

ZIMMER BIOMET HOLDINGS, INC.

Form 4

February 12, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Group L.P.

2. Issuer Name and Ticker or Trading Symbol
ZIMMER BIOMET HOLDINGS, INC. [ZBH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
345 PARK AVENUE,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10154

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/10/2016 | | S | 3,428,144 D | \$ 95.91 (1) 0 | I | See Footnotes (2) (9) (10) (11) (12) (13) (14) (15) |
| Common Stock | 02/10/2016 | | S | 549,148 D | \$ 95.91 (1) 0 | I | See Footnotes (3) (9) (10) (11) (12) (13) (14) (15) |
| Common Stock | 02/10/2016 | | S | 1,624,106 D | \$ 95.91 0 | I | See Footnotes |

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| | | | | | (1) | | | (4) (9) (10) |
|--------------|------------|---|-----------|---|----------|---|---|---|
| | | | | | | | | (11) (12) (13) |
| | | | | | | | | (14) (15) |
| Common Stock | 02/10/2016 | S | 181,782 | D | \$ 95.91 | 0 | I | See Footnotes (5) (9) (10) (11) (12) (13) (14) (15) |
| Common Stock | 02/10/2016 | S | 17,370 | D | \$ 95.91 | 0 | I | See Footnotes (6) (9) (10) (12) (13) (14) (15) |
| Common Stock | 02/10/2016 | S | 12,874 | D | \$ 95.91 | 0 | I | See Footnotes (7) (9) (10) (11) (12) (13) (14) (15) |
| Common Stock | 02/10/2016 | S | 1,538,284 | D | \$ 95.91 | 0 | I | See Footnotes (8) (9) (10) (11) (12) (13) (14) (15) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Group L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| Blackstone Management Associates V L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| BMA V L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| BCP V Side-by-Side GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |

Signatures

| | |
|---|------------|
| BLACKSTONE MANAGEMENT ASSOCIATES V L.L.C., By: BMA V L.L.C., its Sole Member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 02/12/2016 |
| __Signature of Reporting Person | Date |
| BMA V L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 02/12/2016 |
| __Signature of Reporting Person | Date |
| BCP V SIDE-BY-SIDE GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 02/12/2016 |
| __Signature of Reporting Person | Date |
| BLACKSTONE FAMILY GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 02/12/2016 |
| __Signature of Reporting Person | Date |
| BLACKSTONE HOLDINGS III L.P., By: Blackstone Holdings III GP L.P., its General Partner, By: Blackstone Holdings III GP Management L.L.C., its General Partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 02/12/2016 |
| __Signature of Reporting Person | Date |
| BLACKSTONE HOLDINGS III GP L.P., By: Blackstone Holdings III GP Management L.L.C., its General Partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 02/12/2016 |
| __Signature of Reporting Person | Date |
| BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 02/12/2016 |
| __Signature of Reporting Person | Date |
| THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its General Partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 02/12/2016 |
| __Signature of Reporting Person | Date |
| BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 02/12/2016 |
| __Signature of Reporting Person | Date |
| STEPHEN A. SCHWARZMAN, By: /s/ Stephen A. Schwarzman, Name: Stephen A. Schwarzman | 02/12/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This amount represents the sale price per share of common stock of Zimmer Biomet Holdings, Inc. (the "Common Stock") received by the Reporting Persons in connection with an underwritten secondary offering that closed on February 10, 2016.
- (2) Reflects shares of Common Stock directly held by Blackstone Capital Partners V L.P.
- (3) Reflects shares of Common Stock directly held by Blackstone Capital Partners V-AC L.P.
- (4) Reflects shares of Common Stock directly held by BCP V-S L.P.

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- (5) Reflects shares of Common Stock directly held by Blackstone Family Investment Partnership V L.P.
- (6) Reflects shares of Common Stock directly held by Blackstone Family Investment Partnership V-SMD L.P.
- (7) Reflects shares of Common Stock directly held by Blackstone Participation Partnership V L.P.
- (8) Reflects shares of Common Stock directly held by BCP V Co-Investors L.P.

Collectively, Blackstone Capital Partners V, L.P., Blackstone Capital Partners V-AC L.P., BCP V-S L.P., Blackstone Family Investment Partnership V L.P., Blackstone Family Investment Partnership V-SMD L.P., Blackstone Participation Partnership V L.P. and BCP V Co-Investors L.P. shall be referred to as the "Blackstone Funds". The shares reported on this Form 4 were previously reported as

- (9) indirectly beneficially owned by the Blackstone Funds as a result of their ownership of membership units of LVB Acquisition Holding, LLC ("Holding"). On February 4, 2016, Holding made a pro rata distribution of the shares of Common Stock directly owned by it to its members. In connection with the distribution, fractional shares of Common Stock equivalent to 4.14 shares of Common Stock were liquidated on behalf of the Blackstone Funds. The Blackstone Funds received cash in lieu of such fractional shares.

Blackstone Management Associates V L.L.C is the general partner of each of Blackstone Capital Partners V L.P., Blackstone Capital Partners V-AC L.P., BCP V-S L.P., and BCP V Co-Investors L.P. BMA V L.L.C. is the sole member of Blackstone Management Associates V L.L.C. BCP V Side-By-Side GP L.L.C. is the general partner of Blackstone Family Investment Partnership V L.P. and Blackstone Participation Partnership V L.P. Blackstone Family GP L.L.C. is the general partner of Blackstone Family Investment Partnership V-SMD L.P.

- (11) Blackstone Holdings III L.P. is the managing member and the owner of a majority in interest of BMA V L.L.C. and the sole member of BCP V Side-By-Side GP L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P.

- (12) The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. Blackstone Family GP L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Mr. Schwarzman.

- (13) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.

- (14) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

Each of such Blackstone entities (other than the Blackstone Funds to the extent of their direct holdings) and Mr. Schwarzman may be deemed to beneficially own the shares of Common Stock beneficially owned by the Blackstone Funds directly or indirectly controlled

- (15) by it or him, but each disclaims beneficial ownership of such securities, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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

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