

---

---

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

---

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Rule 14d-100)  
(Amendment No. 3)**

---

**Wright Medical Group N.V.**  
(Name of Subject Company (Issuer))

**Stryker B.V.**  
(Offeror)  
a direct, wholly owned subsidiary of

**Stryker Delaware, Inc.**  
(Parent of Offeror)  
a direct, wholly owned subsidiary of

**Stryker Corporation**  
(Ultimate Parent of Offeror)  
(Names of Filing Persons (identifying status as offeror, issuer, or other person))

---

**Ordinary shares, par value €0.03 per share**  
(Title of Class of Securities)

**N96617118**  
(CUSIP Number of Class of Securities)

**Robert S. Fletcher**  
**Vice President, Chief Legal Officer**  
**Stryker Corporation**  
**2825 Airview Boulevard**  
**Kalamazoo, Michigan 49002**  
**+1 (269) 385-2600**

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*with copies to:*  
**Richard C. Witzel, Jr.**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**155 North Wacker Drive**  
**Chicago, Illinois 60606**  
**+1 (312) 407-0700**

## CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$4,078,890,781.96	\$529,440.02

\* Calculated solely for purposes of determining the filing fee. The calculation of the transaction value is determined by adding the sum of (i) 128,533,733 ordinary shares, par value €0.03 per share, of Wright Medical Group N.V. multiplied by the offer consideration of \$30.75 per share, (ii) the net offer consideration for 8,963,533 outstanding stock options with an exercise price less than \$30.75 per share (which is calculated by multiplying the number of shares underlying such outstanding stock options by an amount equal to \$30.75 minus the weighted average exercise price for such stock options of \$23.63 per share), (iii) 1,250,367 shares subject to issuance pursuant to restricted stock units, multiplied by the offer consideration of \$30.75 per share and (iv) 787,296 shares subject to issuance pursuant to performance share units, multiplied by the offer consideration of \$30.75 per share. The foregoing share figures have been provided by the issuer to the offeror and are as of December 11, 2019, the most recent practicable date.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for Fiscal Year 2020, issued August 23, 2019, by multiplying the transaction value by 0.0001298.

☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule, and the date of its filing.

Amount Previously Paid:	\$529,440.02	Filing Party:	Stryker B.V., Stryker Delaware, Inc. and Stryker Corporation
Form or Registration No.:	Schedule TO	Date Filed:	December 13, 2019

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☒ third-party tender offer subject to Rule 14d-1.
- ☐ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 3 (this “*Amendment*”) amends and supplements the Tender Offer Statement on Schedule TO initially filed with the United States Securities and Exchange Commission on December 13, 2019 (together with any amendments and supplements thereto, the “*Schedule TO*”) in relation to the tender offer by Stryker B.V., a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) organized under the laws of the Netherlands (“*Purchaser*”) and an indirect, wholly owned subsidiary of Stryker Corporation, a Michigan corporation (“*Stryker*”), for all outstanding ordinary shares, par value €0.03 per share (the “*Shares*”), of Wright Medical Group N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of the Netherlands registered with the trade register in the Netherlands under file number 34250781 (“*Wright*”) at a price of \$30.75 per Share, without interest and less applicable withholding taxes, to the holders thereof, payable in cash, upon the terms and subject to the conditions set forth in the offer to purchase dated December 13, 2019 (together with any amendments and supplements thereto, the “*Offer to Purchase*”), a copy of which is attached as Exhibit (a)(1)(A) to the Schedule TO, and in the related letter of transmittal (together with any amendments and supplements thereto, the “*Letter of Transmittal*”), a copy of which is attached as Exhibit (a)(1)(B) to the Schedule TO, which, together with any other related materials, as each may be amended or supplemented from time to time, collectively constitute the “*Offer*.”

All information contained in the Offer to Purchase and the Letter of Transmittal, including all schedules thereto, is hereby incorporated by reference into all of the applicable items in the Schedule TO, except that such information is amended and supplemented to the extent specifically provided in this Amendment. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

#### **Items 1 through 11.**

1. Items 1, 4 and 11 of the Schedule TO are hereby amended and supplemented by adding the following text thereto:

On February 26, 2020, Stryker announced an extension of the expiration of the Offer to 5:00 p.m., Eastern Time, on April 30, 2020, unless the Offer is further extended or earlier terminated in accordance with the Purchase Agreement. The Offer was previously scheduled to expire at 9:00 a.m., Eastern Time, on February 27, 2020.

The Depositary has advised Stryker and Purchaser that, as of 5:00 p.m., Eastern Time, on February 25, 2020, 17,446,435 Shares, representing approximately 13.6% of the outstanding Shares, have been validly tendered pursuant to the Offer and not properly withdrawn.

