

WRIGHT MEDICAL GROUP INC

Form PRE 14A

March 20, 2013

Table of Contents

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:

x Preliminary Proxy Statement

o Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

o 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)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act

Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials:

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

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement no.:

(3) Filing party:

(4) Date filed:

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Table of Contents

Wright Medical Group, Inc. 5677 Airline Road, Arlington, Tennessee 38002 901-867-9971 www.wmt.com  
NOTICE OF

2013 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 14, 2013

To Our Stockholders:

The 2013 Annual Meeting of Stockholders of Wright Medical Group, Inc. will be held at the Westin Memphis Beale Street, located at 170 Lt. George W. Lee Avenue, Memphis, TN 38103, on May 14, 2013, beginning at 8 a.m. (Central Time). At the meeting, our stockholders will vote on the following items:

1. Approval of an amendment to our certificate of incorporation increasing the maximum size of our Board of Directors to ten directors;
2. Election of nine directors to serve on our Board of Directors for a term of one year;
3. Subject to the approval of Proposal 1, election of a tenth director to serve on our Board of Directors for a term of one year;
4. Approval of the Amended and Restated 2002 Employee Stock Purchase Plan;
5. Approval of the Second Amended and Restated 2009 Equity Incentive Plan;
6. Approval of the Amended and Restated 2010 Executive Performance Incentive Plan;
7. An advisory vote to approve the compensation of our named executive officers; and
8. Ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2013.

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 15, 2013, 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 4, 2013, and at the meeting on May 14, 2013.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders To Be Held on May 14, 2013. The Proxy Statement and 2012 Annual Report are available at [www.wmt.com/proxy](http://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.**

Table of Contents

By Order of our Board of Directors,

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

April [\*], 2013

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TABLE OF CONTENTS

	Page
INFORMATION ABOUT THE MEETING	2
Why am I receiving these materials?	2
Why did I receive a notice in the mail regarding the internet availability of proxy materials instead of a full set of proxy materials?	2
How do I get electronic access to the proxy materials?	2
What is the purpose of the meeting?	2
Who is entitled to vote?	2
Am I entitled to vote if my shares are held in “street name”?	3
How many shares must be present to conduct business at the meeting?	3
What happens if a quorum is not present at the meeting?	3
How do I vote my shares?	3
Can I change my vote after I submit my proxy?	4
Who will count the votes?	4
How does our Board of Directors recommend that I vote on the proposals?	4
What happens if I do not specify how my shares are to be voted?	4
Will any other business be conducted at the meeting?	4
How many votes are required for action to be taken on each proposal?	4
How will abstentions be treated?	5
How will broker non-votes be treated?	5
STOCK OWNERSHIP	6
Directors, Executive Officers, and Other Stockholders	6
Section 16(a) Beneficial Ownership Reporting Compliance	8
BOARD OF DIRECTORS	9
General	9
Director Independence	9
Board Leadership Structure	9
Risk Oversight	9
Meetings Attended by Directors	10
Board of Directors Committees	10
Director Nominations	11
Corporate Governance Principles	12
Policies and Procedures for Monitoring, Reviewing, Approving, or Ratifying Transactions with Related Persons	13
Stockholder Communications	13
Audit Committee Report	13
Compensation Committee Report	14
Compensation Discussion and Analysis	14
EXECUTIVE COMPENSATION	29
Summary Compensation Information	29
Grants of Plan-Based Awards	31
Outstanding Equity Awards	32
Option Exercises and Stock Vested During 2012	33
Potential Payments Upon Termination or Change in Control	33



DIRECTOR COMPENSATION	35
Director Compensation	35
Director Stock Ownership Guidelines	36
Compensation Committee Interlocks and Insider Participation	36
PROPOSAL 1 AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE THE MAXIMUM SIZE OF OUR BOARD OF DIRECTORS TO TEN DIRECTORS	37
Introduction	37
Summary and Effect of Proposed Amendment	37
Text of Amendment	37
Effective Date of Amendment	37
Board of Directors' Recommendation	37
PROPOSAL 2 ELECTION OF NINE DIRECTORS	38
Director Nominees	38
Board of Directors' Recommendation	39
PROPOSAL 3 ELECTION OF TENTH DIRECTOR	
Subject to the approval of Proposal 1, the Election of Tenth Director	40
Board of Directors' Recommendation	40
PROPOSAL 4 APPROVAL OF OUR AMENDED AND RESTATED 2002 EMPLOYEE STOCK PURCHASE PLAN	41
Introduction	41
Summary of Proposed Changes	41
Summary of Amended and Restated 2002 Employee Stock Purchase Plan	41
Federal Income Tax Consequences	43
New Plan Benefits	44
Board of Directors' Recommendation	44
PROPOSAL 5 APPROVAL OF OUR SECOND AMENDED AND RESTATED 2009 EQUITY INCENTIVE PLAN	45
Introduction	45
Summary of Proposed Changes	45
Summary of Second Amended and Restated 2009 Equity Incentive Plan	46
Types of Equity Based Awards	47
Federal Income Tax Consequences	49
Common Stock Price	50
Award Grants	50
Board of Directors' Recommendation	51
PROPOSAL 6 APPROVAL OF OUR AMENDED AND RESTATED 2010 EXECUTIVE PERFORMANCE INCENTIVE PLAN	52
Introduction	52

Summary of Proposed Changes	52
Summary of Amended and Restated 2010 Executive Performance Incentive Plan	53
Federal Income Tax Consequences	55
Common Stock Price	55
Award Payments	55
Board of Directors' Recommendation	56
PROPOSAL 7 ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	57
PROPOSAL 8 RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	58
General	58
Board of Directors' Recommendation	58
Audit and Non-Audit Services	58
Other Independence Measures	59
EXECUTIVE OFFICERS	60
Executive Officers and Other Officers	60
Code of Business Conduct	63
OTHER MATTERS	64
ADDITIONAL INFORMATION	64
Solicitation of Proxies	64
Mailing Address of Principal Executive Office	64
Stockholder Proposals for Inclusion in Proxy Statement for 2014 Annual Meeting of Stockholders	64
Other Stockholder Proposals for Presentation at 2014 Annual Meeting of Stockholders	64

Table of Contents

Wright Medical Group, Inc. 5677 Airline Road, Arlington, Tennessee 38002 901-867-9971 www.wmt.com  
PROXY STATEMENT  
FOR  
2013 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 14, 2013

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 2013 Annual Meeting of Stockholders and any postponement or adjournment thereof. The meeting will be held at the Westin Memphis Beale Street, located at 170 Lt. George W. Lee Avenue, Memphis, TN 38103, on May 14, 2013, beginning at 8 a.m. (Central Time).

