

WRIGHT MEDICAL GROUP INC

Form 425

November 14, 2014

Advances in Foot and Ankle Surgery

Sheraton New York

November 14-15, 2014

1

Pascal Girin

Chief Operating Officer  
Filed by Wright Medical Group, Inc.  
pursuant to Rule to Rule 425  
Under the Securities Act of 1933  
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Under the Securities Exchange Act of 1934  
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SEC,  
available  
at  
[www.sec.gov](http://www.sec.gov),  
for  
a  
discussion  
of

these  
and  
other  
risks  
and  
uncertainties.

The  
forward-looking  
statements

2

This presentation includes forward-looking statements. These forward-looking statements generally can be identified by the use of words such as anticipate, expect, plan, could, may, will, believe, estimate, forecast, goal, project, or words of similar meaning. Forward-looking statements in this presentation include, but are not limited to, statements about the benefits of the transaction; potential synergies and cost savings and the timing thereof; future financial and operating results; the expected timing of the completion of the transaction; the combined company's plans, objectives, expectations and intentions with respect to future operations, products and services, the approvable status and anticipated final PMA approval of Wright's Augment Bone Graft product, and the positive effects such final approval is anticipated to have on the combined business. Each forward-looking statement contained in this presentation is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statement. Applicable risks and uncertainties include, among others, uncertainties as to the timing of the transaction; uncertainties as to whether Tornier shareholders and Wright shareholders will approve the transaction; the risk that competing offers will be made; the possibility that various closing conditions for the transaction may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction, or the terms of such approval; the effects of disruption from the transaction making it more difficult to maintain relationships with employees, customers, vendors and other business partners; the risk that shareholder litigation in connection with the transaction may result in significant costs of defense, indemnification and liability; other business effects, including the effects of industry, economic or political conditions outside of Wright's or Tornier's control; the failure to realize synergies and cost-savings from the transaction or delay in realization thereof; the businesses of Wright and Tornier may not be combined successfully, or such combination may take longer, be more difficult, time-consuming and costly to accomplish than expected; operating costs and business disruption following completion of the transaction, including adverse effects on employee retention and on Wright's and Tornier's respective business relationships with third parties; transaction costs; actual or contingent liabilities; the adequacy of the combined company's capital resources; failure or delay in ultimately obtaining FDA approval of Wright's Augment Bone Graft for commercial sale in the United States, failure to achieve the anticipated benefits from approval of Augment Bone Graft, and the risks identified under the heading "Risk Factors" in Wright's Annual Report on Form 10-K, filed with the SEC on February 27, 2014, and Tornier's Annual Report on Form 10-K, filed with the SEC on February 21, 2014, as well as both companies' subsequent Quarterly Reports on Form 10-Q and other information filed by each company with the SEC. Wright and Tornier caution investors not to place considerable reliance on the forward-looking statements contained in this presentation. You are encouraged to read Wright's and Tornier's filings with the

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in this presentation speak only as of the date of this release, and Wright and Tornier undertake no obligation to update or revise any of these statements. Wright's and Tornier's businesses are subject to substantial risks and uncertainties, including those referenced above. Investors, potential investors, and others should give careful consideration to these risks and uncertainties.

Cautionary Note Regarding Forward-Looking Statements

Wright and Tornier use non-GAAP financial measures, including EBITDA, as adjusted. Their respective management teams believe that the presentation of these measures provides useful information to investors and that these measures may assist investors in evaluating their respective company's operations, period over period.

EBITDA

is  
calculated  
by  
adding  
back  
to  
net  
income

charges for interest, income taxes and depreciation and amortization expenses. While it is not possible to reconcile the adjusted EBITDA forecast in this presentation to the nearest metric under U.S. generally accepted accounting principles (GAAP) of the combined business without unreasonable effort, the adjusted EBITDA forecast excludes non-cash stock based compensation expense and non-operating income and expense, as well as the expected impact of such items as transaction and transition costs, impacts from the sale of Wright's OrthoRecon business and costs associated with distributor conversions and non-competes, all of which may be highly variable, difficult to predict and of a size that could have substantial impact on the combined company's reported results of operations for a period. Investors should consider these non-GAAP measures only as a supplement to, not as a substitute for or as superior to, measures of financial performance prepared in accordance with GAAP.

