a mix of base salary, performance incentive awards, long-term equity incentives, and employee benefits and perquisites designed to:

- attract and retain high caliber executive officers and motivate them to achieve superior performance for the benefit of our stockholders;
- motivate our executive officers to achieve our key strategic and financial performance measures; and
- incentivize the executive officers to increase our stock price and maximize stockholder value.

We believe that a portion of our executive officers' compensation potential on an annual basis should be at risk based on our performance. If our performance does not meet the criteria established by the Committee, annual incentive compensation will be adjusted accordingly. The Committee oversees our general programs of compensation and benefits for all employees and determines the compensation of our executive officers and directors. Our compensation setting process consists of establishing (i) a base salary, (ii) a target level performance incentive, and (iii) long-term equity compensation for each executive officer. The Committee designs the performance incentive to reward executive officers for our performance through linking their compensation to certain financial measures, including revenue, operating income, cash flow and earnings targets, as well as certain other corporate objectives. We use equity-based awards, currently consisting of stock options and restricted stock, to firmly align such executive officers' interests with those of our stockholders, and to provide the greatest long-term potential value to our executive officers, if superior stock price performance is attained.

The Compensation Committee reviews the targeted total compensation levels (i.e., the aggregate level of base salary, target annual incentive award opportunity, and cash and target long-term equity compensation) to ensure that each element of, and, in aggregate, total compensation, is: (i) competitive with similar compensation components and levels available to executive officers in similar positions at companies with which we may compete with in our business and for executive talent; (ii) aligned with the financial outcomes of our shareholders; and (iii) constructed to meaningfully motivate our executive officers to achieve superior performance. We also provide our executive officers with a variety of other benefits that we make available generally to all salaried employees.

The Role of the Compensation Committee. The Committee has the primary authority to determine our compensation philosophy and to establish compensation for our executive officers. In determining the appropriate level of compensation, the Committee reviews a variety of sources to determine and set compensation.
CEO Compensation - The Committee reviews the performance and compensation for our CEO annually and recommends to our full Board of Directors any changes in base salary, recommended annual incentive award, and annual equity award. The overview and recommendation of the Committee is presented at a Board meeting following a Compensation Committee meeting, where the recommendation is deliberated upon and the final compensation amounts determined. With respect to equity compensation awarded to our CEO, the Committee grants options and/or restricted stock in an amount based generally upon levels comparable with CEOs of our peer group companies.
Other Executive Officers - The Committee also reviews the performance and compensation of each of our other executive officers. Our CEO assists the Committee by providing an overview of each officer's individual performance and recommendations regarding the compensation of each officer. Each executive officer participates in an annual performance review with the CEO to provide input about the executive officer's contributions to our success for the period being assessed. The overview and recommendation of our CEO is presented at a meeting of the Committee, where the recommendation is deliberated upon and the final compensation amounts determined by the Committee. With respect to equity compensation awarded to executive officers other than the CEO, the Committee grants options and/or restricted stock in an amount based generally upon the pay grade of the executive, which is established by comparison to our peer group of companies. These amounts may be adjusted, upward or downward, by the Committee.
The Committee has the power and authority to hire outside advisors or consultants to assist the Committee in fulfilling its responsibilities. In 2013, the Committee selected an independent compensation consultant, Compensation Strategies, to review the overall executive compensation programs, including benchmarking of total compensation, review of program design and peer group makeup going forward. Compensation Strategies reports directly and solely to the Committee. Compensation Strategies exclusively provides executive compensation consulting services and does not provide any other services to the Company. The Committee regularly reviews the current engagements and the objectivity and independence of the advice that Compensation Strategies provides to the Committee on executive compensation. The Committee assessed the independence of Compensation Strategies pursuant to the applicable rules and concluded that Compensation Strategies' work did not raise any conflict of interest that would prevent it from independently representing the Committee.
Our executive compensation decisions are congruent with Sections 162(m) and 409A of the Internal Revenue Code of 1986, as amended (the “Code”), and compensation charges under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Section 718, Compensation - Stock Compensation. However, the Committee from time-to-time may approve payment of compensation that does not qualify for the exclusion from the limitation on deductibility of Section 162(m) if the Committee determines that such payments are consistent with our overall objective to attract, motivate, and retain our executive officers.
Total Compensation. The total compensation package offered to each executive officer is comprised of four elements, which are described in more detail below:

- base salary;
- performance incentive bonus (cash and/or equity based);
- long-term equity incentive awards; and
- employee benefits and perquisites.

It is the Committee's goal that the total compensation levels of our executive officers be approximately between the 50^{th} and 75^{th} percentile of the total compensation levels in effect for comparable executive officers positions at our peer group companies.
In allocating compensation across these elements, the Committee does not follow any strict policy or guidelines. To determine whether our executive compensation is comparable to our competitors and other companies with similar metrics, the Committee compares the compensation of executive officers at similar companies, taking into consideration the company's size, industry, and geographic locality, as well as, the comparable named executive officer's level of responsibility and years of experience. When benchmarking compensation levels for each element of

compensation for our CEO and other executive officers, the Committee generally relies on data derived from commonly accepted executive compensation valuation techniques, including the use of regression analysis to adjust for company size. The criteria used to select companies similar to us include companies: (i) in the medical equipment and device industry; (ii) with revenues between $237 million and $1,046 million; (iii) whose current enterprise market value is between $316 million and $2.1 billion; and (iv) whose number of employees is between 608 and 4,700. These companies are considered comparable to us and generally recruit individuals to fill executive positions that have similar skills and background to those we recruit. The comparative data that we used in reviewing executive officer compensation consisted of data from the EQUILARINSIGHT™ Public Medical Companies database. The list of such companies is comprised of the following companies (we are listed to show our relative position among the peer companies) based on information available at the time of the compensation review:

Name (Symbol)	Revenues (in millions)(1)	Market Cap (in millions)(2)	Number of Employees(1)
ArthroCare Corporation (ARTC)	378	1,373	1,840
Conmed Corporation (CNMD)	725	1,265	3,600
Exactech, Inc. (EXAC)	237	316	608
Greatbatch, Inc. (GB)	664	1,051	3,385
Haemonetics Corporation (HAE)	892	1,895	3,563
Hanger, Inc. (HGR)	1,046	1,241	4,700
Integra LifeSciences Holding Corp. (IART)	836	1,326	3,300
NuVasive (NUVA)	685	1,642	1,358
Orthofix International, NV (OFIX)	448	432	892
Symmetry Medical Group, Inc. (SMA)	400	394	2,560
Thoratec Corporation (THOR)	503	2,104	1,030
Wright Medical Group, Inc. (WMGI)(3)	474	1,492	1,669

(1) Information obtained from each companies' annual report on Form 10-K for the year ended December 31, 2013, except for (i) Haemonetics Corporation (HAE) data which was obtained from Form 10-K data for the year ended March 31, 2013; (ii) Hanger, Inc. (HGR) which for number employees was obtained from Form 10-K data for the year ended December 31, 2012 and for revenues from Form 8-K filed on February 12, 2014; and (iii) Orthofix International, NV (OFIX) which was obtained from Form 10-K/A data for the year ended December 31, 2012.

(2) Market capitalization was determined as of the close of trading on February 28, 2014.

(3) Information relating to us includes revenues from discontinued operations and employees associated with our OrthoRecon business, which was sold to MicroPort Scientific Corporation on January 9, 2014 (the OrthoRecon Divestiture).

We review in detail those individuals for whom compensation information is required to be publicly disclosed. Per the requirements of the SEC, this is typically the CEO, CFO, and the three other most highly compensated executive officers. Generally, this correlates to our CEO, Senior Vice President and Chief Financial Officer (CFO), and certain other executive officers, which may change from year to year.

The overall result of this review provides the starting point for the annual compensation analysis. The Committee looks more extensively at a number of other factors, including the total compensation, the mean, minimum, and maximum for each executive officer position. The Committee strongly believes in retaining the best talent among our executive management team.

The Committee believes that the compensation of our executive officers - those having the greatest ability to influence our performance - should include a significant portion of performance-based incentive compensation, while other levels of management should receive a greater portion of their compensation in base salary, commensurate with their respective position and reflective of market practice. The Committee's review of the comparable companies chosen, although each had a different compensation structure, indicated that all appear to provide their executive officers with average base salaries of approximately 20% to 40% of overall compensation, average targeted bonus compensation of up to 30% of overall compensation and average equity compensation of approximately 35% to 75% of overall compensation.

During 2011, we entered into an employment agreement with our current President and Chief Executive Officer, Robert J. Palmisano. The term of Mr. Palmisano's agreement began on September 17, 2011 and ends on September 17, 2014, subject to the automatic annual renewal provision described below and to earlier termination under certain circumstances. Commencing on September 17, 2013 and on each anniversary of the effective date thereafter, the term of Mr. Palmisano's agreement will automatically extend for an additional one-year period, unless at least thirty days prior to such date, either party gives notice of non-extension to the other.

It is our practice to enter into separation pay agreements with each of our executive officers, as is common practice in our industry and more broadly across all industries. Each of our executive officers has separation pay agreement, including Mr. Cooke who entered into his separation pay agreement upon commencement of his employment. Commencing on the second anniversary of the effective date and each anniversary of the effective date thereafter, the term of each separation pay agreement will automatically extend for an additional one-year period, unless at least ninety days prior to such date, either party gives notice of non-extension to the other.

Base Salaries. We seek to provide our executive officers with a level of assured cash compensation in the form of base salary to compensate them for the services they provide and their level of professional experience and knowledge. The Committee reviews executive officer compensation annually. In establishing base salaries, the Committee seeks relevant compensation information, including: (i) scope of the position; (ii) responsibilities of the position; (iii) experience and length of service with us, the industry, and the community; (iv) effort and performance; (v) team building skills; (vi) observance of our ethics and compliance programs; (vii) salaries paid by competitive companies to officers in similar positions; and (viii) overall macroeconomic trends. The Committee considers the input of the CEO with respect to the base salaries of our other executive officers. Increases in base salary from year to year are based upon the performance and relevant experience of the executive officers, comparisons of our compensation to our competitors' compensation for similar positions and responsibilities, as well as relevant economic market considerations, as assessed, reviewed and approved by the Committee. The Committee assesses these factors with respect to the CEO. The Committee recommends the compensation of the CEO for approval by the independent directors of our Board of Directors. The Committee estimates that we provide our named executive officers with average base salaries of approximately 20% to 40% of target total compensation. The Committee estimates that the total compensation levels of our executive officers range between the 45th and 80th percentile for comparable executive positions at companies in our peer group. Our executive officers have a significant level of valuable industry specific knowledge and experience. We believe they are a key factor in our present and future success.

An employment agreement established the initial base salary of Mr. Palmisano and provides that the Committee will review compensation annually and may make such increases in base salary as are merited based on the executive officer's performance and as are consistent with our compensation policies. The base salaries of our other executive officers are set annually by the Committee, typically effective April 1. With respect to the annual merit increases in base salary, such officers are given the opportunity to elect to take their respective salary increase in the form of equity grants with an aggregate fair market value equal to their respective salary increase. The base salaries of our executive officers are set forth below.

Name	Annual Base Salary as of January 1, 2013	Annual Base Salary as of April 1, 2013
Robert J. Palmisano	$750,000	$750,000
Lance A. Berry	340,000	340,000
Pascal E.R. Girin	500,000	500,000
Peter S. Cooke (1)	N/A	350,000
Eric A. Stookey	340,000	340,000

(1) Mr. Cooke began his employment with us on January 31, 2013.