At the meeting, our stockholders will vote on the following items: (1) the approval of an amendment to our certificate of incorporation increasing the maximum size of our Board of Directors to ten directors; (2) the election of nine directors to serve on our Board of Directors for a term of one year; (3) the election of a tenth director to serve on our Board of Directors for a term of one year, provided, that Proposal 1 above is approved by our stockholders; (4) approval of the Amended and Restated 2002 Employee Stock Purchase Plan; (5) approval of the Second Amended and Restated 2009 Equity Incentive Plan; (6) approval of the Amended and Restated 2010 Executive Performance Incentive Plan; (7) an advisory vote to approve the compensation of our named executive officers; and (8) the ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2013. The proposals are set forth in the accompanying Notice of 2013 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; James A. Lightman, our Senior Vice President, General Counsel, and Secretary; and Thomas L. McAllister, our Vice President, Assistant General Counsel and Assistant 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 2012 Annual Report, which includes our audited consolidated financial statements, accompanies this Proxy Statement. Although the 2012 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 April [ \* ], 2013.

WE WILL PROVIDE, WITHOUT CHARGE, A COPY OF OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2012, TO OUR STOCKHOLDERS UPON REQUEST. ALL STOCKHOLDER REQUESTS SHOULD BE SENT TO THE CORPORATE SECRETARY, WRIGHT MEDICAL GROUP, INC., 5677 AIRLINE ROAD, ARLINGTON, TENNESSEE 38002.

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.

Table of Contents

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 2013 Annual Meeting of Stockholders, which will be held at the Westin Memphis Beale Street, located at 170 Lt. George W. Lee Avenue, Memphis, TN 38103, on May 14, 2013, 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 2012 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. Approval of an amendment to our certificate of incorporation increasing the maximum size of our Board of Directors to ten directors;
  2. Election of nine directors to serve on our Board of Directors for a term of one year;
  3. Subject to approval of Proposal 1, election of a tenth director to serve on our Board of Directors for a term of one year;
  4. Approval of the Amended and Restated 2002 Employee Stock Purchase Plan;
  5. Approval of the Second Amended and Restated 2009 Equity Incentive Plan;
  6. Approval of the Amended and Restated 2010 Executive Performance Incentive Plan;
  7. An advisory vote to approve the compensation of our named executive officers; and
  8. Ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2013.
- Stockholders also will transact any other business that properly comes before the meeting. In addition, our management may report on our performance during 2012 and will respond to appropriate questions from stockholders.

Who is entitled to vote?

The record date for the meeting is March 15, 2013. Only stockholders of record at the close of business on March 15, 2013, 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 15, 2013, there were 46,721,450 outstanding shares of common stock.

Table of Contents

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 (approval of certificate of incorporation amendment), Proposal 2 (election of nine directors), Proposal 3 (election of a tenth director), Proposal 4 (approval of the Amended and Restated 2002 Employee Stock Purchase Plan), Proposal 5 (approval of the Second Amended and Restated 2009 Equity Incentive Plan), Proposal 6 (approval of the Amended and Restated 2010 Executive Performance Incentive Plan), and Proposal 7 (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 8 (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 15, 2013, 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.

Table of Contents

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 approval of an amendment to our certificate of amendment increasing the maximum size of our Board of Directors to ten directors;
2. "FOR" the election of nine directors to serve on our Board of Directors for a term of one year;
3. "FOR" subject to the approval of Proposal 1, the election of a tenth director to serve on our Board of Directors for a term of one year;
4. "FOR" the approval of the Amended and Restated 2002 Employee Stock Purchase Plan;
5. "FOR" the approval of the Second Amended and Restated 2009 Equity Incentive Plan;
6. "FOR" the approval of the Amended and Restated 2010 Executive Performance Incentive Plan;
7. "FOR" the approval of the compensation of our named executive officers; and
8. "FOR" the ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2013.

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?

Approval of Proposal 1 above (approval of certificate of incorporation amendment) requires the affirmative vote of two-thirds of the shares issued, outstanding and entitled to vote on the subject matter thereof.

For Proposal 2 (election of nine 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 nine director nominees receiving the most votes will be elected at the

Table of Contents

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.

For Proposal 3 above (election of a tenth director), subject to the approval of Proposal 1 by our stockholders, the tenth director nominee, Douglas G. Watson, will be elected to serve on our Board of Directors for a term of one year if the director nominee receives 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.

Approval of Proposal 4 (approval of the Amended and Restated 2002 Employee Stock Purchase Plan), Proposal 5 (approval of the Second Amended and Restated 2009 Equity Incentive Plan), Proposal 6 (approval of the Amended and Restated 2010 Executive Performance Incentive Plan), Proposal 7 (advisory vote to approve the compensation of our named executive officers) and Proposal 8 (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 2 (election of nine directors) and Proposal 3 (election of a tenth director), but you may abstain from voting on Proposal 1 (approval of certificate of incorporation amendment), Proposal 4 (approval of the Amended and Restated 2002 Employee Stock Purchase Plan), Proposal 5 (approval of the Second Amended and 2009 Restated Equity Incentive Plan), Proposal 6 (approval of the Amended and Restated 2010 Executive Performance Incentive Plan), Proposal 7 (advisory vote to approve the compensation of our named executive officers) and Proposal 8 (ratification of the selection of the independent registered public accounting firm). With respect to Proposal 2 and Proposal 3, 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 1, Proposal 4, Proposal 5, Proposal 6, Proposal 7 or Proposal 8, 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 1, Proposal 4, Proposal 5, Proposal 6, Proposal 7 or Proposal 8, 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 (approval of certificate of incorporation amendment), Proposal 2 (election of nine directors), Proposal 3 (election of a tenth director), Proposal 4 (approval of the Amended and Restated 2002 Employee Stock Purchase Plan), Proposal 5 (approval of the Second Amended and Restated 2009 Equity Incentive Plan), Proposal 6 (approval of the Amended and Restated 2010 Executive Performance Incentive Plan), and Proposal 7 (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 8 (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, Proposal 2, Proposal 3, Proposal 4, Proposal 5, Proposal 6, and Proposal 7, but there will not be broker non-votes with regard to Proposal 8. 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.

Table of Contents

## 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, 2013, 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 <sup>(1, 2, 3)</sup>	Percentage of Shares Outstanding <sup>(4)</sup>	
Directors and Named Executive Officers:			
Robert J. Palmisano	261,043	*	
Lance A. Berry	197,875	*	
Daniel Garen	18,974	*	
Pascal E.R. Girin	0	*	
William L. Griffin, Jr.	187,436	*	
Gary D. Blackford	63,526	*	
Martin J. Emerson	79,606	*	
Lawrence W. Hamilton	67,106	*	
Ronald K. Labrum	15,718	*	
John L. Miclot	67,106	*	
Amy S. Paul	53,526	*	
Robert J. Quillinan	67,106	*	
David D. Stevens	128,619	*	
Douglas G. Watson	34,838	*	
All directors and executive officers as a group (14 persons)	1,242,479	3.07	%
Other Stockholders:			
OEPW, LLC <sup>(5)</sup> 320 Park Avenue, 18th Floor New York, New York 10022	5,894,749	14.85	%
T. Rowe Price Associates, Inc. <sup>(6)</sup> 100 E. Pratt Street Baltimore, Maryland 21202	4,389,856	11.06	%
BlackRock, Inc. <sup>(7)</sup> 40 East 52nd Street New York, New York 10022	3,331,454	8.39	%
HealthCor Management, L.P. <sup>(8)</sup> Carnegie Hall Tower 152 West 57 <sup>th</sup> Street, 43rd Floor New York, New York 10019	2,675,000	6.74	%
Fisher Investments, Inc. <sup>(9)</sup> 13100 Skyline Boulevard Woodside, California 94062-4527	2,484,437	6.26	%
Invesco Ltd. <sup>(10)</sup> 1555 Peachtree Street NE Atlanta, Georgia 30309	2,171,943	5.47	%
The Vanguard Group <sup>(11)</sup> 100 Vanguard Boulevard	2,143,555	5.40	%

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Malvern, Pennsylvania 19355 Bridger Management, LLC <sup>(12)</sup> 90 Park Avenue, 40th Floor New York, New York 10016	2,124,983	5.35	%
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\* Less than 1% of the outstanding shares of common stock.