Note on Non-GAAP Financial Measures

3

In connection with the proposed merger, Tornier plans to file with the U.S. Securities and Exchange Commission (SEC) a registration statement on Form S-4 that will include a joint proxy statement of Wright and Tornier that also constitutes a prospectus of Tornier. Wright and Tornier will make the joint proxy statement/prospectus available to their respective shareholders. Investors are urged to read the joint proxy statement/prospectus when it becomes available, because it will contain important information. The registration statement, definitive joint proxy statement/prospectus and other documents filed

by  
Tornier

and  
Wright  
with  
the  
SEC  
will  
be  
available  
free  
of  
charge  
at  
the  
SEC's  
website  
([www.sec.gov](http://www.sec.gov))

and  
from  
Tornier and Wright. Requests for copies of the joint proxy statement/prospectus and other documents filed by Wright with the SEC may be made by contacting Julie Tracy, Senior Vice President and Chief Communications Officer by phone at (901) 290-5817

or  
by  
email  
at  
[julie.tracy@wmt.com](mailto:julie.tracy@wmt.com),

and  
request  
for  
copies  
of  
the  
joint  
proxy  
statement/prospectus

and  
other  
documents filed by Tornier may be made by contacting Shawn McCormick, Chief Financial Officer by phone at (952) 426-7646

or  
by  
email  
at  
[shawn.mccormick@tornier.com](mailto:shawn.mccormick@tornier.com).

Wright, Tornier, their respective directors, executive officers and employees may be deemed to be participants in the solicitation of proxies from Wright's and Tornier's shareholders in connection with the proposed transaction. Information about the directors and executive officers of Wright and their ownership of Wright stock is set forth in Wright's annual report on Form 10-K for the fiscal year ended December 31, 2013, which was filed with the SEC on February 27, 2014 and its proxy statement for its 2014 annual meeting of stockholders, which was filed with the SEC on March 31, 2014. Information regarding Tornier's directors and executive officers is contained in Tornier's annual report on Form 10-K for the fiscal year



ended  
December  
29,  
2013,  
which  
was  
filed  
with  
the  
SEC  
on  
February  
21,  
2014,  
and  
its  
proxy  
statement  
for  
its  
2014  
annual  
general  
meeting  
of  
shareholders,  
which  
was  
filed  
with  
the  
SEC  
on  
May  
16,  
2014.

These  
documents  
can  
be  
obtained  
free  
of

charge from the sources indicated above. Certain directors, executive officers and employees of Wright and Tornier may have direct or indirect interest in the transaction due to securities holdings, vesting of equity awards and rights to severance payments. Additional information regarding the participants in the solicitation of Wright and Tornier shareholders will be included in the joint proxy statement/prospectus.

Important Additional Information and Where To Find It

4



Wright Medical: A Company Transformation  
Singular Focus  
Industry Leader  
High Growth  
Transformation  
2012  
2012  
Multiple Lines

Unclear Strategy  
Revenue Decline  
2014  
2014  
Direct F&A  
Sales Force  
R&D  
Acceleration  
MedEd  
Acceleration  
International  
Expansion  
M&A  
(5 Acquisitions)  
OrthoRecon  
Divestiture  
6

7

When approved, Augment will add breakthrough product to Wright's comprehensive suite of biologic technologies

WRIGHT

WRIGHT

Biologic

Biologic

Solutions

Solutions

Calcium Sulfate®

Technology

PRO-DENSE®

Technology

PRO-STIM®

Technology

DBM/CBM Technology

FUSIONFLEX®

Technology

GRAFTJACKET®

Matrix

Wedge Technology

IGNITE®

Technology

Breakthrough Biologic

Breakthrough Biologic

Unique Solution for

Unique Solution for

Ankle/Hindfoot Fusion

Ankle/Hindfoot Fusion

Platform for Future Growth

Platform for Future Growth

Opportunities

Opportunities

\* Final approval subject to customary preapproval inspections

\* *Final approval subject to customary preapproval inspections*

inal approval subject to customary preapproval inspections

On October 27, Wright Announced Receipt of FDA Approvable

Letter for Augment

®

Bone Graft

\*

Wright and Tornier Agree to Merge Creating  
Premier  
High-Growth Extremities-Biologics Company  
Combination Will Offer Comprehensive Upper and Lower Extremity Product Portfolio and  
Broad Global Reach  
Further  
Accelerates  
Growth

Opportunities

in

Three

of

the

Fastest

Growing

Areas

in

Orthopaedics

Adds Significant Scale and Scope to Provide Accelerated Path to Profitability and

Stronger Financial Profile

Wright

Receives

Approvable

Letter

from

FDA

for

Augment®

Bone

Graft

+

8



Creates the Premier High-Growth Extremities-Biologics Company with Comprehensive  
Upper and Lower Extremity Product Portfolio and Broad Global Reach

10% of revenue

59% of revenue

\*2013 revenue

UPPER EXTREMITIES

LOWER EXTREMITIES

62% of revenue

19% of revenue

EVOLVE®

Radial Head

INFINITY®

Total Ankle

System

Aequalis

Ascend Flex

Convertible Shoulder

System

CannuLink

Intraosseous

Fixation System

Comprehensive Upper and Lower Extremity Product Portfolio and Broad Global Reach

Accelerated

Growth

Opportunities

in

Three

of

the

Fastest

Growing

Areas

in

Orthopaedics

Significant Scale & Scope to Provide Accelerated Path to Profitability and Stronger Financial Profile

9

Compelling Strategic Rationale