Performance Incentive Awards. The Compensation Committee of our Board of Directors adopted the Amended and Restated 2010 Executive Performance Incentive Plan in March 2013. Our stockholders approved the material terms of the Amended and Restated 2010 Executive Performance Incentive Plan at our 2013 Annual Meeting of Stockholders. The Compensation Committee of our Board of Directors administers the Amended and Restated 2010 Executive Performance Incentive Plan. During 2013, each of Messrs. Palmisano, Berry, Girin, Cooke, and Stookey were eligible to participate in the Amended and Restated 2010 Executive Performance Incentive Plan. Under the Amended and Restated 2010 Executive Performance Incentive Plan, the Committee must establish performance goals based upon performance measures such as sales revenue, operating income before or after taxes, net income before or after taxes, net income before securities transactions, net or operating income excluding non-recurring charges, return on assets, return on equity, return on capital, market share, earnings per share, cash flow, revenue, revenue growth, expenses, stock price, dividends, total stockholder return, price/earnings ratio, market capitalization, book value, product quality, customer retention, unit sales, strategic business objectives or any other performance measure (including, for example, objectives tied to safety, quality, compliance and standards of behavior) deemed appropriate by the Committee in its discretion. The target performance bonus is stated as a percentage of base salary for each participant and represents the award that a participant will receive if all performance goals for each performance measure are met or exceeded. Partial payments of the target performance bonus may be paid only if minimum performance thresholds are achieved. A participant may not be paid for performance below the minimum performance threshold of any component of the performance measures. If the target performance goals for a performance year are exceeded, the Committee may pay a bonus in excess of the target performance bonus. However, no participant may be paid an amount, in cash and/or common stock, that exceeds twice the target performance bonus. In no event may any payment under the Amended and Restated 2010 Executive Performance Incentive Plan to a participant exceed $1,500,000 for any performance year.

For 2013, the Committee established certain objectives for adjusted revenue from continuing operations, adjusted operating loss from continuing operations, and objectives related to the sale of the OrthoRecon business. Each executive officer's bonus payment under the Amended and Restated 2010 Executive Performance Incentive Plan was determined by multiplying the executive officer's target bonus amount (the executive officer's incentive target times the executive officer's base salary) for the year by a payout percentage determined based on the achievement of corporate financial performance goals and personal goals, to the extent applicable. The Committee, in its sole and absolute discretion, may determine that the amount of an executive officer's actual performance incentive bonus is less than the amount earned by the executive officer under the Amended and Restated 2010 Executive Performance Incentive Plan. The amount of the performance incentive bonus payable to an executive officer may vary from zero to 200% of the executive officer's annual target.

We provide our executive officers with targeted bonus compensation of 55% to 100%, as shown in the table below. These levels were determined based on peer company data and reviewed against competitors.

For 2013, the Committee established the following targeted bonus levels for our executive officers:

Position	2013 Target Bonus (% of base salary)
Robert J. Palmisano	100%
Lance A. Berry	60%
Pascal E.R. Girin	75%
Peter S. Cooke	57%
Eric A. Stookey	55%

Our executive officers have performance measures for their incentive bonuses based upon corporate objectives that are described in the table below.

	2013 Weight		
Bonus Objective (1)	Messrs. Palmisano Girin & Berry	Mr. Stookey(2)	Mr. Cooke(3)
Adjusted Revenue from Continuing Operations	53.3%	26.7%	N/A
Adjusted Operating Loss from Continuing Operations	26.7%	13.3%	N/A
Objectives Related to the Sale of the OrthoRecon Business	20.0%	10%	N/A
Other Annual Financial Performance Goals	N/A	50%	100%

(1) These performance measures are calculated using non-GAAP measures, which we believe provide meaningful supplemental information regarding our core operational performance, as more fully described in Appendix A to this Proxy Statement.

(2) The Other Annual Financial Performance Goals of Mr. Stookey, for 2013, were based solely on United States sales of the Bio Extremities business segment, which makes up the majority of our go-forward business, following the OrthoRecon Divestiture.

(3) The Other Annual Financial Performance Goals of Mr. Cooke, for 2013, were based on global sales, excluding the United States and Europe, for (i) all product lines during the first two quarters of 2013, and (ii) products for continuing operations in the last two quarters of 2013. Per Mr. Cooke’s employment agreement, and under the terms of the 2010 Executive Performance Incentive Plan, Mr. Cooke’s performance was measured and payments were made based on quarterly sales target achievements.

The Compensation Committee selected these criteria as it believes these measurement criteria were best aligned with goals related to long-term total stockholder return.

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The percentage of the target bonus earned by bonus objective was based on the following performance levels:

Performance Levels	Percent of Target Bonus Earned
Minimum	0%
Threshold	50.1% to 99.9%
Target	100%
Above Target	100.1% to 150%
High	150.1% to 200%

In setting target, threshold, above target and high performance achievement levels, the Committee considers past performance, market conditions, and the financial, strategic, and operational plans presented by management. When setting the target performance levels for the year, the Committee seeks to ensure that at- or above- market performance is the goal. For above target performance levels, the achievement levels require "stretch" performance by the management team to achieve this level of performance. At the threshold level, targets may be set on a steeper slope than at the above target/high categories, so that missed target performance may result in more rapidly declining bonus opportunity, and below the threshold level, generally no bonus is paid for that performance level.
The performance levels of each bonus objective achieved for 2013 were based on the following:

Performance Levels	Adjusted Revenue from Continuing Operations	Adjusted Operating Loss from Continuing Operations
Minimum	< $218,960,000	> $(41,224,000)
Threshold	$218,960,001 to $237,999,999	$(41,223,999) to $(33,800,001)
Target	$238,000,000	$(33,800,000)
Above Target	$238,000,001 to $245,140,000	$(33,799,999) to $(29,516,000)
High	$245,141,001 to $257,040,000	$(29,515,999) to $(22,376,000)

For 2013, Adjusted Revenue from Continuing Operations was approximately $240,527,000, and Adjusted Operating Loss from Continuing Operations was approximately $(30,479,000). The objectives related to the sale of the OrthoRecon business were designed to ensure that the both go-forward businesses were positioned to be successful in 2014. The two main areas of focus were (i) the information technology platform and financial systems were strongly functional at or prior to the separation, and (ii) the physical facilities for both organizations were similarly functional. The Committee determined that both goals were implemented well and ahead of targeted timeframes. Additionally, the Committee determined that each of Messrs. Stookey and Cooke achieved their respective other annual financial performance goals. Lastly, upon the recommendation of Mr. Palmisano, the Committee approved an adjusted bonus for Mr. Berry, related to his superior guidance, leadership, and achievements related to the separation of the OrthoRecon business and his leadership role in the acquisitions of Solana Surgical, LLC and OrthoPro, L.LC. As such, the performance incentive bonus earned by our executive officers in 2013 under the 2010 Executive Performance Incentive Plan is set forth in the following table.

Name	Performance Incentive Bonus	Percent of 2013 Target Bonus
Robert J. Palmisano	$1,084,590	145%
Lance A. Berry	$330,480	162%
Pascal E.R. Girin	$506,250	135%
Peter S. Cooke	$203,352	102%
Eric A. Stookey	$219,725	118%

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Long-Term Equity Incentive Awards. Long-term incentives comprise the largest portion of each executive officer's compensation package, consistent with our philosophy and principles discussed above. The Committee's objective is to provide executive officers with long-term incentive award opportunities that are between the 50th and 75th percentile of executive officers in comparable positions at companies in our peer group. The Committee estimates that the long-term equity incentive compensation levels of our named executive officers range between the 52nd and 81st percentile for comparable executive officer positions at companies in our peer group.

Through the grant of these equity incentives, we seek to align the long-term interests of our executive officers with the long-term interests of our stockholders by creating a strong and direct linkage between compensation and long-term stockholder return. We may grant long-term, equity-based incentive awards to our executive officers under our Second Amended and Restated 2009 Equity Incentive Plan (Equity Incentive Plan). The Committee administers the Equity Incentive Plan. Under the Equity Incentive Plan, we may grant awards in the form of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance share units, and stock bonuses. Based on an assessment of factors, which include the competitive level of awards made by the peer companies, issues related to retention of key talent and the equity value of prior grants, the Committee grants awards in an amount based generally upon the pay grade of the executive, which is intended to provide an adequate incentive for the performance and retention of the executive.

The Committee grants shares of restricted stock or restricted stock units and options to purchase shares of common stock to closely align the interests of executive officers with those of our stockholders. Stock options may be issued to executive officers upon starting employment, in other special situations, and as part of their annual compensation. To encourage retention, stock options may be granted with a vesting period of one or more years. The Committee has taken the position that stock options should be granted with an exercise price that is equal to the fair market value of the common stock on the grant date, calculated as the closing price per share of stock on the trading day immediately prior to the grant date. The actual value of stock option compensation, therefore, depends on the market value of the common stock increasing after the grant date. In the future, we may issue other forms of equity compensation allowed under the Equity Incentive Plan.

The Committee has adopted a general policy related to equity awards under which: (i) non-performance based awards will not fully vest prior to a minimum of three years (including cliff-vesting awards) and there will be a minimum performance period of one year for performance based awards; (ii) the Committee will not waive vesting periods for any awards except in the case of death, disability, retirement or change in control; and (iii) the above restrictions will apply to a total of 90% of the shares of common stock authorized under the Equity Incentive Plan.

Guidelines for the number of restricted stock awards and stock options granted to each executive officer are determined using a procedure approved by the Committee based upon several factors, including the executive officer's level of responsibility, salary grade, performance, and the value of the stock at the time of grant. With the exception of promotions and new hires, we generally grant these awards effective as of the date of our annual meeting of stockholders. This timing enables us to consider our prior performance as well as the performance of the potential recipients, and our expectations for the current year. Also, it follows our annual performance evaluations. The awards also are made as early as practicable in the year in order to optimize the time-period for the incentives associated with the awards. The Committee's schedule is determined several months in advance, and the proximity of any awards to earnings announcements or other market events is coincidental. For 2013, we granted restricted stock and stock options with a grant date value of approximately 331% of Mr. Palmisano's base salary, approximately 262% of Mr. Girin's base salary, approximately 150% of Mr. Berry’s base salary, approximately 114% of the base salary of Mr. Cooke, and approximately 150% of the base salary of Mr. Stookey. Mr. Cooke’s award was primarily attributable to his initial grant, which was negotiated to attract him to join us. A typical annual grant would be approximately 100% of Mr. Cooke’s base salary.

The benchmark for these grants is the average level of annual restricted stock awards and stock option grants for similar positions at our peer group companies, adjusted using the above factors and taking into consideration such equivalency factors as our number of shares outstanding and market capitalization, compared to the peer group companies.

Each restricted stock award allows the executive officer to acquire unrestricted ownership of shares of common stock upon vesting. Each stock option allows the executive officer to acquire shares of common stock at the fair market value on the grant date over a specified period of time, up to ten years. Stock option awards will provide a return to the executive officer only if the market price of the shares appreciates over the term of the award.

In 2009, our Board of Directors adopted Executive Officer Stock Ownership Guidelines, which require our executive officers to acquire and hold shares of common stock equal in value to a multiple of their annual base salary. Our Board of Directors and the Committee generally encourage our executive officers to have a financial stake in us to align the interests of our stockholders and management, and view restricted stock awards and stock options as a means of furthering this goal. The guidelines are described in the heading "Executive Officer Stock Ownership Guidelines" below.

To address stockholders' potential concerns regarding the number of options, restricted shares and restricted stock units we grant in a given year, the Committee adopted a cap on the number of options, restricted stock and restricted stock unit awards granted for the three years beginning January 1, 2013. During this period, we will not grant a number of shares subject to awards under our Equity Incentive Plan to employees and non-employee directors that exceed 5.09% of our weighted common shares outstanding, which percentage is the 2013 Institutional Shareholder Services (ISS) burn rate threshold percentage for our GICS peer group (3510-Health Care Equipment & Services). This limitation does not apply to awards under plans assumed in acquisitions, or awards subject to performance vesting or issuances under tax-qualified employee stock purchase plans. Solely for the purposes of calculating the “burn rate,” each stock option will be counted once, and each share subject to restricted stock or restricted stock unit will be counted twice (equivalent to two shares).
The long-term equity incentive awards granted in 2013 to each of our executive officers is set forth below. All of the long-term equity incentive awards shown below were granted pursuant to our Equity Incentive Plan.