Table of Contents

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 (1) 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.

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, 2013, or within sixty days thereafter (i.e., April 30, 2012), upon the exercise of options granted by us or in connection with our acquisition of BioMimetic Therapeutics, Inc.: Mr. (2) Palmisano - 205,328 shares; Mr. Berry - 136,378 shares; Mr. Garen - 13,023 shares; Mr. Griffin - 118,001 shares; Mr. Blackford - 15,000 shares; Mr. Emerson - 57,500 shares; Mr. Hamilton - 45,000 shares; Mr. Labrum - 3,750 shares; Mr. Miclot - 45,000 shares; Ms. Paul - 30,000; Mr. Quillinan - 45,000; Mr. Stevens - 72,500; Mr. Watson - 34,838; and all directors and executive officers as a group - 821,318 shares.

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 - 55,715 shares; (3) Mr. Berry - 31,909 shares; Mr. Garen - 5,951 shares; Mr. Griffin - 35,022 shares; Mr. Blackford - 3,904 shares; Mr. Emerson - 3,904 shares; Mr. Hamilton - 3,904 shares; Mr. Labrum - 9,952 shares; Mr. Miclot - 3,904 shares; Ms. Paul - 3,904 shares; Mr. Quillinan - 3,904 shares; Mr. Stevens - 3,904 shares; and all directors and executive officers as a group - 165,877 shares.

The percentage of outstanding shares of common stock beneficially owned by each person is calculated based on (4) the 39,705,586 outstanding shares of common stock as of February 28, 2013, 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, 2013) upon the exercise of options granted by us or in connection with our acquisition of BioMimetic Therapeutics, Inc.

Pursuant to an amendment to Schedule 13G jointly filed by OEPW, LLC, One Equity Partners IV, L.P., OEP General Partner IV, L.P. and OEP Parent LLC ("OEP Entities") with the SEC on February 14, 2013, OEPW, LLC is the record and beneficial owner of 5,894,749 shares of common stock. The managing member of OEPW, LLC is One Equity Partners IV, L.P. The sole general partner of One Equity Partners IV, L.P. is OEP General Partner IV, (5) L.P. The sole general partner of OEP General Partner IV, L.P. is OEP Parent LLC. The sole member of OEP Parent LLC is OEP Holding Corporation. The sole stockholder of OEP Holding Corporation is JP Morgan Capital Corporation. The sole stockholder of JPMorgan Capital Corporation is Banc One Financial LLC, and the sole member of Banc One Financial LLC is JPMorgan Chase & Co. The OEP Entities have the shared power to vote or to direct the vote and the shared power to dispose or to direct the disposition of 5,894,749 shares of common stock.

(6) Pursuant to an amendment to Schedule 13G jointly filed by T. Rowe Price Associates, Inc. ("Price Associates") and T. Rowe Mid-Cap Value Fund, Inc. with the SEC on February 7, 2013, Price Associates, in its capacity as investment advisor, beneficially owns 4,389,856 shares of common stock. Price Associates has the sole power to vote or to direct the vote of 600,856 shares of common stock and the sole power to dispose or to direct the disposition of 4,389,856 shares of common stock. In addition, T. Rowe Mid-Cap Value Fund, Inc., a registered investment company sponsored by Price Associates, beneficially owns 2,038,600 shares of common stock. T. Rowe Mid-Cap Value Fund, Inc. has the sole power to vote or to direct the vote of 2,038,600 shares of common stock. Price Associates does not serve as custodian of the assets of any of its clients; accordingly, in each instance only the client or the client's custodian or trustee bank has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities. The ultimate power to direct the receipt of dividends paid with respect to, and the proceeds from the sale of, such securities, is vested in the individual and institutional clients which Price Associates serves as investment adviser. Any and all discretionary authority which has been delegated to Price Associates may be revoked in whole or in part at any time. Except as indicated above with respect to T. Rowe Mid-Cap Value Fund, Inc., not more than 5% of the shares of common stock is owned by any one of the registered investment companies sponsored by Price Associates which it also serves as investment advisor ("T. Rowe Price Funds"). With respect to securities owned by any one of the T. Rowe Price Funds, only State Street Bank and Trust Company, as custodian for each of the T. Rowe Price Funds, has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities. No other person is known to have such right, except that the

shareholders of each such Fund participate proportionately in any dividends and distributions so paid. For purposes of reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.

(7) Pursuant to an amendment to Schedule 13G filed by BlackRock, Inc. with the SEC on February 1, 2013, BlackRock, Inc. and its subsidiaries beneficially own 3,331,454 shares of common stock. BlackRock, Inc. has the sole power to vote or to direct the vote and to dispose or direct the disposition of 3,331,454 shares of common stock.

(8) Pursuant to an amendment to Schedule 13G jointly filed by HealthCor Management, L.P. and related entities with the SEC on February 14, 2013, HealthCor Offshore Master Fund, L.P., HealthCor Hybrid 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 2,675,000 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 Hybrid Offshore GP, LLC is the general partner of HealthCor Hybrid Offshore Master Fund, L.P. Accordingly, HealthCor Hybrid Offshore GP, LLC may be deemed to beneficially own the shares of common stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Hybrid Offshore GP, LLC and, therefore, may be deemed to

Table of Contents

beneficially own the shares of common stock that are beneficially owned by HealthCor Hybrid 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.

Pursuant to a Schedule 13G filed by Fisher Investments, Inc. with the SEC on February 6, 2013, Fisher Investments, Inc. beneficially owns 2,484,437 shares of common stock. Fisher Investments, Inc. has the sole power to vote or to direct the vote of 1,088,455 shares of common stock and the sole power to dispose or direct the disposition of 2,484,437 shares of common stock.

(9) Pursuant to a Schedule 13G filed by Invesco, Ltd. with the SEC on February 13, 2013, Invesco, Ltd. and its subsidiaries beneficially own 2,171,943 shares of common stock. Invesco, Ltd. has the sole power to vote or to direct the vote of 1,927,959 shares of common stock and the sole power to dispose or direct the disposition of 2,171,943 shares of common stock.

(10) 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 2,143,555 shares of common stock. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, is the beneficial owner of 59,677 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 1,800 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 61,477 shares of common stock, the sole power to dispose or direct the disposition of 2,083,878 shares of common stock, and the shared power to dispose or to direct the disposition of 59,677 shares of common stock.