The full text of the press release issued by Stryker announcing the extension of the Offer is attached hereto as Exhibit (a)(5)(H) and is incorporated by reference herein.

2. The Offer to Purchase is hereby amended and supplemented by amending and restating the first sentence of the fourth paragraph of the cover page of the Offer to Purchase and the first sentence of the fourth paragraph of the Introduction on page 1 of the Offer to Purchase in their entirety to read as follows:

The Purchase Agreement provides, among other things, that, subject to the terms and conditions set forth therein, Purchaser will (and Stryker will cause Purchaser to), (a) at or promptly following the Expiration Time (but in any event within one (1) business day thereafter), accept for payment (the time of acceptance for payment, the “*Acceptance Time*”) and (b) at or promptly following the Acceptance Time (but in any event within two (2) business days (calculated as set forth in Rule 14d-1(g)(3) promulgated under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) thereafter), pay for all Shares validly tendered and not properly withdrawn pursuant to the Offer as of the Acceptance Time (such time of payment, the “*Offer Closing*”).

3. The Offer to Purchase is hereby amended and supplemented by amending and restating the first sentence of the second paragraph under the question “How long do I have to decide whether to tender my Shares pursuant to the Offer?” on page v the Offer to Purchase in its entirety to read as follows:

The Purchase Agreement provides, among other things, that, subject to the terms and conditions set forth therein, we will (and Stryker will cause us to), (a) at or promptly following the Expiration Time (but in any event within one (1) business day thereafter), accept for payment (the time of acceptance for payment, the “*Acceptance Time*”) and (b) at or promptly following the Acceptance Time (but in any event within two (2) business days (calculated as set forth in Rule 14d-1(g)(3) promulgated under the Exchange Act) thereafter), pay for all Shares validly tendered and not properly withdrawn pursuant to the Offer as of the Acceptance Time (such time of payment, the “*Offer Closing*”).

4. The Offer to Purchase is hereby amended and supplemented by amending and restating the first sentence of the first paragraph of Section 1—“Terms of the Offer” on page 7 of the Offer to Purchase in its entirety to read as follows:

On the terms and subject to the conditions of the Offer (including, if the Offer is extended or amended, the terms and conditions of such extension or amendment), we will (and Stryker will cause us to), (a) at or promptly following the Expiration Time (but in any event within one (1) business day thereafter), accept for payment and (b) at or promptly following the Acceptance Time (but in any event within two (2) business days (calculated as set forth in Rule 14d-1(g)(3) promulgated under the Exchange Act) thereafter), pay for all Shares validly tendered and not properly withdrawn pursuant to the Offer (as permitted under Section 4—“Withdrawal Rights”) as of the Acceptance Time.

5. The Offer to Purchase is hereby amended and supplemented by amending and restating the first sentence of the first paragraph of Section 2—“Acceptance for Payment and Payment for Shares” on pages 9-10 of the Offer to Purchase in its entirety to read as follows:

Subject to the satisfaction or waiver by Purchaser (to the extent such waiver is permitted by applicable law and the terms of the Purchase Agreement) of all the conditions to the Offer set forth in Section 15—“Certain Conditions of the Offer,” we will (and Stryker will cause us to), (a) at or promptly following the Expiration Time (but in any event within one (1) business day thereafter), accept for payment and (b) at or promptly following the Acceptance Time (but in any event within two (2) business days (calculated as set forth in Rule 14d-1(g)(3) promulgated under the Exchange Act) thereafter), pay for all Shares validly tendered and not properly withdrawn pursuant to the Offer as of the Acceptance Time.

#### **Amendments to the Offer to Purchase and the Other Exhibits to the Schedule TO**

The information set forth in the Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, as amended, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, is hereby amended and supplemented as follows:

All references to “9:00 a.m., Eastern Time, on February 27, 2020” in the Offer to Purchase (Exhibit (a)(1)(A)), Letter of Transmittal (Exhibit (a)(1)(B)), Notice of Guaranteed Delivery (Exhibit (a)(1)(C)), Letter to Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees (Exhibit (a)(1)(D)) and Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees (Exhibit (a)(1)(E)) are hereby amended and replaced with “5:00 p.m., Eastern Time, on April 30, 2020.”