Name	Number of Options Granted	Grant Date Fair Value of Options Granted	Number of Shares of Restricted Stock Granted	Grant Date Fair Value of Restricted Stock Granted
Robert J. Palmisano	149,770	$1,280,243	48,869	$1,205,110
Lance A. Berry	29,685	254,875	10,341	255,009
Pascal E.R. Girin	76,397	655,945	26,612	656,252
Peter S. Cooke	52,500	397,462	--	--
Eric A. Stookey	29,685	254,875	10,341	255,009

The Committee estimates that we provide our named executive officers with target equity compensation of approximately 39% to 60% of total compensation.

Other Elements of Compensation and Perquisites. In order to attract and retain employees while paying market levels of compensation, we provide our executive officers the following benefits and perks.

Medical Insurance. We provide to each executive officer and the executive officer's spouse and children such health, dental, and vision insurance coverage as we may from time to time make available to our other employees. We pay a portion of the premiums for this insurance for all employees.
Life and Disability Insurance. We provide to each executive officer such life and/or disability insurance, as we, in our sole discretion, may from time to time make available to our other executive employees of the same level of employment.
Housing Allowance & Relocation Costs. In order to attract and retain management talent, we provide relocation benefits, including a housing allowance, to certain executive officers upon their employment with us. The allowance is intended to partially defray the additional cost of housing while the employee relocates as well as actual expenses related to the sale and purchase of a home, household moving expenses and similar related items. We provide the same relocation benefits to all senior management employees. We gross up certain of these relocation benefits because such benefits result in taxable income to relocating executive officers.
Defined Contribution Plan. We, and our designated affiliates, offer a Section 401(k) Savings/Retirement Plan (401(k) Plan), a tax-qualified retirement plan, to our eligible employees. Our 401(k) Plan permits eligible employees to defer from 1% to 100% of their annual eligible compensation, subject to certain limitations imposed by the Code. The employees' elective deferrals are immediately vested and non-forfeitable in the 401(k) Plan. Subject to certain limitations imposed by the Code, we currently match 100% on the first 2% of our employee's contributions to the 401(k) Plan and 50% on the next 2% of our employee’s contributions to the 401(k) Plan.
Stock Purchase Plan. Our Amended and Restated 2002 Employee Stock Purchase Plan (ESPP), which qualifies under Section 423 of the Code, permits participants to purchase our common stock on favorable terms. ESPP participants are

granted a purchase right to acquire shares of common stock at a price that is 85% of the stock price on either the first day of the plan period or the stock price on the last day of the plan period, whichever is lower. The purchase dates occur on the last business day of June and December of each year. To pay for the shares, each participant may authorize periodic payroll deductions from their cash compensation, subject to certain limitations imposed by the Code. All payroll deductions collected from the participant in a period are automatically applied to the purchase of common stock on that period's purchase date provided the participant remains an eligible employee and has not withdrawn from the ESPP prior to that date. Shares of stock purchased pursuant to the ESPP are generally subject to a holding period of eighteen months after such stock is purchased, during which time the shares may not be sold, exchanged, pledged, hypothecated, or otherwise transferred, except in the case of demonstrated financial emergency.

Other. We make available certain other perquisites or fringe benefits to certain executive officers, such as travel insurance, airline club dues, professional society dues, reimbursement of financial planning, and insurance.

Severance Benefits. We believe that companies should provide their executive officers with reasonable severance benefits, which should reflect the fact that it may be difficult for them to find comparable employment within a short period of time, that the executive officers will be better able to focus on their respective duties without the worry and uncertainty related to being terminated, and that executive officers' interests should be aligned with our stockholders' interests in connection with a potential change in control. Further, severance benefits help clarify what will happen in the event of our executive officers' termination from employment. To that end, we have entered into separation pay agreements with each of our executive officers. The terms of the separation pay agreements each continue until its third anniversary, after which each separation pay agreement will automatically renew for additional one year periods unless we or the executive officer provide notice of termination of the separation pay agreement. Our employment agreement with Mr. Palmisano also included a provision for separation pay. Under all employment agreements and separation pay agreements, in the event that the executive officer is terminated for cause or the executive officer terminates employment other than for good reason we shall have no obligations other than payment of accrued obligations described below. In the event of an involuntary termination of Messrs. Palmisano, Berry, Girin, Cooke or Stookey, other than for cause, we will be obligated to pay a separation payment and accrued obligations and provide benefits to the executive officer as described below pursuant to the separation pay agreements or Mr. Palmisano's employment agreement, as applicable.

- Accrued Obligations. Under the separation pay agreements, accrued obligations include (i) any accrued base salary through the date of termination, (ii) any annual cash incentive compensation awards earned but not yet paid, (iii) the value of any accrued vacation, (iv) reimbursement for any unreimbursed business expenses, and, (v) only in the case of an involuntary termination after a change in control or a termination at any time by reason of death, an annual incentive payment at target for the year that includes the date of termination, prorated for the portion of the year that the executive officer was employed. Under Mr. Palmisano's employment agreement, Mr. Palmisano has the right to receive the accrued obligations specified in clauses (i) through (iv) above, his target annual incentive for the year, whether or not termination is made upon a change in control, and a monthly amount equal to the monthly rental payment under a housing lease until its expiration.
- Separation Payment upon Involuntary Termination or Resignation for Good Reason Prior to Change in Control and After the Change in Control Protection Period Expires. The total separation payment for Messrs. Berry, Girin, Cooke and Stookey, prior to a change in control or after the change in control protection period expires, is the amount equal to the sum of (i) the executive's then current annual base salary plus (ii) the executive's then current annual target bonus; provided that if the executive's annual base salary or target bonus has been reduced during the sixty day period prior to the separation, then for purposes of the separation payment calculation, the higher figure will be used. Half of the total separation payment amount will be payable at or within a reasonable time after the date of termination. The remaining half of the total separation payment amount will be payable in installments beginning six months after the date of termination, with a final installment of the balance of the remaining half of the total separation payment to be made on or before March 15 of the calendar year following the year of termination. The total separation payment for Mr. Palmisano is the amount equal to 48 months multiplied by his monthly base salary. The separation payment, as applicable, will be paid to Mr. Palmisano in a lump sum, less all applicable taxes withheld, on the 60th day following the date of termination.
- Separation Payment upon Involuntary Termination or Resignation for Good Reason in Connection with and after a Change in Control. The total separation payment for Messrs. Berry, Girin, Cooke and Stookey, following a change in control and before the change in control protection period expires, is the amount equal to two times (2x) the sum of (i) the executive's then current annual base salary plus (ii) the executive's then current annual target bonus; provided that

if the executive's annual base salary or target bonus has been reduced during the sixty day period prior to the separation, then for purposes of the separation payment calculation, the higher figure will be used. Half of the total separation payment amount will be payable at or within a reasonable time after the date of termination. The remaining half of the total separation payment amount will be payable in installments beginning six months after the date of termination, with a final installment of the balance of the remaining half of the total separation payment to be made on or before March 15 of the calendar year following the year of termination. The total separation payment for Mr. Palmisano is the amount equal to 72 months multiplied by his monthly base salary, in the event Mr. Palmisano is terminated in connection with a change in control. The separation payment, as applicable, will be paid to Mr. Palmisano in a lump sum, less all applicable taxes withheld, on the 60th day following the date of termination.

- Benefits upon Involuntary Termination or Resignation for Good Reason Prior to Change in Control and After the Change in Control Protection Period Expires. Messrs. Berry, Girin, Cooke and Stookey pursuant to the terms of their respective separation pay agreements, will also receive benefits that include (i) health and dental coverage under the Consolidated Omnibus Budget Reconciliation Act (COBRA), which we must pay for a period of up to 12 months, (ii) outplacement assistance for a period of 12 months, subject to termination if the executive officer accepts employment with another employer, (iii) financial planning services for a period of 12 months, (iv) payment to continue insurance coverage equal to the annual supplemental executive officer insurance benefit provided to the executive officer prior to the date of termination, and (v) reasonable attorneys' fees and expenses if any such fees or expenses are incurred to recover benefits rightfully owed under the separation pay agreement.
- Benefits upon Involuntary Termination or Resignation for Good Reason in Connection with and after a Change in Control. Messrs. Berry, Girin, Cooke and Stookey pursuant to the terms of their respective separation pay agreements, will also receive benefits that include (i) health and dental coverage under the Consolidated Omnibus Budget Reconciliation Act (COBRA), which we must pay for a period of up to 18 months, (ii) outplacement assistance for a period of two years, subject to termination if the executive officer accepts employment with another employer, (iii) financial planning services for a period of two years, (iv) payment to continue insurance coverage equal to twice the annual supplemental executive officer insurance benefit provided to the executive officer prior to the date of termination, and (v) reasonable attorneys' fees and expenses if any such fees or expenses are incurred to recover benefits rightfully owed under the separation pay agreement.
- Benefits upon Involuntary Termination or Resignation for Good Reason for Mr. Palmisano. Mr. Palmisano, whether or not paid in connection with a change in control, is entitled to receive (i) health and dental coverage under the Consolidated Omnibus Budget Reconciliation Act (COBRA), which we must pay for a period of up to 12 months, (ii) outplacement assistance for a period of 12 months, subject to termination if the executive officer accepts employment with another employer, (iii) financial planning services for a period of 12 months, and (iv) reasonable attorneys' fees and expenses if any such fees or expenses are incurred to enforce the separation pay agreement. If Mr. Palmisano has elected to obtain medical insurance personally, then, instead of receiving the COBRA benefits described in clause (i) above, he would continue to receive reimbursement of insurance premiums for a period of 12 months.

Pursuant to the separation pay agreements and the employment agreement with Mr. Palmisano, involuntary termination will occur if we terminate the employment of the executive officer other than for cause, disability, voluntary retirement or death of the executive officer or if the executive officer resigns for good reason. A termination of the executive officer before a change in control by reason of the executive officer's retirement on or after age 65 does not constitute an involuntary termination.

The definition of cause under the separation pay agreements includes (i) willful failure of the executive officer to substantially perform the executive officer's duties that amounts to an intentional and extended neglect of the executive officer's duties, (ii) only prior to a change in control, continued, documented poor performance after giving the executive officer sufficient time to improve, (iii) the determination by our Board of Directors that the executive officer has engaged or is about to engage in conduct materially injurious to us, (iv) the executive officer's conviction or entering of a guilty or no contest plea to a felony charge, or (v) the executive officer's participation in the activities proscribed by the confidentiality, non-solicitation, and non-competition covenants described below or a material breach of any of the other covenants contained in the separation pay agreement. The definition under Mr. Palmisano's employment agreement includes (a) clauses (i) and (iii) through (v) above, (b) the determination by the Board that the executive has engaged in or is about to engage in conduct that is materially inconsistent with our legal and healthcare compliance policies, programs or obligations, and (c) the executive's bar from participation in programs administered by the United States Department of Health and Human Services or the United States Food and Drug Administration or any succeeding agencies.