(12) Pursuant to an amendment to Schedule 13G jointly filed by Bridger Management, LLC and related entities and individuals with the SEC on February 14, 2013, Bridger Management, LLC beneficially owns 2,124,983 shares of common stock. The shares of common stock are held of record by Swiftcurrent Partners, L.P. and Swiftcurrent Offshore Ltd. (“Swiftcurrent Entities”). Bridger Management, LLC is the investment adviser to the Swiftcurrent Entities, and, as such, may be deemed to share beneficial ownership of such shares of common stock. Roberto Mignone is the managing member of Bridger Management, LLC and Bridger Capital LLC. Bridger Capital LLC is the general partner of Swiftcurrent Partners, L.P.

#### 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 2012.

Table of Contents

BOARD OF DIRECTORS

General

Our Board of Directors currently consists of nine 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, and Robert J. Quillinan. 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 2012 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 eight of nine directors - Gary D. Blackford, Martin J. Emerson, Lawrence W. Hamilton, Ronald K. Labrum, John L. Miclot, Amy S. Paul, Robert J. Quillinan, and David D. Stevens - are independent as defined in Nasdaq's listing standards. In addition, Douglas G. Watson, if elected to our Board of Directors, would be 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.

## Table of Contents

### 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 11 times in 2012. 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 7, 8 and 5 times, respectively, in 2012. Each director attended at least 81% of the total number of meetings of our Board of Directors and its committees on which he or she served in 2012.

Our independent directors have regularly scheduled meetings at which only they are present. Our independent directors met 5 times in 2012. Pursuant to our Corporate Governance Principles, the chairman 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 exceptional cause. With the exception of Messrs. Blackford, Emerson and Labrum, each director attended the 2012 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 (chairman), 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 13 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 February 13, 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 (chairman), Martin J. Emerson, and Ronald K. Labrum, 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 14 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, which receives regular reports from the Chief Compliance Officer. 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 9, 2012. 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

Table of Contents

Governance Committee is composed of four directors who are appointed by our Board of Directors. The members of the Nominating, Compliance and Governance Committee are John L. Miclot (chairman), Amy S. Paul, Gary D. Blackford, and David D. Stevens, 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 Article II, Section 5 of our bylaws, 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., 5677 Airline Road, Arlington, Tennessee 38002. 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 2 (election of nine directors) and the nominee for election in Proposal 3 (election of a tenth director) 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.

## Table of Contents

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 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 has served as a chief executive officer of a wound-management company and as a director with other public companies in the healthcare industry. We believe his experience provides valuable insight into the market for our biologics 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 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 has served as a chief executive officer of several publicly traded medical device companies. During the past five years, Mr. Palmisano has served on the Board of Directors of ev3, Inc., 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 executive roles in marketing and sales functions. We believe that Ms. Paul's executive experience in sales and marketing 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. Mr. Quillinan's experience preparing financial statements and SEC reports gives our Board of Directors and our Audit Committee, for which he is chairman, 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 private and 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

12

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## Table of Contents

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, 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 chairman, 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 chairman are required to be reported to the entire Audit Committee at the next available opportunity.

The Audit Committee or its chairman 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, 2012.

### 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., 5677 Airline Road, Arlington, Tennessee 38002. 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, 2012. The Audit Committee discussed with KPMG the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The Audit Committee has received and reviewed the written disclosures

and the letter from KPMG required by the applicable requirements

13

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Table of Contents

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, 2012.

\* \* \*

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

Robert J. Quillinan (chairman)

Gary D. Blackford

Martin J. Emerson

Compensation Committee Report

The Compensation Committee of our Board of Directors has the primary authority for determining our compensation philosophy and establishing compensation for our executive officers. The Compensation 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 Compensation 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 Compensation Committee recommends the compensation of the CEO for approval by the independent directors of our Board of Directors. The Compensation 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 Compensation Committee.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis for the year ended December 31, 2012 with management. Based upon such review and discussion, the Compensation 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 for the Annual Meeting of Stockholders to be held on May 14, 2013 to be filed with the SEC.

\* \* \*

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

Lawrence W. Hamilton (chairman)

Martin J. Emerson

Ronald K. Labrum

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, 2012 (collectively, our named executive officers). We focus primarily on the 2012 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 2012. In this discussion, we refer to each "named executive officer" identified in the tables as an "executive officer."

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

Table of Contents

our business strategy. In determining executive compensation for 2012, the Compensation Committee considered the overwhelming stockholder support that the “Say-on-Pay” proposal received at our May 9, 2012 Annual meeting of stockholders. As a result, the Compensation 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.

**Significant Factors Impacting Executive Compensation.** When considering our executive compensation, it should be noted that we experienced significant business challenges over the course of 2011. These challenges included the extension of our Deferred Prosecution Agreement (DPA) for an additional 12 month period, significant customer losses in our OrthoRecon business, deteriorating financial performance and a depressed stock price. In addition, we experienced extensive senior management turnover, which included the departures of our Chief Executive Officer, Chief Technology Officer, Chief Compliance Officer and General Counsel. Collectively, these departures represented approximately 50% of our senior management team.

Our Board of Directors and its Compensation Committee believed that despite these challenges we had significant potential for creating stockholder value and began a search for a new CEO to lead us. As a result of this search, in September of 2011, we appointed Mr. Palmisano, who possessed substantial experience in the successful leadership of medical device companies, as CEO to lead our turnaround. Mr. Palmisano's experience includes turning around and significantly improving the operating performance of several device companies, including Summit Autonomous, Inc., IntraLase Corporation and, most recently, ev3 Inc. In order to attract a CEO of Mr. Palmisano's caliber and experience, it was necessary to offer a compensation package at the high end of the range for CEOs in our peer group of companies. After joining us in September 2011 and putting a plan in place to improve our performance, Mr. Palmisano began filling the open senior management positions, completing this process with the hiring of Mr. Pascal Girin, our Executive Vice President and Chief Operating Officer, in November of 2012.

We believe these actions were necessary and have been justified by the results achieved. Entering 2012, we were in a position of decreasing sales, earnings and free cash flow, due primarily to the impact of challenges which arose prior to Mr. Palmisano's appointment. In early 2012, Mr. Palmisano announced a transformational plan to improve our performance. The first stage of this plan was focused on improving the growth rate of our foot and ankle business and increasing free cash flow. In 2012, we exceeded expectations in both of these key areas. Additionally, we successfully exited our DPA. As a result of this strong execution, we ended the year with a solid foundation for continued growth in 2013 and beyond.

These results have been reflected in our stock price. Although our stock performance over the past three and five year periods has been below peer levels, our stock appreciated 27.1% in calendar 2012, and 45.0% since Mr. Palmisano became our CEO (measured as of February 28, 2013). Over the same time periods, the average stock appreciation in our peer group was 13.05% and 15.59% respectively.

The combination of the challenges we faced prior to Mr. Palmisano's appointment, including significant senior management turnover and deteriorating financial performance, and our success in executing on transformational initiatives since that time, were key factors impacting executive compensation in 2011 and 2012.

**General Philosophy.** We compensate our executive officers through a mix of base salary, performance incentive bonuses, 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 Compensation Committee, incentive compensation will be adjusted accordingly. The Compensation 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 performance incentive bonus, and (iii) long-term equity compensation for each executive officer. The Compensation Committee designs the performance incentive bonus to reward executive officers for our performance through linking their compensation to revenue, cash flow and earnings targets, as well as certain other corporate objectives. We utilize equity-based awards, currently consisting of stock options and restricted stock, to provide the

15

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Table of Contents

greatest long-term potential value to our executive officers and to firmly align such executive officers' interests with those of our stockholders.