---

## SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2020

**Stryker B.V.**

By: /s/ Spencer Stiles

Name: Spencer Stiles

Title: Managing Director

By: /s/ Stuart Silk

Name: Stuart Silk

Title: Managing Director

**Stryker Delaware, Inc.**

By: /s/ Spencer Stiles

Name: Spencer Stiles

Title: President

**Stryker Corporation**

By: /s/ Timothy J. Scannell

Name: Timothy J. Scannell

Title: President and Chief Operating Officer

## EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(A)	Offer to Purchase, dated December 13, 2019 *
(a)(1)(B)	Form of Letter of Transmittal *
(a)(1)(C)	Form of Notice of Guaranteed Delivery *
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees *
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees *
(a)(5)(A)	Press Release, dated November 4, 2019 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by Stryker Corporation with the United States Securities and Exchange Commission on November 4, 2019)
(a)(5)(B)	Investor Presentation, dated November 4, 2019 (incorporated by reference to Exhibit 99.2 to the Schedule TO-C filed by Stryker Corporation with the United States Securities and Exchange Commission on November 4, 2019)
(a)(5)(C)	Conference call transcript, dated November 4, 2019 (incorporated by reference to Exhibit 99.3 to the Schedule TO-C filed by Stryker Corporation with the United States Securities and Exchange Commission on November 4, 2019)
(a)(5)(D)	Social media post, dated November 4, 2019 (incorporated by reference to Exhibit 99.4 to the Schedule TO-C filed by Stryker Corporation with the United States Securities and Exchange Commission on November 4, 2019)
(a)(5)(E)	Presentation to Wright Employees, dated November 6, 2019 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by Stryker Corporation with the United States Securities and Exchange Commission on November 6, 2019)
(a)(5)(F)	Transcript of presentation by Wright and Stryker management to Wright employees held on November 6, 2019 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by Stryker Corporation with the United States Securities and Exchange Commission on November 18, 2019)
(a)(5)(G)	Class Action Complaint, dated January 15, 2020 ( <i>Thompson v. Wright Medical Group N.V., et al.</i> ) (incorporated by reference to Exhibit (a)(5)(M) to the Schedule 14D-9 filed by Wright Medical Group N.V. with the United States Securities and Exchange Commission on January 21, 2020)
(a)(5)(H)	Press Release, dated February 26, 2020
(d)(1)	Purchase Agreement, dated as of November 4, 2019, by and among Stryker Corporation, Stryker, B.V. and Wright Medical Group N.V. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Stryker Corporation with the United States Securities and Exchange Commission on November 6, 2019)
(d)(2)	Confidentiality Agreement, dated September 22, 2019, by and between Stryker Corporation and Wright Medical Group N.V. *

\* Previously filed.

2825 Airview Boulevard  
Kalamazoo, MI 49002

The Stryker logo, featuring the word "stryker" in a bold, lowercase, sans-serif font.

**Press release**

**Number:** 2020-07  
**Date:** February 26, 2020

**Stryker extends cash tender offer for all outstanding shares of Wright Medical**

Kalamazoo, Michigan – **(February 26, 2020)** – Stryker (NYSE: SYK) announced today that Stryker B.V., an indirect, wholly owned subsidiary of Stryker, has extended the offering period of its previously announced cash tender offer for all outstanding ordinary shares of Wright Medical Group N.V. (NASDAQ: WMGI). The tender offer is being made pursuant to the purchase agreement, dated November 4, 2019, among Stryker, Stryker B.V. and Wright Medical.

The tender offer is now scheduled to expire at 5:00 p.m., Eastern Time, on April 30, 2020, unless the tender offer is further extended or earlier terminated in accordance with the purchase agreement.

American Stock Transfer & Trust Company, LLC, the depositary for the tender offer, has advised Stryker B.V. that as of 5:00 p.m., Eastern Time, on February 25, 2020, the last business day prior to the announcement of the extension of the offer, 17,446,435 Wright Medical ordinary shares, representing approximately 13.6% of the outstanding Wright Medical ordinary shares, have been validly tendered pursuant to the tender offer and not properly withdrawn. Shareholders who have already tendered their Wright Medical ordinary shares do not have to re-tender their shares or take any other action as a result of the extension of the expiration date of the tender offer.

Completion of the tender offer remains subject to the conditions described in the tender offer statement on Schedule TO filed by Stryker B.V. with the U.S. Securities and Exchange Commission on December 13, 2019, as amended. The tender offer will continue to be extended until all conditions are satisfied or waived, or until the tender offer is terminated, in either case pursuant to the terms of the purchase agreement and as described in the Schedule TO.

Innisfree M&A Incorporated is acting as information agent for the tender offer. Requests for documents and questions regarding the tender offer may be directed to Innisfree M&A Incorporated by telephone, toll-free at (888) 750-5834 for shareholders, or collect at (212) 750-5833 for banks and brokers.

**About Stryker**

Stryker is one of the world's leading medical technology companies and, together with its customers, is driven to make healthcare better. The company offers innovative products and services in Orthopaedics, Medical and Surgical, and Neurotechnology and Spine that help improve patient and hospital outcomes. More information is available at [www.stryker.com](http://www.stryker.com).