Prior to a change in control, the definition of good reason under the separation pay agreements includes (i) the assignment to the executive officer of any duties materially inconsistent with the range of duties and responsibilities appropriate to our senior executive officer, (ii) a material reduction in the executive officer's overall standing and responsibilities, provided however, that no change in reporting relationship resulting from organization realignment due to the addition of a chief operating officer or chief commercial officer shall be excepted, (iii) a material reduction in the executive officer's aggregate annualized compensation and benefits opportunities, (iv) our failure to pay the executive officer any portion of the executive officer's compensation and benefits within 30 days after they become due, (v) the failure by us to obtain an agreement from any of our successors requiring such successor to assume and agree to perform our obligations under the separation pay agreement, (vi) the failure by us to provide indemnification and directors and officers insurance protection contemplated by the agreement, (vii) the relocation of the executive officer's principal place of employment to a location that is more than 40 miles from the executive officer's prior principal place of employment or (viii) the failure by us to comply with any material provision of the separation pay agreement.

The definition of good reason under Mr. Palmisano's employment agreement includes (i) the assignment to the executive officer of any duties materially inconsistent with the range of duties and responsibilities appropriate to our senior executive officer, (ii) a material and adverse change in the executive officer's titles, authority as President and Chief Executive Officer, duties, responsibilities or reporting lines, (iii) a material reduction in the executive officer's aggregate annualized compensation and benefits opportunities, (iv) our failure to pay the executive officer any portion of the executive officer's compensation and benefits within 30 days after they become due, (v) the failure by us to obtain an agreement from any of our successors requiring such successor to assume and agree to perform our obligations under the employment agreement, (vi) the failure by us to provide indemnification and directors and officers insurance protection contemplated by the agreement, (vii) the failure to agree on an alternative compensation arrangement for equity incentive compensation under certain circumstances, (viii) the relocation of the executive's principal place of employment to a location that is more than 40 miles from the executive officer's principal place of employment immediately prior to such move, and (ix) the failure by us to comply with any material provision in the employment agreement.

Under Mr. Palmisano's employment agreement and the separation pay agreements with Messrs. Berry, Girin, Cooke and Stookey, the executive officer makes certain covenants that impose future obligations on the executive officer regarding confidentiality of information, transfer of inventions, nonsolicitation of our employees for a period of 12 to 24 months, and noncompetition with our business for a period of 12 to 24 months. If we determine that a breach of any of these covenants has occurred, then our obligations to make payments or provide benefits shall cease immediately and permanently, and the executive officer shall repay an amount equal to (i) 30% of the payments and benefits previously provided under the employment agreement, with interest, (ii) 90% of the payments and benefits previously provided under the respective separation pay agreement, with interest, as applicable. Upon termination for any reason other than cause, the executive officer must enter into a mutual release of all claims within 45 days after the date of termination before any payments will be made to the executive officer.

If we are required to restate our balance sheet or statement of operations affecting any reporting period that transpires during the term of any employment agreement or separation pay agreement due to our material noncompliance with any financial requirements under securities laws, we may require Messrs. Berry, Girin, Cooke and Stookey to reimburse us for any bonus or incentive-based or equity-based compensation received by the executive officer during the term of his respective agreement and any profits realized from the sale of our securities by the executive officer during the term of his respective agreement. If our Board of Directors determines that such a forfeiture is appropriate, we may withhold future amounts owed to the executive officer as compensation, and we may commence legal action to collect such sums as our Board of Directors determine is owed to us.

All payments under the separation pay agreement will be net of applicable tax withholdings. Each of the separation pay agreements contains a provision that limits payment under the separation pay agreement to avoid taxation under Section 4999 of the Code for "parachute payments" within the meaning of Section 280G of the Code.

Additionally, Mr. Palmisano's employment agreement and the separation pay agreements provide that if any severance payments or other payments or benefits deemed made in connection with a future change in control are subject to the "golden parachute" excise tax under Section 4999 of the Internal Revenue Code, the payments will be reduced to one dollar less than the amount that would subject Mr. Palmisano or an executive officer, as applicable, to the excise tax if the reduction results in the executive receiving a greater amount on a net-after tax basis than would be received if he received the payments and benefits and paid the excise tax.

Change in Control Benefits. Our executive officers and other employees have built us into the successful enterprise that we are today, and the Committee believes it is important to protect them in the event of a change in control. Further, it is our belief that the interests of stockholders will be best served if the interests of our executive officers are aligned with them, and providing change in control benefits should at least reduce the reluctance of executive officers to pursue potential change in control transactions that may be in the best interests of stockholders. Relative to our overall value, these potential change in control benefits are relatively minor.

Under the terms of Mr. Palmisano's employment agreement and the separation pay agreements with Messrs. Berry, Girin, Cooke and Stookey, these change in control benefits are "double trigger," which requires (i) a change in control and (ii) a termination without cause or by an executive officer for good reason within 12 to 24 months of the change in control before the executive officer receives their change in control benefit. If we give notice of termination of the separation pay agreement less than one year after a change in control, then the term of the separation pay agreement will be automatically extended until the later of the one year anniversary that follows such written notice or the second anniversary of the change in control. The change in control benefit requires us to pay a separation payment and accrued obligations and provide benefits to the executive officer as described above under the heading Severance Benefits.

Subject to several exceptions, under the separation pay agreements, a change in control occurs if (i) any person or group of persons acquires more than 50% of our capital stock, (ii) any person or group of persons acquires 35% or more of the voting power represented by our capital stock in a 12-month period, (iii) any person or group of persons acquires 40% of our assets in a 12-month period, (iv) a majority of our directors are replaced in any 12-month period by directors whose election is not endorsed by a majority of our directors, or (v) a merger or consolidation occurs pursuant to which 40% of our assets are to be transferred to a different entity.

Subject to several exceptions, under Mr. Palmisano's employment agreement, a change in control occurs if (i) any person or group of persons acquires more than 50% of our capital stock or voting securities, (ii) a reorganization, merger, consolidation or sale of substantially all of our assets occurs which results in a change in beneficial ownership of our capital stock and voting securities of more than 40%, (iii) the stockholders approve a complete liquidation or dissolution of us, (iv) a sale of at least 80% of our assets is consummated, or (v) the current directors cease to constitute the majority of the Board of Directors, unless such directors were approved by at least a 2/3rds vote of the then-current directors.

Additionally, upon a change in control, all unvested equity awards will immediately vest and become exercisable and all restrictions on restricted stock will lapse. The Committee believes that these levels of benefits are consistent with the general practice among our peers.

Compensation of Chief Executive Officer. Robert J. Palmisano became our President and Chief Executive Officer effective as of September 17, 2011. We entered into an employment agreement providing Mr. Palmisano with a base salary of $750,000 per year. During 2013, Mr. Palmisano was paid $750,000 in base salary. As noted above, in 2013, Mr. Palmisano was eligible for a salary increase and he elected to receive this increase in the form of an option to purchase 9,479 shares of common stock with an exercise price of $23.24 per share, which was the closing price on the trading day immediately prior to the grant date. The stock option will vest in equal monthly installments over a period of one year after the grant date. In addition, Mr. Palmisano earned a cash bonus of $1,084,590. On May 14, 2013, we granted Mr. Palmisano 48,869 shares of restricted common stock under the Equity Incentive Plan. The grant will vest in equal annual installments over a period of four years after the grant date. In addition, we granted Mr. Palmisano an option to purchase 140,291 shares of common stock under the Equity Incentive Plan on May 14, 2013. The exercise price of the stock option is $24.66 per share, which was the closing price on the trading day immediately prior to the grant date. The stock option will vest in equal annual installments over a period of four years after the grant date. The Committee considers the compensation paid to Mr. Palmisano for 2013 reasonable and appropriate under the circumstances.

CEO Succession Plan. In 2009, our Board of Directors adopted a policy that requires our Board of Directors to regularly approve a CEO succession plan. Our Board of Directors reviewed and approved the CEO succession plan, and Robert J. Palmisano was hired as our President and Chief Executive Officer under implementation of such plan. Since that time, a number of seasoned executives have been hired and developed, and our Board of Directors revisits the plan annually.

Executive Officer Stock Ownership Guidelines; Anti-Hedging and Anti-Pledging Policy. In 2009, our Board of Directors adopted Executive Officer Stock Ownership Guidelines, which require our executive officers to acquire and hold shares of common stock equal in value to a multiple of their annual base salary. The CEO must maintain value equal to three times his annual salary, and the remaining executive officers must maintain value equal to twice their annual salary. Qualifying shares include owned shares, unvested restricted stock, unvested restricted stock units, and the value of any vested stock options. There is a five-year accumulation period beginning on the later of (i) becoming an officer subject to the share ownership guidelines or (ii) July 1, 2010. Our named executive officers, with the exception of Mr. Cooke who was hired on January 31, 2013, have met the guidelines. We expect Mr. Cooke to meet the requirements within the five-year accumulation period. Our Board of Directors has also adopted an anti-hedging and anti-pledging policy that prohibits our officers and directors from pledging their securities or holding any derivatives other than those issued by us.

Compensation and Risk. We believe that our performance-based compensation and equity programs create appropriate incentives to increase long-term stockholder value. These programs have been designed and administered in a manner that discourages undue risk-taking by employees. Relevant features of these programs include:

- limits on annual incentive and long-term performance awards, thereby defining and capping potential payouts;
- proportionately greater award opportunity derived from the long-term equity incentive program compared to annual incentive plan, creating a greater focus on sustained company performance over time;
- the application of an annual incentive metric that aligns senior management with appropriate financial metrics;

- use of three long-term incentive vehicles-restricted stock, restricted stock units and stock options-that vest over a number of years, thereby providing strong incentives for sustained operational and financial performance;
- a long-term equity incentive program with overlapping vesting periods, such that at any one time up to four separate awards are affected by current year performance, thereby requiring sustained high levels of performance; and
- share ownership guidelines and an anti-hedging and anti-pledging policy for senior executives, monitored by the Committee, that ensure alignment with shareholder interests over the long term.

In light of these features of our compensation program, we conclude that the risks arising from our employee compensation policies and practices are not reasonably likely to have a material adverse effect on us.

EXECUTIVE COMPENSATION

Summary Compensation Information

The table below sets forth summary compensation information for each of the last three fiscal years for the individuals serving as our principal executive officer, our principal financial officer, and our three other most highly compensated executive officers who were serving in such capacities on December 31, 2013. We refer to the foregoing individuals collectively as our named executive officers.

Name and Principal Position	Year	Salary	Bonus	Stock Awards(1)	Option Awards (1)	Non-Equity Incentive Plan Compensation (2)	All Other Compensation(3)	Total Compensation
Robert J. Palmisano	2013	$750,000	$—	$1,205,110	$1,280,243	$1,084,590	$204,993	$4,524,936
President and Chief	2012	750,000	—	1,186,887	1,155,050	1,165,669	217,295	4,474,901
Executive Officer	2011	215,909	—	—	3,638,223	250,000	55,945	4,160,077
Lance A. Berry	2013	340,000	—	255,009	254,875	330,480	13,528	1,193,892
Senior Vice President	2012	307,417	—	168,910	164,567	287,848	13,004	941,746
and Chief Financial Officer	2011	300,900	—	225,680	72,631	54,162	14,191	667,564
Pascal E.R. Girin	2013	500,000	—	656,252	655,945	506,250	107,654	2,426,101
Executive Vice President and Chief Operating Officer	2012	51,136	300,000	—	1,517,310	—	—	1,868,446
Peter S. Cooke President, International	2013	319,376	244,598	—	397,462	203,352	181,411	1,346,199
Eric A. Stookey (4)	2013	340,000	—	255,009	254,875	219,725	7,500	1,077,109
President, Extremities Division	2011	300,900	—	225,680	72,631	54,162	8,850	662,223

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(1) The amounts in the Stock and Option Awards columns represent the grant date fair value of the awards.

(2) The amounts in the Non-Equity Incentive Plan Compensation column represent amounts earned by each named executive officer under the 2010 Executive Performance Incentive Plan for 2011, 2012 and 2013.

(3) The amounts in the All Other Compensation column are more fully described in the table under "All Other Compensation - Supplemental."