The total cash compensation (i.e., base salary plus performance incentive bonus) paid to our executive officers is intended to be competitive with the total cash compensation paid to executive officers in similar positions at companies engaged primarily in the orthopaedic medical device industry with revenues similar to ours as well as comparable to other companies with metrics similar to ours.

The Compensation Committee reviews the targeted total compensation (i.e., the aggregate level of cash and long-term equity compensation that we will pay if performance goals are fully met) to ensure the total compensation is aligned with our goals of comparability and incentivizing 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 Compensation 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 Compensation Committee reviews a variety of sources to determine and set compensation. The Compensation Committee reviews the performance and compensation for our CEO annually and recommends the compensation level for approval by the independent directors of our Board of Directors. With respect to equity compensation awarded to our CEO, the Compensation Committee grants options and/or restricted stock in an amount based generally upon our peer group companies.

The performance of each member of our executive management team is reviewed annually by the Compensation Committee. Our CEO assists the Compensation Committee by providing annual recommendations regarding the compensation of all other executive officers. 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. With respect to equity compensation awarded to executive officers other than the CEO, the Compensation Committee grants options and/or restricted stock in an amount based generally upon the recommendation of the CEO and a comparison of our peer group companies.

The Compensation Committee has the power and authority to hire outside advisors or consultants to assist the Compensation Committee in fulfilling its responsibilities. In 2012, the Compensation 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 Compensation Committee. Compensation Strategies exclusively provides executive compensation consulting services and does not provide any other services to the Company. The Compensation Committee regularly reviews the current engagements and the objectivity and independence of the advice that Compensation Strategies provides to the Compensation Committee on executive compensation. The Compensation 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 our Compensation 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 Compensation 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 Compensation 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.

16

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Table of Contents

In allocating compensation across these elements, the Compensation 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 Compensation 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. The criteria used to select companies similar to us include companies: (i) in the medical equipment and device industry; (ii) with revenues between \$224 million and \$986 million; (iii) whose current enterprise market value is between \$245 million and \$2.13 billion; and (iv) whose number of employees is between 590 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 (with us listed simply 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) <sup>(1)</sup>	Market Cap (in millions) <sup>(2)</sup>	Number of Employees <sup>(1)</sup>
ArthroCare Corporation (ARTC)	369	979	1,700
Conmed Corporation (CNMD)	767	884	3,600
Exactech, Inc. (EXAC)	224	245	590
Greatbatch, Inc. (GB)	646	640	3,310
Haemonetics Corporation (HAE)	728	2,130	2,337
Hanger, Inc. (HGR)	986	1,020	4,700
Integra Lifesciences Holding Corp. (IART)	831	1,100	3,500
Nuvasive (NUVA)	620	810	1,173
Orthofix International, NV (OFIX)	462	720	892
Symmetry Medical Group, Inc. (SMA)	411	384	2,520
Thoratec Corporation (THOR)	492	2,030	934
Wright Medical Group, Inc. (WMGI)	484	904	1,400

Information obtained from each companies' annual report on Form 10-K for the year ended December 31, 2012, (1) except for Haemonetics Corporation (HAE) data which was obtained from Form 10-K data for the year ended March 31, 2012.

(2) Market capitalization was determined as of February 28, 2013.

We can review in detail only those individuals for whom compensation information is publicly disclosed. This is typically only the five most highly compensated officers at each company. Generally, this correlates to our CEO, Senior Vice President and Chief Financial Officer (CFO), and certain other executive officers.

The overall result of this review provides the starting point for the analysis of the Compensation Committee. The Compensation 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 Compensation Committee strongly believes in retaining the best talent among our executive management team.

The Compensation Committee believes that the compensation of our executive officers - those having the greatest ability to influence our performance - should include greater levels of performance-based incentive compensation, while other levels of management should receive a greater portion of their compensation in base salary. The Compensation 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 45% of overall compensation, average targeted bonus compensation of up to 23% of overall compensation and average equity compensation of approximately 34% to 60% 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 earlier termination under certain circumstances. Commencing on September 17, 2013 and each anniversary of the effective date

17

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Table of Contents

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.

We entered into amended and restated separation pay agreement with each of Messrs. Berry, Garen and Griffin effective November 6, 2012. On November 26, 2012, we entered into a separation pay agreement with Mr. Girin. 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 want 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 Compensation Committee reviews executive officer compensation annually. In establishing base salaries, the Compensation 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 Compensation 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 Compensation Committee. The Compensation Committee assesses these factors with respect to the CEO. The Compensation Committee recommends the compensation of the CEO for approval by the independent directors of our Board of Directors. The Compensation Committee estimates that we provide our executive officers with average base salaries of approximately 20% to 45% of overall compensation. It is the Compensation Committee's goal that the total compensation levels of our executive officers at approximately the 50<sup>th</sup> percentile of the total compensation levels in effect for comparable executive officers positions at our peer group companies. The Compensation Committee estimates that the total compensation levels of our executive officers range between the 26<sup>th</sup> and 76<sup>th</sup> percentile for comparable executive positions at companies in our peer group. The pay-for-performance nature of our executive performance incentive plans, which are described in greater detail below, will result in lower than target payout for total direct cash compensation. Our executive officers have a significant level of valuable industry specific knowledge and experience. We believe they are a key factor in our future success.

An employment agreement establishes the initial base salary of Mr. Palmisano and provides that the Compensation 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 Compensation Committee, typically effective April 1. In April 2012, our executive officers could elect to take their respective salary increases in the form of stock options and restricted stock with an aggregate fair market value equal to their respective salary increase. Each of our named executive officers, with the exception of Mr. Girin whose employment had not yet commenced, made such an election. The base salaries of our executive officers are set forth below.

Name	Annual Base Salary as of January 1, 2012	Annual Base Salary as of April 1, 2012
Robert J. Palmisano	\$750,000	\$750,000
Lance A. Berry <sup>(1)</sup>	300,900	300,900
Daniel J. Garen <sup>(2)</sup>	N/A	310,000
Pascal E.R. Girin <sup>(3)</sup>	N/A	N/A
William L. Griffin, Jr.	318,300	318,300

(1) Mr. Berry's salary was increased to \$340,000 effective as of November 2012. The increase was a result of certain recommendations made by Compensation Strategies, our independent compensation consultant, in order to provide

Mr. Berry with a base salary in the approximated 50<sup>th</sup> percentile of our peer group.

(2)Mr. Garen's employment commenced on January 30, 2012 with a base salary of \$310,000.

(3)Mr. Girin's employment commenced on November 26, 2012 with a base salary of \$500,000.