---

## **Forward-looking statements**

This press release contains information that includes or is based on forward-looking statements within the meaning of the federal securities law that are subject to various risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in such statements. Such factors include, but are not limited to: the failure to satisfy any of the closing conditions to the acquisition of Wright, including the receipt of any required regulatory clearances (and the risk that such clearances may result in the imposition of conditions that could adversely affect the expected benefits of the transaction); delays in consummating the acquisition of Wright; unexpected liabilities, costs, charges or expenses in connection with the acquisition of Wright; the effects of the proposed Wright transaction (or the announcement thereof) on the parties relationships with employees, customers, other business partners or governmental entities; weakening of economic conditions that could adversely affect the level of demand for our products; pricing pressures generally, including cost-containment measures that could adversely affect the price of or demand for our products; changes in foreign exchange markets; legislative and regulatory actions; unanticipated issues arising in connection with clinical studies and otherwise that affect U.S. Food and Drug Administration approval of new products, including Wright products; potential supply disruptions; changes in reimbursement levels from third-party payors; a significant increase in product liability claims; the ultimate total cost with respect to recall-related matters; the impact of investigative and legal proceedings and compliance risks; resolution of tax audits; the impact of the federal legislation to reform the United States healthcare system; costs to comply with medical device regulations; changes in financial markets; changes in the competitive environment; our ability to integrate and realize the anticipated benefits of acquisitions in full or at all or within the expected timeframes, including the acquisition of Wright; and our ability to realize anticipated cost savings. Additional information concerning these and other factors is contained in our filings with the U.S. Securities and Exchange Commission, including our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.

## **Additional Information and Where to Find It**

The tender offer for Wright's outstanding ordinary shares referenced herein commenced on December 13, 2019. This communication is not a recommendation, an offer to purchase or a solicitation of an offer to sell ordinary shares of Wright or any other securities. This communication may be deemed to be solicitation material in respect of the EGM Proposals (defined below). On December 13, 2019, Stryker filed with the Securities and Exchange Commission (the "SEC") a Tender Offer Statement on Schedule TO, and Wright filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9. On February 21, 2020, Wright filed with the SEC a preliminary proxy statement in connection with an extraordinary general meeting of shareholders of Wright, at which the Wright shareholders will vote on certain proposed resolutions (the "EGM Proposals") in connection with the transactions referenced herein, and will mail the definitive proxy statement and a proxy card to each shareholder entitled to vote at the extraordinary general meeting. SHAREHOLDERS ARE URGED TO READ THE TENDER OFFER STATEMENT (INCLUDING THE OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS), THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 AND THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS TO ANY OF THE FOREGOING), AS THEY WILL CONTAIN IMPORTANT INFORMATION THAT PERSONS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR ORDINARY SHARES OR MAKING ANY VOTING DECISION. Shareholders can obtain these documents when they are filed and become available free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). Copies of the documents filed with the SEC by Stryker will be available free of charge on Stryker's website, [www.stryker.com](http://www.stryker.com), or by contacting Stryker's investor relations department at [katherine.owen@stryker.com](mailto:katherine.owen@stryker.com). Copies of the documents filed with the SEC by Wright will be available free of charge on Wright's website, [www.wright.com](http://www.wright.com), or by contacting Wright's investor relations department at [julie.dewey@wright.com](mailto:julie.dewey@wright.com). In addition, Wright shareholders may obtain free copies of the tender offer materials by contacting Innisfree M&A Incorporated, the information agent for the tender offer, toll free at (888) 750-5834.



---

**Participants in the Solicitation**

Wright, its directors and executive officers and other members of its management and employees, as well as Stryker and its directors and executive officers, may be deemed to be participants in the solicitation of proxies from Wright's shareholders in connection with the EGM Proposals. Information about Wright's directors and executive officers and their ownership of Wright ordinary shares is set forth in the preliminary proxy statement regarding the transaction, which was filed with the SEC on February 21, 2020, and will be set forth in the definitive proxy statement that will be filed with the SEC and mailed to each shareholder entitled to vote at the extraordinary general meeting of shareholders of Wright. Information about Stryker's directors and executive officers is set forth in the proxy statement for Stryker's 2019 annual meeting of shareholders, which was filed with the SEC on March 20, 2019. Shareholders may obtain additional information regarding the direct and indirect interests of the participants in the solicitation of proxies in connection with the EGM Proposals, including the interests of Wright's directors and executive officers in the transaction, which may be different than those of Wright's shareholders generally, by reading the proxy statement and other relevant documents regarding the transaction which will be filed with the SEC.

**Contacts****For investor inquiries please contact:**

Katherine Owen, Vice President, Strategy & Investor Relations at 269-385-2600 or [katherine.owen@stryker.com](mailto:katherine.owen@stryker.com)

**For media inquiries please contact:**

Yin Becker, Vice President, Communications, Public Affairs and Corporate Marketing at 269-385- 2600 or [yin.becker@stryker.com](mailto:yin.becker@stryker.com)