(4) Mr. Stookey was not a named executive officer in 2012.

See Compensation Discussion and Analysis above for a complete description of compensation plans pursuant to which the amounts listed under the Summary Compensation Table were paid or awarded and the criteria for such payment.

All stock options and shares of restricted stock vest upon a change in control, as defined in the Equity Incentive Plan.

All Other Compensation - Supplemental

The table below sets forth other compensation information for each of the last three fiscal years for our named executive officers, which is described below the table.

Name and Principal Position	Year	Defined Contribution Plan	Housing / Car Allowance	Travel Bonus	Financial Planning	Insurance Premiums	Other	Gross Up		Total Other Compensation
Robert J. Palmisano	2013	$ 7,500	$ 163,163	$—	$ 5,000	$ —	$ 18,375	$ 10,955	(1)	$ 204,993
President and	2012	7,500	134,092	—	5,000	—	52,002	18,701	(1)	217,295
Chief Executive Officer	2011	5,625	40,363	—		—	7,323	2,634	(1)	55,945
Lance A. Berry	2013	7,500	—	—	4,866	1,000	118	44	(1)	13,528
Senior Vice President	2012	7,500	—	—	4,504	1,000	—	—		13,004
and Chief Financial Officer	2011	7,350	—	—	5,841	1,000	—	—		14,191
Pascal E.R. Girin	2013	—	104,500	—	3,154	—	—	—		107,654
Executive Vice President and Chief Operating Officer	2012	—	—	—	—	—	—	—		—
Peter S. Cooke President, International	2013	—	181,411	—	—	—	—	—		181,411
Eric A. Stookey (2)	2013	7,500	—	—	—	—	—	—		7,500
President, Extremities Division	2011	7,350	—	—	1,500	—	—	—		8,850

(1) This amount is commuting expenses.
(2) Mr. Stookey was not a named executive officer in 2012.

Grants of Plan-Based Awards

The table below sets forth information concerning grants of plan based awards in 2013 to our named executive officers.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plans[1]			All Other Awards: Number of Shares of Stock	Awards: Number of Securities Underlying Options	Exercise Price of Option Awards[2]	Grant Date Fair Value of Stock and Option Awards[3]
		Threshold	Target	Maximum				
Robert J. Palmisano	2/11/2013	$375,000	$750,000	$1,500,000	—	—	—	—
	4/17/2013	—	—	—	—	9,479	23.24	$75,704
	5/14/2013	—	—	—	—	140,291	24.66	1,204,539
	5/14/2013	—	—	—	48,869	—	—	1,205,110
Lance A. Berry	2/11/2013	102,000	204,000	408,000		—	—	—
	5/14/2013	—	—	—	10,431	—	—	255,009
	5/14/2013	—	—	—	—	29,685	24.66	254,875
Pascal E.R. Girin	2/11/2013	187,500	375,000	750,000	—	—	—	—
	5/14/2013	—	—	—	26,612	—	—	656,252
	5/14/2013	—	—	—	—	76,397	24.66	655,945
Peter S. Cooke	1/31/2013	—	—	—	—	52,500	20.83	397,462
	2/11/2013	91,022	182,044	364,089	—	—	—	—
Eric A. Stookey	2/11/2013	93,500	187,000	374,000	—	—	—	—
	5/14/2013	—	—	—	10,341	—	—	255,009
	5/14/2013	—	—	—	—	29,685	24.66	254,875

(1) Estimated Future Payouts Under Non-Equity Incentive Plans represent the threshold, target, and maximum amounts that could be earned under the Bonus Plan at targets established for each level. Each named executive officer had a target incentive amount that could be earned if we met the targets established. Until the threshold performance is obtained, no incentive is earned. If the maximum performance had been achieved, the named executive officers would have received 200% of their target bonus amount.

(2) The exercise price of each stock option granted to our named executive officers is equal to the fair market value, within the meaning of the Equity Incentive Plan, of the underlying shares of common stock on the grant date, calculated as the closing price on the trading day immediately prior to the grant date.

(3) The grant date fair value is computed in accordance with FASB ASC Topic 718. For Stock Awards, which consist of restricted stock, the grant date fair value per share is equal to the closing price of our stock on the date of grant. See note 17 to our Audited Financial Statements contained in our Annual Report on Form 10-K for a discussion of assumptions used to determine fair value of Option Awards.

See Compensation Discussion and Analysis above for a complete description. All stock options granted to the named executive officers were granted under the Equity Incentive Plan. The Compensation Committee, which administers the Equity Incentive Plan, has general authority to accelerate, extend, or otherwise modify the benefits under the stock options in certain circumstances, subject to limitations of the plan. The Compensation Committee has no present intention to exercise that authority with respect to these stock options.

All the shares of restricted stock were granted under our Equity Incentive Plan.

All stock options and shares of restricted stock vest upon a change in control, as defined in the Equity Incentive Plan. All stock options and restricted shares granted to our named executive officers in 2013 vest in equal annual installments over a period of four years after the grant date.

Outstanding Equity Awards

The table below sets forth information regarding the outstanding equity awards held by our named executive officers at December 31, 2013. The stock options and restricted stock awards shown below vested or will vest in equal annual installments over a period of four years after the grant date.

Name	Grant Date of Award	Option Awards Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price	Option Expiration Date	Stock Awards Number of Shares of Stock that Have Not Vested	Market Value of Shares of Stock that Have Not Vested[(1)]
Robert J. Palmisano	09/17/2011	406,667	203,333	$16.03	09/17/2021	—	—
	04/16/2012	1,994	1,995	18.24	04/16/2022	771	23,677
	05/09/2012	35,284	105,855	21.39	05/09/2022	40,630	1,247,747
	04/17/2013	6,319	3,160	23.24	04/17/2023	—	—
	05/14/2013	—	140,291	24.66	05/14/2023	48,869	1,500,767
Lance A. Berry	03/25/2004	40,000	—	30.11	03/25/2014	—	—
	04/04/2005	50,000	—	23.39	04/04/2015	—	—
	04/04/2006	7,501	—	19.52	04/04/2016	—	—
	05/14/2008	10,000	—	29.19	05/14/2018	—	—
	05/13/2009	6.378	—	15.47	05/13/2019	—	—
	05/13/2010	7,010	2,337	18.37	05/13/2020	3,011	92,468
	05/11/2011	6.076	6,077	15.50	05/11/2021	7,280	223,569
	04/16/2012	933	934	18.24	04/16/2022	361	11,086
	05/09/2012	4,742	14,229	21.39	05/09/2022	5,461	167,707
	05/14/2013	—	29,685	24.66	05/14/2023	10,341	317,572
Pascal E.R. Girin	11/26/2012	46,125	138,375	21.24	11/26/2022	—	—
	05/14/2013	—	76,397	24.66	05/14/2023	26,612	817,255
Peter S. Cooke	01/31/2013	—	52,500	20.83	01/31/2023	—	—
Eric A. Stookey	03/25/2004	7,500	—	30.11	03/25/2014	—	—
	08/04/2005	7,500	—	25.60	08/04/2015	—	—
	09/19/2005	50,000	—	24.74	09/19/2015	—	—
	04/04/2006	8,000	—	19.52	04/04/2016	—	—
	05/14/2008	14,000	—	29.19	05/14/2018	—	—
	05/13/2009	7,057	—	15.47	05/13/2019	—	—
	01/01/2010	—	—	—		3,000	92,130
	05/13/2010	7,010	2,337	18.37	05/13/2020	3,011	92,468
	05/11/2011	6.076	6,077	15.50	05/11/2021	7,280	223,569
	04/16/2012	933	934	18.24	04/16/2022	361	11,086
	05/09/2012	4,742	14,229	21.39	05/09/2022	5,461	167,707
	05/14/2013	—	29,685	24.66	05/14/2023	10,341	317,572

(1) Calculated as the market value on December 31, 2013, which is deemed to have been $30.71 per share, the closing sale price of our common stock reported for transactions effected on the Nasdaq Global Select Market on December 31, 2013.

Option Exercises and Stock Vested During 2013

The following table provides information on stock option exercises and vesting of restricted stock during 2013 for the named executive officers.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
Robert J. Palmisano	—	—	14,314	$342,765
Lance A. Berry	250	$38	15,796	401,312
Pascal E.R. Girin	—	—	—	—
Peter S. Cooke	—	—	—	—
Eric A. Stookey	—	—	15,255	362,773

Potential Payments Upon Termination or Change in Control

The following table sets forth the benefits payable to our named executive officers based upon a hypothetical termination and/or change in control date of December 31, 2013. Our Compensation Committee may, in its discretion, revise, amend, or add to the benefits if it deems advisable.

Name	Benefit[1]	Termination without Cause	Change in Control with Termination	Change in Control without Termination
Robert J. Palmisano	Salary	$3,000,000	$4,500,000	$—
	Benefits continuation	10,800	10,800	—
	Accrued Bonus Obligation [2]	750,000	750,000	—
	Outplacement benefits	30,000	30,000	—
	Other termination benefits[3]	5,000	5,000	—
	Stock option acceleration[4]	4,868,740	4,868,740	4,868,740
	Restricted stock acceleration[5]	2,772,192	2,772,192	2,772,192
	Total	$11,436,732	$12,936,732	$7,640,932
Lance A. Berry	Salary	$340,000	$565,789	$—
	Bonus	204,000	408,000	—
	Accrued Bonus Obligation [2]	—	204,000	—
	Benefits continuation	15,930	23,894	—
	Outplacement benefits	30,000	60,000	—
	Other termination benefits[3]	6,000	11,000	—
	Stock option acceleration[4]	—	445,125	445,125
	Restricted stock acceleration[5]	—	812,402	812,402
	Total	$595,930	$2,530,211	$1,257,528
Pascal E.R. Girin.	Salary	$500,000	$703,133	$—
	Bonus	375,000	750,000	—
	Accrued Bonus Obligation [2]	—	375,000	—
	Benefits continuation	—	—	—
	Outplacement benefits	30,000	60,000	—
	Other termination benefits[3]	6,000	11,000	—
	Stock option acceleration[4]	—	1,772,613	1,772,613
	Restricted stock acceleration[5]	—	817,255	817,255
	Total	$911,000	$4,489,001	$2,589,868
Peter S. Cooke	Salary	$350,000	$700,000	$—
	Bonus	200,000	400,000	—
	Accrued Bonus Obligation [2]	—	166,874	—

	Benefits continuation	—	—	—
	Outplacement benefits	30,000	60,000	—
	Other termination benefits(3)	6,000	11,000	—
	Stock option acceleration(4)	—	518,700	518,700
	Restricted stock acceleration(5)	—	—	—
	Total	$586,000	$1,856,574	$518,700
Eric A. Stookey	Salary	$340,000	$418,132	$—
	Bonus	187,000	374,000	—
	Accrued Bonus Obligation (2)	—	187,000	—
	Benefits continuation	15,761	23,461	—
	Outplacement benefits	30,000	60,000	—
	Other termination benefits(3)	6,000	11,000	—
	Stock option acceleration(4)	—	445,125	445,125
	Restricted stock acceleration(5)	—	904,532	904,532
	Total	$578,761	$2,423,430	$1,349,657

(1) Where applicable, the benefit amounts set forth in the table above reflect an automatic reduction in the payment to the extent necessary to prevent the payment from being subject to an excise tax, but only if by reason of the reduction, the after-tax benefit of the reduced payment exceeds the after-tax benefit if such reduction were not made.

(2) This amount represents a pro-rated portion of the executive's target bonus under the 2010 Executive Performance Incentive Plan.

(3) The amounts in the Other termination benefits rows include the cost of financial planning services and continued executive insurance. Reimbursement of reasonable attorneys' fees and expenses is not included as the amount is not estimable.