Table of Contents

Performance Incentive Bonus. The Compensation Committee of our Board of Directors adopted the 2010 Executive Performance Incentive Plan in March 2010. Our stockholders approved the material terms of the 2010 Executive Performance Incentive Plan at our 2010 Annual Meeting of stockholders. The Compensation Committee of our Board of Directors administers the 2010 Executive Performance Incentive Plan. During 2012, each of Messrs. Palmisano, Berry, Garen, and Griffin were eligible to participate in the 2010 Executive Performance Incentive Plan. Since Mr. Girin's employment did not commence until November 26, 2012, he was not able to participate under the 2010 Executive Performance Plan. Under the 2010 Executive Performance Incentive Plan, the Compensation 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 Compensation Committee in its discretion. The target performance bonus is stated as a percentage of base salary for each participant and represents the amount of cash 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 Compensation Committee shall pay a bonus in excess of the target performance bonus. However, no participant may be paid an amount that exceeds twice the target performance bonus. In no event may any payment under the 2010 Executive Performance Incentive Plan to a participant exceed \$1,500,000 for any performance year.

For 2012, the Compensation Committee established certain objectives for adjusted net income, constant currency revenue, and free cash flow for our executive officers. Each executive officer's bonus payment under the 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 Compensation 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 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 45% to 100% of overall compensation. As a percent of base compensation, the target bonus levels for executive officers during 2012 ranged from 100% to 45%, as shown in the table below. These levels were determined based on peer company data and reviewed against data from several survey services, including the ORC Sirs Survey and the Equilar Top 25 Survey.

For 2012, the Compensation Committee established the following targeted bonus levels for our executive officers:

Position	2012 Target Bonus (% of base salary)
CEO	100%
COO <sup>(1)</sup>	75%
CFO	60%
Other Named Executive Officers	45%

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(1) As noted above, Mr. Girin's employment commenced on November 26, 2012, and as such, he was not eligible to participate in the 2010 Executive Performance Incentive Plan.



Table of Contents

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

Bonus Objective <sup>(1)</sup>	2012 Weight	
	Messrs. Palmisano & Berry	Messrs. Garen & Griffin
Adjusted Net Income	33.3%	25%
Constant Currency Revenue	33.3%	25%
Free Cash Flow	33.3%	25%
Annual Strategic Goals	N/A	25%

These performance measures are calculated using non-GAAP measures, which we believe provide meaningful (1) supplemental information regarding our core operational performance, as more fully described in Appendix A to this Proxy Statement. Additionally, the net income measure is adjusted for bonus over-achievement.

The Compensation Committee selected these criteria after reviewing measurement criteria from the Equilar Top 25 Survey - Bonus Summary report for comparable key positions. Further, the Compensation Committee believes these measurement criteria are best aligned with total stockholder return.

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%
Target II	100.1% to 150%
High	150.1% to 200%

The performance levels of each bonus objective achieved for 2012 were based on the following:

Performance Levels	Adjusted Net Income	Constant Currency Revenue	Free Cash Flow
Minimum	< \$6,456,500	< \$454,831,440	< \$15,026,000
Threshold	\$6,456,501 to \$12,912,999	\$454,831,441 to \$494,381,999	\$15,026,001 to \$30,051,999
Target	\$12,913,000	\$494,382,000	\$30,052,000
Target II	\$12,913,001 to \$16,786,900	\$494,382,001 to \$509,213,460	\$30,052,001 to \$39,067,600
High	\$16,786,901 to \$20,660,800	\$509,213,461 to \$533,932,560	\$39,067,601 to \$48,083,200

For 2012, Adjusted Net Income was approximately \$18,881,000; Constant Currency Revenue was approximately \$489,122,000; and Free Cash Flow was approximately \$49,499,000. Furthermore, the Compensation Committee determined that each of Messrs. Griffin and Garen achieved their respective annual strategic goals. As such, the performance incentive bonus earned by our executive officers in 2012 under the 2010 Executive Performance Incentive Plan is set forth in the following table.

Table of Contents

Name	Performance Incentive Bonus	Percent of 2012 Base Salary
Robert J. Palmisano	\$1,165,669	155.4%
Lance A. Berry	\$287,848	84.7%
Daniel J. Garen	\$195,601	63.1%
Pascal E.R. Girin <sup>(1)</sup>	N/A	N/A
William L. Griffin, Jr.	\$214,593	67.4%

(1) As noted above, Mr. Girin's employment commenced on November 26, 2012, and as such, he was not eligible to participate in the 2010 Executive Performance Incentive Plan.

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. Our Compensation Committee's objective is to provide executive officers with long-term incentive award opportunities that are at the 50<sup>th</sup> percentile of executive officers in comparable positions at companies in our peer group. The Compensation Committee estimates that the long-term equity incentive compensation levels of our executive officers range between the 18<sup>th</sup> and 62<sup>nd</sup> 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 Amended and Restated 2009 Equity Incentive Plan (Equity Incentive Plan). Our Compensation 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 Compensation Committee determines an award that is suitable for providing an adequate incentive for the performance and retention of each executive officer.

The Compensation Committee grants shares of restricted stock or restricted stock units and options to purchase shares of common stock. The Compensation Committee may award a limited number of stock options 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 Compensation 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 Compensation 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 Compensation 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 Compensation 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 Compensation 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 2012, we granted restricted stock and stock options with a grant date value of approximately 312% of Mr. Palmisano's base salary, approximately 303% of Mr. Girin's base salary, approximately 185% of Mr. Garen's base salary, approximately 98% of

21

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Table of Contents

the base salary of Mr. Berry and approximately 111% of the base salary of Mr. Griffin. Mr. Girin's and Mr. Garen's awards were primarily attributable to their inducement grants, which were negotiated to attract them to join us. A typical annual grant would be approximately 125% of Mr. Girin's base salary and 75% of Mr. Garen'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 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 Compensation 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 Compensation Committee adopted an annual cap on the number of options, restricted stock and restricted stock unit awards granted for each of the next three years, effective beginning January 1, 2010. During this period, we did not grant a number of shares subject to awards under our Equity Incentive Plan to employees and non-employee directors, in the aggregate, greater than the Risk Metrics Group (RMG) burn rate threshold percentage for our GICS peer group (3510-Health Care Equipment & Services) of shares of our common stock that we believe will be outstanding at the end of each year over such 3-year period. This would limit awards to no greater than the RMG 2010 threshold for 2010, which was 3.65%, the RMG 2011 threshold for 2011, which was 4.66%, and the RMG 2012 threshold for 2012, which was 4.69%. This limitation does not apply to awards under plans assumed in acquisitions, equity issuances for the inducement of employment as covered under NASDAQ Marketplace Rule 5635(C)(4) 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 2012 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 except for Mr. Garen's stock options for 50,000 shares and Mr. Girin's stock options for 184,500 shares, both of which were made pursuant to inducement stock option award agreements, which were negotiated to attract them to join us.

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	145,128	\$1,155,050	55,715	\$1,186,887
Lance A. Berry	20,838	164,567	8,003	168,910
Daniel J. Garen	65,489	448,837	5,951	126,007
Pascal E.R. Girin	184,500	1,517,310	—	—
William L. Griffin, Jr.	22,042	174,076	8,465	178,663

Our Compensation Committee estimates that we provide our executive officers with equity compensation of approximately 34% to 60% of overall compensation.