(4) Stock option acceleration is calculated as the intrinsic value of the unvested options on December 31, 2013. The intrinsic value is calculated as the difference between the market value of our common stock as of December 31, 2013, and the exercise price of the stock option. The market value as of December 31, 2013, was $30.71 share, which is the closing sale price of our common stock reported for transactions effected on the Nasdaq Global Select Market on December 31, 2013.

(5) Restricted Stock acceleration is calculated as the market value of the unvested awards on December 31, 2013. The market value as of December 31, 2013, was $30.71 per share, which is the closing sale price of our common stock reported for transactions effected on the Nasdaq Global Select Market on December 31, 2013.

For purposes of the benefits shown for executive officers, a change of control is deemed to occur, in general, under the circumstances described in the Compensation Discussion and Analysis section above under the heading Severance Benefits.

DIRECTOR COMPENSATION

Director Compensation

We compensate our directors for their services as members of our Board of Directors and committees with a combination of annual retainers and awards of restricted stock and stock options. Directors who are not employees are eligible to receive compensation for their services as directors, while directors who are our employees are ineligible to receive separate director compensation. The following table sets forth a summary of the compensation we paid to our non-employee directors in 2013:

Name	Fees Earned or Paid in Cash	Stock Awards(1)	Option Awards(2)	Total
Gary D. Blackford	$47,955	$83,499	$85,860	$217,314
Martin J. Emerson	49,165	83,499	85,860	218,523
Lawrence W. Hamilton	45,000	83,499	85,860	214,539
Ronald K. Labrum	40,000	83,499	85,860	209,359
John L. Miclot	43,695	83,499	85,860	213,054
Amy S. Paul	47,414	83,499	85,860	216,773
Robert J. Quillinan	60,000	83,499	85,860	229,359
David Stevens	93,000	83,499	85,860	262,359
Douglas G. Watson	27,113	125,002	128,790	280,905

(1) The amounts in the Stock Awards column represent grant date fair value computed in accordance with FASB ASC Topic 718. For Stock Awards, which consist of restricted stock, the grant date fair value per share is equal to the closing price of our stock on the trading day immediately prior to the date of grant.

As of December 31, 2013, the directors had the following number of shares of restricted stock outstanding: Mr. Blackford - 3,386; Mr. Emerson - 3,386; Mr. Hamilton - 3,386; Mr. Labrum - 7,418; Mr. Miclot - 3,386; Ms. Paul - 3,386; Mr. Quillinan - 3,386; Mr. Stevens - 3,386 and Mr. Watson - 5,069.

(2) The amounts in the Option Awards column represent grant date fair value computed in accordance with FASB ASC Topic 718. See note 17 to our Audited Financial Statements contained in our Annual Report on Form 10-K for a discussion of assumptions used to determine fair value of Option Awards.

As of December 31, 2013, the directors had the following number of stock options outstanding: Mr. Blackford - 50,000; Mr. Emerson - 92,500; Mr. Hamilton - 80,000; Mr. Labrum - 35,000; Mr. Miclot - 80,000; Ms. Paul - 65,000; Mr. Quillinan - 80,000; Mr. Stevens - 90,000; and Mr. Watson - 29,622.

Eligible directors are paid an annual retainer of $35,000. All directors are reimbursed for their out-of-pocket expenses incurred in connection with attending meetings of our Board of Directors and its committees. In addition, upon their initial election to our Board of Directors, eligible directors are granted a stock option to purchase 15,000 shares of common stock and a restricted stock award worth approximately $125,000 on the date of grant. Directors reelected to office are granted an option to purchase 10,000 shares of common stock and a restricted stock award worth approximately $83,500 on the date of grant. In 2013, the stock options for all directors were granted pursuant to the Equity Incentive Plan with an exercise price equal to the fair market value of the common stock on the grant date as determined under the Equity Incentive Plan. The stock options vest and become exercisable in equal annual installments over a period of four years after the grant date. In 2013, the restricted stock awards were granted pursuant to the Equity Incentive Plan and vest on the first anniversary of the date of grant. Future equity awards will be granted to eligible directors under our Equity Incentive Plan. The awards granted upon initial election are made either upon initial election or at the same time as annual grants, depending on timing.

In addition to the compensation discussed above, eligible directors are paid in accordance with the following:

- The non-executive Chairman of our Board of Directors is paid a supplemental annual retainer of $50,000.
- Audit Committee - The members of the Audit Committee are paid a supplemental annual retainer of $25,000 for the chairperson and $10,000 for the other members.
- Compensation Committee - The members of the Compensation Committee are paid a supplemental annual retainer of $10,000 for the chairperson and $5,000 for the other members.
- Nominating, Compliance and Governance Committee - The members of the Nominating, Compliance and Governance Committee are paid a supplemental annual retainer of $15,000 for the chairperson and $8,000 for the other members.
- Special Committees, to the extent formed - The members of special committees are paid a one-time additional retainer of $5,000.

Director Stock Ownership Guidelines and Hedging Policy

Our Board of Directors has adopted Director Stock Ownership Guidelines whereby each non-employee director is required to hold 25,000 shares, vested options, or vested restricted shares. Each director shall be given three years from the date of his or her election to achieve the threshold ownership. Once the threshold is reached, a director would be permitted to sell shares; provided, the threshold is maintained. When a director leaves our Board of Directors, the director may sell any vested shares he or she possesses. Our Board of Directors has also adopted an anti-hedging and anti-pledging policy that prohibits our officers and directors from pledging their securities or holding any derivatives other than those issued by us.

Compensation Committee Interlocks and Insider Participation

Lawrence W. Hamilton, Ronald K. Labrum, and John L. Miclot, our current directors, served as members of the Compensation Committee of our Board of Directors in 2013. No member of the Compensation Committee is or was an officer or employee of ours or any of our subsidiaries while serving on the committee. In addition, no executive officer of ours served during 2013 as a director or a member of the compensation committee of any entity that had an executive officer serving as our director or a member of the Compensation Committee.

PROPOSAL 1
ELECTION OF DIRECTORS
Director Nominees
Upon the recommendation of the Nominating, Compliance and Governance Committee, our Board of Directors has nominated the individuals listed below for election as our directors. Each nominee is an existing director and was elected by our stockholders at the 2013 Annual Meeting of stockholders. Each nominee has consented to serve on our Board of Directors. Our Board of Directors does not know of any reason why any nominee would not be able to serve as a director. However, if any nominee was to become unable to serve as a director, our Board of Directors may designate a substitute nominee, in which case the persons named as proxies will vote for such substitute nominee.
David D. Stevens. Mr. Stevens, age 60, has been a director since 2004. Mr. Stevens served as our interim Chief Executive Officer from April 4, 2011 to September 17, 2011. He has been a private investor since 2006. Mr. Stevens was the Chief Executive Officer of Accredo Health Group, Inc., a subsidiary of Medco Health Solutions, Inc., from 2005 to 2006. He was the Chairman of the Board and Chief Executive Officer of Accredo Health, Inc. from 1996 to 2005. Mr. Stevens was the President and Chief Operating Officer of the predecessor companies of Accredo Health from their inception in 1983 until 1996. He is a director of Allscripts Healthcare Solutions, Inc. and Viasystems Group, Inc., both public companies. Mr. Stevens previously was a director of Medco Health Solutions, Inc., a public company, from 2006 until 2012 when it was acquired by Express Scripts Holding Company, and Thomas & Betts Corporation, a public company, from 2004 to 2012 when it was acquired by ABB Ltd.
Gary D. Blackford. Mr. Blackford, age 56, has been one of our directors since 2008. Since 2007, Mr. Blackford has served as Chairman of the Board of Directors of Universal Hospital Services, Inc. In addition to his role as Chairman, Mr. Blackford has been the President, Chief Executive Officer and a member of the Board of Directors of Universal Hospital Services, Inc. since 2002. From 2001 to 2002, Mr. Blackford was Chief Executive Officer for Curative Health Services Inc. From 1999 to 2001, Mr. Blackford served as Chief Executive Officer for ShopforSchool, Inc. He was the Chief Operating Officer for Value Rx from 1995 to 1998 and the Chief Operating Officer and Chief Financial Officer of MedIntel Systems Corporation from 1993 to 1994. Mr. Blackford also served on the Board of Directors of Compex Technologies, Inc., a public reporting company, from 2005 until its acquisition by Encore Medical Corporation.
Martin J. Emerson. Mr. Emerson, age 50, has been one of our directors since 2006. He currently serves as President, Chief Executive Officer, and Director of Galil Medical, a private medical device company. He was the President and Chief Executive Officer and a director of American Medical Systems Holdings, Inc., a medical device company, from 2005 to 2008, where he also served as the President and Chief Operating Officer from 2004 to 2005, the Executive Vice President of Global Sales and Marketing and Chief Operating Officer from 2003 to 2004, and a Vice President and the General Manager of International from 2000 to 2002. Mr. Emerson has over 23 years of experience in the medical device industry. He was the General Manager and Finance Director in Singapore for Boston Scientific Corporation from 1998 to 2000. Mr. Emerson was the Vice President and Regional Financial Officer in Singapore for MasterCard International Incorporated from 1997 to 1998. He also held management positions with Baxter International Inc. from 1985 to 1997, most recently as the Vice President of Finance of its Hospital Business division. Mr. Emerson is a director of Incisive Surgical, Inc., a private company, and Vascular Solutions, Inc., a public company.
Lawrence W. Hamilton. Mr. Hamilton, age 56, has been one of our directors since 2007. Mr. Hamilton served as the Senior Vice President, Human Resources at Tech Data Corporation, a distributor of information technology, from 1996 to 2006, and as the Vice President, Human Resources from 1993 to 1996. Mr. Hamilton served in a variety of human resource management positions with Bristol-Myers Squibb Company from 1985 to 1993, including Vice President, Human Resources and Administration at Linvatec Corp., an arthroscopic and endoscopic division of Bristol-Myers Squibb Company, from 1991 to 1993. Mr. Hamilton is a certified Senior Professional in Human Resources and recently received the Certified Compensation Professional designation from the American Compensation Association.
Ronald K. Labrum. Mr. Labrum, age 57, has been one of our directors since February 9, 2011. From 2007 until 2012, he served as the Chief Executive Officer of Fenwal, Inc., a provider of products and technologies that support and

improve blood collection, processing and transfusion medicine. From 2004 to 2006, Mr. Labrum served as the Chief Executive Officer of Cardinal Health, Inc.'s Healthcare Supply Chain Services, which includes medical products distribution, pharmaceutical distribution, nuclear pharmacy services and the specialty distribution businesses of Cardinal Health, Inc. During 2004, Mr. Labrum served as Chairman and Chief Executive Officer of Integrated Provider Solutions and Cardinal Health - International, both divisions of Cardinal Health, Inc. Prior to 2004, Mr. Labrum served as executive vice president of Cardinal Health, Inc. and Group President of the Medical Products and Services segment. Mr. Labrum joined Cardinal Health in 1999 with the acquisition of Allegiance Healthcare

Corporation, originally American Hospital Supply Corp., where he was president of Allegiance Manufacturing and Distribution. Mr. Labrum is a director of Aptalis Pharma Inc. and Procure Treatment Centers, Inc., both private companies.

John L. Miclot. Mr. Miclot, age 55, has been one of our directors since 2007. He is currently the Chief Executive Officer and a director at Tengion Inc., a publicly traded company that is focused on organ and cell regeneration. Prior to joining Tengion Inc. in December 2011, he was an executive in residence at Warburg-Pincus. Prior to that, he was the President and Chief Executive Officer of CCS Medical, Inc., a provider of products and services for patients with chronic diseases, from 2008 to 2010. He was the President and Chief Executive Officer of Respironics, Inc., a provider of sleep and respiratory products, from 2003 until 2008. Mr. Miclot served in various positions at Respironics, Inc. from 1998 to 2003, including Chief Strategic Officer and President of the Homecare Division. His previous employer, Healthdyne Technologies, Inc., a medical device company, was acquired by Respironics, Inc. in 1998. Mr. Miclot served as Healthdyne Technologies, Inc.'s Senior Vice President, Sales and Marketing, from 1995 to 1998. He began his medical career at DeRoyal Industries, Inc., Baxter International Inc., Ohmeda Medical, Inc., and Medix Inc. Mr. Miclot served as a director of ev3 Inc., a global endovascular device company, prior to the sale of the company in 2010. Currently, Mr. Miclot is a director of Dentsply International, a publicly traded company, chairman of the Board of Directors of Breathe Technologies, Inc., a private company, as well as a director of the Pittsburgh Zoo & PPG Aquarium, Burger King Cancer Caring Center, and Central Catholic High School, all charitable and educational institutions.

Robert J. Palmisano. Mr. Palmisano, age 69, was elected director and appointed President and Chief Executive Officer by our Board of Directors on September 17, 2011. Prior to joining us, Mr. Palmisano served as President and Chief Executive Officer of ev3 Inc., a global endovascular device company, from April 2008 to July 2010, when it was acquired by Covidien plc. From 2003 to 2007, Mr. Palmisano was President and Chief Executive Officer of IntraLase Corp. Before joining IntraLase, Mr. Palmisano was President and Chief Executive Officer of MacroChem Corporation from 2001 to 2003. Mr. Palmisano currently serves on Providence College Board of Trustees. During the past five years, Mr. Palmisano previously served on the Board of Directors of Bausch & Lomb, a privately held company, and ev3 Inc., Osteotech, Inc., and Abbott Medical Optics, Inc., all public companies.

Amy S. Paul. Ms. Paul, age 62, has been one of our directors since 2008. Ms. Paul retired in 2008 following a 26-year career with C.R. Bard, Inc., a medical device company, most recently serving as the Group Vice President-International since 2003. She served in various positions at C.R. Bard, Inc. from 1982 to 2003, including President of Bard Access Systems, Inc., President of Bard Endoscopic Technologies, Vice President and Business Manager of Bard Ventures, Vice President of Marketing of Bard Cardiopulmonary Division, Marketing Manager for Davol Inc., and Senior Product Manager for Davol Inc. Ms. Paul is a director of Derma Sciences, Inc., a publicly traded company, was a director of Viking Systems, Inc., a publicly traded company, until October 2012 when it was acquired by Conmed Corporation, was a commissioner of the Northwest Commission on Colleges and Universities from 2010 to 2013, and serves on the President's Innovation Network at Westminster College.

Robert J. Quillinan. Mr. Quillinan, age 66, has been one of our directors since 2006. He retired in 2003 following a 23-year career with Coherent, Inc., a leading supplier of lasers, precision optics, and related accessories used in commercial and scientific research applications. At Coherent, Inc., Mr. Quillinan served as Executive Vice President of Mergers and Acquisitions from 2002 to 2003, Executive Vice President and Chief Financial Officer from 1983 to 2002, Vice President and Treasurer from 1982 to 1983, and Corporate Controller from 1980 to 1982. He was the Director of Financial Services for Synertek, Inc. from 1978 to 1980 and an audit manager for Main, LaFrentz & Co. from 1971 to 1978. Mr. Quillinan was a director of Iverson Genetic Diagnostics, Inc., a private company, from 2009 to August 2010.

Douglas G. Watson. Mr. Watson, age 69, is currently the Chief Executive Officer of Pittencrieff Glen Associates, a leadership and consulting firm that he founded in 1999. Prior to that, Mr. Watson served as President and Chief Executive Officer of Novartis Corporation (the U.S. subsidiary of Novartis A.G.), President and Chief Executive Officer of Ciba-Geigy Corporation (which merged into Novartis Corporation in December 1996), President of the Ciba Pharmaceuticals Division and Senior Vice President of Planning and Business Development of Ciba's U.S. Pharmaceuticals Division. In all, Mr. Watson's career with Novartis spanned 33 years, having joined Geigy (UK) Ltd.

in 1966. Mr. Watson currently serves as chairman of the board of OraSure Technologies, Inc., as a lead director of Dendreon Corporation, and a director of Delcath Systems, Inc., all public companies. Prior board memberships have included BioMimetic Therapeutics, Inc., Genta Incorporated, Javelin Pharmaceuticals, Inc., Engelhard Corporation and Summit Bank Corporation, all public companies, and Bionor Immuno AS and BZL Biologics Inc., both private companies. Mr. Watson has also served as a director of the American Liver Foundation and Freedom House Foundation, both charitable organizations.

Board of Directors' Recommendation

OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR EACH OF THE NOMINEES FOR DIRECTOR LISTED ABOVE. Each proxy solicited on behalf of our Board of Directors will be voted FOR the election of the director nominees unless the stockholder instructs otherwise in the proxy.

PROPOSAL 2

ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

We are submitting for stockholder advisory vote a resolution to approve the compensation paid to our named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion contained in this Proxy Statement. Accordingly, the following resolution will be submitted for stockholder approval at the annual meeting:

“RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion is hereby APPROVED.”

The advisory vote on the compensation of our named executive officers is non-binding. The approval or disapproval of the resolution approving our executive compensation by our stockholders will not require our Board of Directors or any of its committees to take any action regarding our executive compensation practices. The final decision on the compensation and benefits of our named executive officers and whether, and if so, how, to address stockholder disapproval remains with our Board of Directors and its committees.

Our Board of Directors believes that it, through recommendations of the Compensation Committee, is in the best position to consider the extensive information and factors necessary to make independent, objective, and competitive compensation recommendations and decisions that are in our best interest and the best interest of our stockholders. Our Board of Directors values the opinions of our stockholders as expressed through their votes and other communications. Although the resolution is non-binding, our Board of Directors will carefully consider the outcome of the advisory vote to approve the compensation of our named executive officers and those opinions when making future compensation decisions.

OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. Each proxy solicited on behalf of our Board of Directors will be voted FOR the approval of the compensation of our named executive officers unless the stockholder instructs otherwise in the proxy.

PROPOSAL 3
RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
General
The Audit Committee of our Board of Directors has selected KPMG LLP (KPMG) as the independent registered public accounting firm to perform the audit of our consolidated financial statements for 2014. KPMG has been our independent registered public accounting firm since 2002.
Our Board of Directors is asking the stockholders to ratify the selection of KPMG as our independent registered public accounting firm for 2014. Although not required by law, Nasdaq's listing standards, or our By-laws, our Board of Directors is submitting the selection of KPMG to the stockholders for ratification as a matter of good corporate practice. Even if the selection is ratified, the Audit Committee, in its discretion, may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of us and our stockholders.
Representatives of KPMG are expected to be present at the meeting. They will have an opportunity to make a statement if they desire and will be available to respond to appropriate questions from our stockholders.
Board of Directors' Recommendation
OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF THE SELECTION OF KPMG AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.
Each proxy solicited on behalf of our Board of Directors will be voted FOR the ratification of the selection of KPMG as our independent registered public accounting firm for 2014 unless the stockholder instructs otherwise in the proxy. If the stockholders do not ratify the selection, the matter will be reconsidered by the Audit Committee and our Board of Directors.
Audit and Non-Audit Services
The Audit Committee is directly responsible for the appointment, compensation, and oversight of our independent auditor. In addition to retaining KPMG to audit our consolidated financial statements for 2013, the Audit Committee retained KPMG to provide other auditing and advisory services in 2013. The Audit Committee understands the need for KPMG to maintain objectivity and independence in its audits of our financial statements. The Audit Committee has reviewed all non-audit services provided by KPMG in 2013 and has concluded that the provision of such services was compatible with maintaining KPMG's independence in the conduct of its auditing functions.
To help ensure the independence of the independent auditor, the Audit Committee has adopted a policy for the pre-approval of all audit and non-audit services to be performed for us by our independent auditor. Pursuant to this policy, all audit and non-audit services to be performed by the independent auditor must be approved in advance by the Audit Committee. The Audit Committee may delegate to one or more of its members the authority to grant the required approvals, provided that any exercise of such authority is presented to the full Audit Committee at its next regularly scheduled meeting.
The table below sets forth the aggregate fees billed by KPMG for audit and non-audit services provided to us in 2013 and 2012.

Fees	2013	2012
Audit Fees	$2,502,191	$1,259,000
Audit-Related Fees	22,500	22,000
Tax Fees	634,000	264,000
All Other Fees	62,726	-
Total	$3,221,417	$1,545,000

In the above table, in accordance with the SEC’s definitions and rules, “audit fees” are fees for professional services for the audit of a company’s financial statements included in the annual report on Form 10-K, for the review of a company’s financial statements included in the quarterly reports on Form 10-Q, and for services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements; “audit-related fees” are fees for assurance and related services that are reasonably related to the performance of the audit or review of a company's financial statements and are not included in "audit fees" and consisted of audits our benefit plan; "tax fees" are fees for tax compliance and consultation primarily related to assistance with international tax compliance and tax audits; and "all other fees" are fees for any services not included in the first three categories, which includes fees for a risk management review and assessment.

Other Independence Measures

We have taken additional steps to ensure the independence of our independent auditor. The Audit Committee requires that the lead and concurring partners assigned to the audit of our consolidated financial statements be rotated off the independent auditor’s audit engagement at least every five years. Our Board of Directors, upon the recommendation of the Audit Committee, also has adopted a policy restricting the hiring of employees or former employees of the independent auditor, who participated in any capacity in the audit of our consolidated financial statements.

EXECUTIVE OFFICERS

Executive Officers and Other Officers

The table below sets forth certain information concerning our executive officers and other officers.

Name	Age	Position(s)
Executive Officers:		
Robert J. Palmisano	69	President and Chief Executive Officer
Julie B. Andrews	43	Vice President and Chief Accounting Officer
Lance A. Berry	41	Senior Vice President and Chief Financial Officer
Peter S. Cooke	48	President, International
Daniel J. Garen	41	Senior Vice President, Chief Compliance Officer
Pascal E.R. Girin	54	Executive Vice President and Chief Operating Officer
William L. Griffin, Jr.	65	Senior Vice President and General Manager, BioMimetic Therapeutics
James A. Lightman	56	Senior Vice President, General Counsel and Secretary
Jason R. Senner	47	Senior Vice President, Chief Human Resources Officer
Eric A. Stookey	43	President, Extremities Division
Julie D. Tracy	52	Senior Vice President, Chief Communications Officer
Jennifer S. Walker	46	Senior Vice President, Process Improvement
Other Officers:		
W. Dean Morgan	47	Vice President, Tax and Treasury
John Raney	56	Vice President and Chief Information Officer

Robert J. Palmisano has been our President and Chief Executive Officer since September 17, 2011. Prior to joining us, Mr. Palmisano served as President and Chief Executive Officer of ev3 Inc., a global endovascular device company, from April 2008 to July 2010, when it was acquired by Covidien plc. From 2003 to 2007, Mr. Palmisano was President and Chief Executive Officer of IntraLase Corp. Before joining IntraLase, Mr. Palmisano was President and Chief Executive Officer of MacroChem Corporation from 2001 to 2003. Mr. Palmisano currently serves on the Providence College Board of Trustees. During the past five years, Mr. Palmisano previously served on the Board of Directors of Bausch & Lomb, a privately held company, and ev3 Inc., Osteotech, Inc., and Abbott Medical Optics, Inc., all public companies.