Inducement Stock Option Grants. In light of the challenges we faced attracting a new CEO and other senior executives, including, among other things, the operational challenges described above under “Significant Factors Impacting Executive Compensation,” our size relative to competitors, the location of our corporate headquarters and the competitive marketplace for talented and experienced senior executives, we recognized a need for competitive pay packages that included meaningful equity

Table of Contents

grants. Between September 2011 and November 2012, we hired Messrs. Palmisano, Garen, Girin and Lightman, and Ms. Tracy, who we refer to collectively, as the new executives. Consistent with our general compensation practices and objectives, we granted inducement stock options to the new executives as set forth in the table below.

Name	Date	Number of Shares	Exercise Price
Robert J. Palmisano, President and Chief Executive Officer	9/17/2011	610,000	\$ 16.03
Daniel J. Garen, Senior Vice President and Chief Compliance Officer	1/30/2012	50,000	\$ 17.35
Pascal E.R. Girin, Executive Vice President and Chief Operating Officer	11/26/2012	184,500	\$ 21.24
James A. Lightman, Senior Vice President and General Counsel	12/29/2011	65,000	\$ 16.23
Julie D. Tracy, Senior Vice President, Chief Communications Officer	10/17/2011	30,000	\$ 18.33
New executives as a group		939,500	

In light of the challenges we faced and the results we achieved, we believe the compensation paid to the new executives, including the inducement stock option grants, was reasonable, competitive and in the best interest of our stockholders.

**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. We currently match up to 4% of our employee's contributions to the 401(k) Plan.

**Stock Purchase Plan.** Our 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. Our ESPP is available only to U.S. employees. Shares of stock purchased pursuant to the

ESPP are generally subject to a holding period lasting between one and one and one-half years 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.

Table of Contents

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 amended and restated separation pay agreements with each of Messrs. Berry, Garen and Griffin, effective November 6, 2012, and a separation pay agreement with Mr. Girin, effective November 26, 2012, collectively, the separation pay agreements. The terms of the separation pay agreements each continue until its third anniversary. The terms of each separation pay agreement will be extended automatically for one additional year 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, Garen, Girin or Griffin, 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 Prior to Change in Control and After the Change in Control Protection Period Expires. The total separation payment for Messrs. Berry, Garen, Girin, and Griffin, 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 in Connection with and after a Change in Control. The total separation payment for Messrs. Berry, Garen, Girin, and Griffin, prior to a change in control or after 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.

Table of Contents

Benefits upon Involuntary Termination Prior to Change in Control and After the Change in Control Protection Period Expires. Messrs. Berry, Garen, Girin and Griffin 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 enforce the separation pay agreement.

Benefits upon Involuntary Termination in Connection with and after a Change in Control. Messrs. Berry, Garen, Girin and Griffin 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 enforce the separation pay agreement.

Benefits upon Involuntary Termination 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 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, (viii) the relocation of

Table of Contents

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 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 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, Garen, Girin and Griffin, 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, Garen, Girin and Griffin 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 provides 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 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 Compensation Committee believes that 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, Garen, Girin and Griffin, 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

Table of Contents

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 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 unexercisable options will immediately vest and become exercisable and all restrictions on restricted stock will lapse. The Compensation Committee believes that these levels of benefits are consistent with the general practice among our peers, although we have not conducted a study to confirm this.

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 2012, Mr. Palmisano was paid \$750,000 in base salary. As noted above, in 2012, Mr. Palmisano was eligible for a salary increase and he elected to receive this increase in the form of 1,542 shares of restricted stock and an option to purchase 3,989 shares of common stock with an exercise price of \$18.24 per share, which was the closing price on the trading day immediately prior to the grant date. The restricted stock and the stock option will vest in equal annual installments over a period of two years after the grant date. In addition, Mr. Palmisano earned a cash bonus of \$1,165,669. On May 9, 2012, we granted Mr. Palmisano 54,173 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 141,139 shares of common stock under the Equity Incentive Plan on May 9, 2012. The exercise price of the stock option is \$21.39 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 Compensation Committee considers the compensation paid to Mr. Palmisano for 2012 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.

Executive Officer Stock Ownership Guidelines. 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.

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 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 the balanced objectives of revenues, increasing net income, and generating cash flow;

27

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Table of Contents

• 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 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 for senior executives, monitored by the Compensation 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.

Table of Contents

## 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, 2012. We refer to the foregoing individuals collectively as our named executive officers.

Name and Principal Position	Year	Salary	Bonus	Stock Awards <sup>(1)</sup>	Option Awards <sup>(1)</sup>	Non-Equity Incentive Plan Compensation <sup>(2)</sup>	All Other Compensation <sup>(3)</sup>	Total Compensation
Robert J. Palmisano President and Chief Executive Officer	2012	\$750,000	--	1,186,887	\$1,155,050	\$1,165,669	\$217,295	\$4,474,901
	2011	215,909	--	--	3,638,223	250,000	55,945	4,160,077
Lance A. Berry Senior Vice President and Chief Financial Officer	2012	307,417	--	168,910	164,567	287,848	13,004	941,746
	2011	300,900	--	225,680	72,631	54,162	14,191	667,564
	2010	299,425	--	221,248	66,361	55,544	12,032	654,610
Daniel J. Garen Senior Vice President, Chief Compliance Officer	2012	286,515	60,000 <sup>(4)</sup>	126,007	448,837	195,601	38,150	1,155,110
Pascal E.R. Girin Executive Vice President and Chief Operating Officer	2012	51,136	300,000 <sup>(4)</sup>	--	1,517,310	--	--	1,868,446
William L. Griffin, Jr. Senior Vice President and General Manager, BioMimetic Therapeutics	2012	318,300	--	178,663	174,076	214,593	9,945	895,577
	2011	318,300	--	238,731	76,827	57,294	7,775	698,927

- (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 2010, 2011 and 2012.
- (3) The amounts in the All Other Compensation column are more fully described in the table under "All Other Compensation - Supplemental."
- (4) Messrs. Garen and Girin received signing bonuses upon the commencement of their employment. 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, or the inducement stock option grant agreements of Messrs. Garen and Girin, as applicable.

Table of Contents

## 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 President and Chief Executive Officer	2012	\$ 7,500	\$ 134,092	--	\$ 5,000	--	\$ 52,002 <sup>(1)</sup>	\$ 18,701	\$ 217,295
	2011	5,625	40,363	--	--	--	7,323 <sup>(1)</sup>	2,634	55,945
Lance A. Berry Senior Vice President and Chief Financial Officer	2012	7,500	--	--	4,504	1,000	--	--	13,004
	2011	7,350	--	--	5,841	1,000	--	--	14,191
	2010	7,350	--	3,000	1,682	--	--	--	12,032
Daniel J. Garen Senior Vice President, Chief Compliance Officer	2012	5,813	--	--	--	--	20,550 <sup>(2)</sup>	11,787	38,150
Pascal E.R. Girin Executive Vice President and Chief Operating Officer	2012	--	--	--	--	--	--	--	--
William L. Griffin, Jr. Senior Vice President and General Manager, BioMimetic Therapeutics	2012	7,500	--	--	2,445	--	--	--	9,945
	2011	7,350	--	--	425	--	--	--	7,775

(1) This amount is commuting expenses.

(2) This amount is relocation expenses.