Julie B. Andrews has been our Vice President and Chief Accounting Officer since May 18, 2012. From February 1998 to May 2012, Ms. Andrews held numerous key financial positions with Medtronic, Inc. Most recently, Ms. Andrews served as Medtronic's Vice President, Finance for their spinal and biologics business units. Ms. Andrews brings significant accounting, finance and business skills as well as global experience, having held positions in worldwide planning and analysis in Medtronic Sofamor Danek and in Medtronic's spinal and biologics business. Prior to joining Medtronic, Ms. Andrews worked with Thomas & Betts Corporation in Memphis, Tennessee and Thomas Havey, LLP in Chicago, Illinois.

Lance A. Berry has been our Senior Vice President and Chief Financial Officer since 2009. He joined us in 2002, and, until his appointment as Chief Financial Officer, served as Vice President and Corporate Controller. Prior to joining us, Mr. Berry served as audit manager with the Memphis, Tennessee office of Arthur Andersen LLP from 1995 to 2002. Mr. Berry is a certified public accountant, inactive.

Peter S. Cooke has been our President, International since January 2014 and previously served as our Senior Vice President, International since January 2013. Prior to joining us, Mr. Cooke served as Vice President and General Manager, Vascular Therapies Emerging Markets for Covidien Public Limited Company from 2010 to January 2013. Prior to Covidien, Mr. Cooke served in various sales roles for ev3 Inc., including Vice President & General Manager, International from July 2008 to July 2010; Vice President, General Manager, International from November 2006 to June 2008; Vice President, Sales International from January 2005 until November 2006; and Regional Director Asia

Pacific & China from February 2003 until January 2005. Prior to ev3, Mr. Cooke spent 11 years at Guidant Corporation, 3 years at Baxter Healthcare Corporation and 2 years at St. Jude Medical, Inc.

Daniel J. Garen was appointed our Senior Vice President, Chief Compliance Officer in January 2012. Prior to joining us, Mr. Garen served in various legal, compliance and regulatory positions with Siemens AG. Mr. Garen served as Chief Compliance Officer and Senior Counsel from January 2007 to August 2010 and he most recently held the position of Vice President, Healthcare Policy and Clinical Affairs until January 2012 at Siemens Healthcare Sector US. Prior to joining Siemens, Mr. Garen held senior counsel and compliance officer positions with Bayer Healthcare from September 2003 to January 2007.

Pascal E.R. Girin was appointed to serve as our Executive Vice President and Chief Operating Officer on November 6, 2012. Prior to joining us, Mr. Girin served as President and Chief Executive Officer of Keystone Dental Inc. from February 2011 to June 2012. From October 2010 to February 2011, Mr. Girin served as Executive Vice President and Chief Operating Officer of Keystone Dental Inc. From July 2010 to September 2010, Mr. Girin served as Chief Operating Officer of ev3 Inc. following its acquisition by a wholly owned subsidiary of Covidien Group S.a.r.l. Prior to that time, Mr. Girin served as Executive Vice President and Chief Operating Officer of ev3 Inc. from January 2010 to July 2010, as Executive Vice President and President, Worldwide Neurovascular and International of ev3 Neurovascular Inc. from July 2008 to January 2010, as Senior Vice President and President, International of ev3 International from July 2005 to July 2008, and as General Manager, Europe of ev3 Inc. from September 2003 to July 2005. From September 1998 to August 2003, Mr. Girin served in various capacities at BioScience Europe Baxter Healthcare Corporation, most recently as Vice President. Mr. Girin received an engineering education at the French Ecole des Mines. From November 2010 until November 2, 2012, Mr. Girin had served as a director of Tornier, N.V., a publicly traded global medical device company, as well as a member of its Nominating, Corporate Governance and Compliance Committee

William L. Griffin, Jr. has been our Senior Vice President and General Manager, BioMimetic Therapeutics since March 2013. He served as our Senior Vice President, Global Operations from 2008 to March 2013. Prior to joining us, Mr. Griffin had global responsibility for all operations at Smith & Nephew, Inc. since 2002. From 1997 until 2002, he held positions at Johnson & Johnson Medical, including serving as its Vice President and General Manager. Mr. Griffin began his career in the medical device industry with Becton, Dickinson and Company where he spent 23 years with the final position of Vice President of Global Supply Chain Services.

James A. Lightman was appointed our Senior Vice President, General Counsel and Secretary on December 29, 2011. Prior to joining us, Mr. Lightman served in various legal and executive positions with Bausch & Lomb Incorporated. From February 2008 to November 2009, Mr. Lightman served as Vice President and Assistant General Counsel of Bausch & Lomb, and most recently held the position of Vice President, Global Sales Operations until August 2011. From June 2007 to February 2008, he served as Vice President and General Counsel of Eyeonics, Inc. Prior to joining Eyeonics, Mr. Lightman served as Senior Vice President and General Counsel of IntraLase Corp. from February 2005 to April 2007.

Jason R. Senner was appointed our Chief Human Resources Officer on January 15, 2014. Prior to joining us, Mr. Senner served as Division Vice President, Global Compensation, for Abbott Laboratories from January 2010 to October 2013. Prior to Abbott, Mr. Senner was Vice President, Total Rewards and HR Services, for Discover Financial Services from March 2007 to January 2010. Prior to Discover Financial Services, Mr. Senner held human resource positions at Acco Brands Corporation, Sears Holdings Corporation and RSM McGladrey Inc.

Eric A. Stookey has been the President of our Extremities division since November 2012. Mr. Stookey has served us in various other marketing and sales positions from 1995 to January 2010, including as our Senior Vice President and Chief Commercial Officer from January 2010 to November 2012, as our Vice President, North American Sales from 2007 to January 2010, as our Vice President - U.S. Sales from 2005 until 2007, as our Senior Director of Sales - Central Region from 2003 to 2005 and as our Director of Marketing for Large Joint Reconstruction Products from 2001 to 2003. He was employed by DePuy Orthopedics, Inc. from 1993 to 1995.

W. Dean Morgan became our Vice President, Tax and Treasury in October 2011. He previously served as the Director, Tax from 2003 to 2010 and Vice President, Tax from 2010 to 2011. Prior to joining us, Mr. Morgan was employed by Buckeye Technologies, Inc., a manufacturer and distributor of cellulose-based specialty products, and Arthur Andersen LLP. Mr. Morgan is a certified public accountant.

John Raney became our Vice President and Chief Information Officer in March 2012. Prior to joining us, Mr. Raney served as Vice President, IT Strategy for Express Scripts, Inc. from May 2011 to March 2012, and served as Vice President, Corporate Systems and Data from April 2007 to May 2011. Before joining Express Scripts, Mr. Raney held senior level information technology positions with Metal Container Corporation (a subsidiary of Anheuser-Busch Inc.) from December 1990 to April 2001 and Anheuser-Busch Inc. from April 2001 to December 2005.

Julie D. Tracy was appointed our Senior Vice President, Chief Communications Officer in October 2011. Prior to joining us, Ms. Tracy most recently served as Chief Communications Officer for Epocrates, Inc. from March 2011 to

October 2011. From January 2008 to July 2010, Ms. Tracy was Senior Vice President and Chief Communications Officer for ev3 Inc. Prior to ev3, Ms. Tracy held marketing and investor relations positions at Kyphon Inc. from January 2003 to November 2007 and Thoratec Corporation from January 1998 to January 2003.

Jennifer S. Walker became our Senior Vice President, Process Improvement in December 2011. Prior to this role, she had served as our Vice President & Corporate Controller since December 2009. Since joining our financial organization in 1993, she has also served as Assistant Controller, Director, Financial Reporting & Risk Management, Director, Corporate Tax & Risk Management and Tax Manager. Prior to joining us, Ms. Walker was a senior tax accountant with Arthur Andersen LLP. Ms. Walker is a certified public accountant.

Code of Business Conduct

We have adopted a Code of Business Conduct which applies to all of our directors, officers, employees and agents, as well as those of our subsidiaries. The Code of Business Conduct satisfies the SEC's requirements for a "code of ethics" and Nasdaq's requirements for a "code of conduct." The Code of Business Conduct, which was revised by our Board of Directors on February 2012, is posted on our website at http://www.wmt.com/compliance. The information on our website, however, is not a part of this Proxy Statement. The Code of Business Conduct may be waived for any director or officer only by our Board of Directors upon the recommendation of both our Nominating, Compliance and Governance Committee and our ethics officer. Our Board of Directors has no present intention to permit any waiver of the Code of Business Conduct for any director or officer. We intend to make all required disclosures concerning amendments to, or waivers from, the Code of Business Conduct by posting such information on our website or by filing a Form 8-K.

OTHER MATTERS

As of the date hereof, our Board of Directors knows of no business that will be presented at the meeting other than the proposals described in this Proxy Statement. If any other proposal properly comes before the stockholders for a vote at the meeting, the proxy holders will vote the shares of common stock represented by proxies that are submitted to us in accordance with their best judgment.

ADDITIONAL INFORMATION

Solicitation of Proxies

We will solicit proxies on behalf of our Board of Directors by mail, telephone, facsimile, or other electronic means or in person. We will pay the proxy solicitation costs. We will supply copies of the proxy solicitation materials to brokerage firms, banks, and other nominees for the purpose of soliciting proxies from the beneficial owners of the shares of common stock held of record by such nominees. We have not retained any firm to assist with the solicitation of proxies. We request that such brokerage firms, banks, and other nominees forward the proxy solicitation materials to the beneficial owners and will reimburse them for their reasonable expenses.

Mailing Address of Principal Executive Office

The mailing address of our principal executive office is Wright Medical Group, Inc., 1023 Cherry Road, Memphis, Tennessee 38117.

Stockholder Proposals for Inclusion in Proxy Statement for 2015 Annual Meeting of Stockholders

To be considered for inclusion in our proxy statement for the 2015 Annual Meeting of Stockholders, a stockholder proposal must be received by us no later than the close of business on December 1, 2014. Stockholder proposals must be sent to Corporate Secretary, Wright Medical Group, Inc., 1023 Cherry Road, Memphis, Tennessee 38117. We will not be required to include in our proxy statement any stockholder proposal that does not meet all the requirements for such inclusion established by the SEC’s proxy rules and Delaware corporate law.

Other Stockholder Proposals for Presentation at 2015 Annual Meeting of Stockholders

For any proposal that is not submitted for inclusion in our proxy statement for the 2015 Annual Meeting of Stockholders, but is instead sought to be presented directly at the meeting, the SEC’s rules permit management to vote proxies in its discretion if: (i) we receive notice of the proposal before the close of business on February 14, 2015, and advise stockholders in the proxy statement about the nature of the matter and how management intends to vote on such matter; or (ii) we do not receive notice of the proposal prior to the close of business on February 14, 2015. Notices of intention to present proposals at the 2015 Annual Meeting of Stockholders should be sent to Corporate Secretary, Wright Medical Group, Inc., 1023 Cherry Road, Memphis, Tennessee 38117.

By Order of our Board of Directors,

/s/ James A. Lightman
James A. Lightman
Secretary

Memphis, Tennessee
March 31, 2014

Appendix A

Non-GAAP Financial Measures

The Target Levels in the Compensation Disclosure and Analysis section of this Proxy Statement includes a discussion of adjusted revenue from continuing operations and adjusted operating loss from continuing operations. The following explains how those numbers are calculated from the Company's audited financial statements.

Adjusted Revenue from Continuing Operations

Adjusted Revenue from Continuing Operations is calculated by excluding (a) the difference in foreign currency to a plan rate and (b) the impact of the Biotech International acquisition.

Adjusted Operating Loss from Continuing Operations

Adjusted Operating Loss from Continuing Operations, as adjusted, is calculated by excluding (a) BioMimetic impairment charges, (b) non-cash inventory step-up amortization, (c) distributor conversion costs and amortization of distributor non-competes, (d) due diligence, transaction, and transition costs associated with acquisitions, (e) transition costs related to the OrthoRecon Divestiture, and (f) the impact of the Biotech International acquisition.