30

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Table of Contents

## Grants of Plan-Based Awards

The table below sets forth information concerning grants of plan based awards in 2012 to our named executive officers.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plans <sup>(1)</sup>			All Other Awards: Number of Shares of Stock	Awards: Number of Securities Underlying Options	Exercise Price of Option Awards <sup>(2)</sup>	Grant Date Fair Value of Stock and Option Awards <sup>(3)</sup>
		Threshold	Target	Maximum				
Robert J. Palmisano	02/13/2012	\$375,000	\$750,000	\$1,500,000	--	--	--	--
	04/16/2012	--	--	--	1,542	--	--	\$28,126
	04/16/2012	--	--	--	--	3,989	18.24	27,914
	05/09/2012	--	--	--	54,173	--	--	1,158,760
	05/09/2012	--	--	--	--	141,139	21.39	1,127,136
Lance A. Berry	02/13/2012	92,225	184,450	368,900	--	--	--	--
	04/16/2012	--	--	--	722	--	--	13,169
	04/16/2012	--	--	--	--	1,867	18.24	13,065
	05/09/2012	--	--	--	7,281	--	--	155,741
	05/09/2012	--	--	--	--	18,971	21.39	151,502
Daniel J. Garen.	01/30/2012	--	--	--	--	50,000	17.35	326,175
	02/13/2012	64,466	128,932	257,864	--	--	--	--
	04/16/2012	--	--	--	408	--	--	7,442
	04/16/2012	--	--	--	--	1,046	18.24	7,320
	05/09/2012	--	--	--	5,543	--	--	118,565
	05/09/2012	--	--	--	--	14,443	21.39	115,342
Pascal E.R. Girin	11/26/2016	--	--	--	--	184,500	21.24	1,517,310
William L. Griffin, Jr.	02/13/2012	71,618	143,235	286,470	--	--	--	--
	04/16/2012	--	--	--	763	--	--	13,917
	04/16/2012	--	--	--	--	1,975	18.24	13,821
	05/09/2012	--	--	--	7,702	--	--	164,746
	05/09/2012	--	--	--	--	20,067	21.39	160,255

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 and the applicable Inducement Stock Option Grant Agreements 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. The closing market price on the trading day immediately prior to the grant date was \$17.35 on January 27, 2012, \$18.24 on April 13, 2012, \$21.39 on May 8, 2012 and \$21.24 on November 23, 2012.

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. (3) See note 14 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, except for Mr. Garen's stock options granted on January 30, 2012 and Mr. Girin's stock options, each of which were made pursuant to an inducement stock option award agreement. The Compensation Committee, which administers the Equity Incentive Plan, has general authority to accelerate, extend, or otherwise

Table of Contents

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 or the applicable inducement stock option grant agreements of Messrs. Garen and Girin. All stock options and restricted shares granted to our named executive officers in 2012 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, 2012. 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				Stock Awards	
		Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares of Stock that Have Not Vested	Market Value of Shares of Stock that Have Not Vested <sup>(1)</sup>
Robert J. Palmisano	09/17/2011	203,334	406,666	\$ 16.03	09/17/2021	--	--
	04/16/2012	--	3,989	18.24	04/16/2022	1,542	32,367
	05/09/2012	--	141,139	21.39	05/09/2022	54,173	1,137,091
Lance A. Berry	10/23/2003	15,450	--	27.30	10/23/2013	--	--
	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	4,783	1,595	15.47	05/13/2019	4,464	93,699
	12/11/2009	--	--	--	--	2,500	52,475
	05/13/2010	4,673	4,674	18.37	05/13/2020	6,022	126,402
	05/11/2011	3,038	9,115	15.50	05/11/2021	10,920	229,211
	04/16/2012	--	1,867	18.24	04/16/2022	722	15,155
05/09/2012	--	18,971	21.39	05/09/2022	7,281	152,828	
Daniel J. Garen	01/30/2012	--	50,000	17.35	01/30/2022	--	--
	04/16/2012	--	1,046	18.24	04/16/2022	408	8,564
	05/09/2012	--	14,443	21.39	05/09/2022	5,543	116,348
Pascal E.R. Girin	11/26/2012	--	184,500	21.24	11/26/2022	--	--
William L. Griffin, Jr.	07/22/2008	100,000	--	29.88	07/22/2018	--	--

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05/13/2009	8,858	2,953	15.47	05/13/2019	8,636	181,270
05/13/2010	4,943	4,943	18.37	05/13/2020	6,369	133,685
05/11/2011	3,213	9,642	15.50	05/11/2021	11,552	242,476
04/16/2012	--	1,975	18.24	04/16/2022	763	16,015
05/09/2012	--	20,067	21.39	05/09/2022	7,702	161,665

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Calculated as the market value on December 31, 2012, which is deemed to have been \$20.99 per share, the closing (1) sale price of our common stock reported for transactions effected on the Nasdaq Global Select Market on December 31, 2012.

Table of Contents

## Option Exercises and Stock Vested During 2012

The following table provides information on vesting of restricted stock during 2012 for the named executive officers. There were no stock options exercised by our named executive officers during 2012.

Name	Stock Awards	
	Number of Shares Acquired on Vesting	Value Realized on Vesting
Robert J. Palmisano	--	\$ --
Lance A. Berry	14,864	311,046
Daniel J. Garen	--	--
Pascal E.R. Girin	--	--
William L. Griffin, Jr.	15,671	328,489

## Potential Payments Upon Termination or Change in Control

The following table sets forth the benefits payable to our executive officers based upon a hypothetical termination and/or change in control date of December 31, 2012. Our Compensation Committee may, in its discretion, revise, amend, or add to the benefits if it deems advisable.

Table of Contents

Name	Benefit <sup>(1)</sup>	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 <sup>(2)</sup>	750,000	750,000	--
	Outplacement benefits	30,000	30,000	--
	Other termination benefits <sup>(3)</sup>	5,000	5,000	--
	Stock option acceleration <sup>(4)</sup>	2,028,033	2,028,033	2,028,033
	Restricted stock acceleration <sup>(5)</sup>	1,169,458	1,169,458	1,169,458
	Total	\$6,993,291	\$8,493,291	\$3,197,491
Lance A. Berry	Salary	\$340,000	\$579,045	\$ --
	Bonus	204,000	408,000	--
	Accrued Bonus Obligation <sup>(2)</sup>	--	184,450	--
	Benefits continuation	18,359	27,538	--
	Outplacement benefits	30,000	60,000	--
	Other termination benefits <sup>(3)</sup>	6,000	11,000	--
	Stock option acceleration <sup>(4)</sup>	--	76,226	76,226
	Restricted stock acceleration <sup>(5)</sup>	--	669,770	669,770
Total	\$598,359	\$2,016,029	\$745,996	
Daniel J. Garen	Salary	\$310,000	\$620,000	\$ --
	Bonus	139,500	279,000	--
	Accrued Bonus Obligation <sup>(2)</sup>	--	128,932	--
	Benefits continuation	18,359	27,538	--
	Outplacement benefits	30,000	60,000	--
	Other termination benefits <sup>(3)</sup>	6,000	11,000	--
	Stock option acceleration <sup>(4)</sup>	--	184,877	184,877