

ZIMMER BIOMET HOLDINGS, INC.
Form 3
July 07, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GOLDMAN SACHS GROUP INC | | | (Month/Day/Year) | ZIMMER BIOMET HOLDINGS, INC. [ZBH] | |
| (Last) | (First) | (Middle) | 06/24/2015 | | |
| 200 WEST STREET | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, Â NY Â 10282 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 7,532,650.1422 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | ^ | ^ X | ^ | ^ |
| GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282 | ^ | ^ X | ^ | ^ |
| GS Capital Partners VI Fund, L.P. 200 WEST STREET NEW YORK, NY 10282 | ^ | ^ X | ^ | ^ |
| GSCP VI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | ^ | ^ X | ^ | ^ |
| GS Capital Partners VI Offshore Fund, L.P. 200 WEST STREET NEW YORK, NY 10282 | ^ | ^ X | ^ | ^ |
| GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | ^ | ^ X | ^ | ^ |
| GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282 | ^ | ^ X | ^ | ^ |
| GS Advisors VI, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | ^ | ^ X | ^ | ^ |
| GS Capital Partners VI GmbH & Co KG 200 WEST STREET NEW YORK, NY 10282 | ^ | ^ X | ^ | ^ |
| GOLDMAN, SACHS MANAGEMENT GP GMBH 200 WEST STREET NEW YORK, NY 10282 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact

07/07/2015

**Signature of Reporting Person

Date

07/07/2015

/s/ Kevin P. Treanor,
Attorney-in-fact

Signature of Reporting Person Date

/s/ Kevin P. Treanor,
Attorney-in-fact 07/07/2015

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/s/ Kevin P. Treanor,
Attorney-in-fact 07/07/2015

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), GS LVB Co-Invest, L.P. ("GS LVB"), Goldman Sachs BMET Investors, L.P. ("GS BMET"), Goldman Sachs BMET Investors Offshore Holdings, L.P. ("GS BMET Offshore"), PEP Bass Holdings LLC ("GS PEP"), Private Equity Partners 2004 Direct Investment Fund LP ("GS 2004"), Private Equity Partners 2005 Direct LP ("GS 2005") and Private Equity Partners IX Direct LP ("GS IX", and together with GS Capital, GS Offshore, GS Parallel, GS Germany, GS LVB, GS BMET, GS BMET Offshore, GS PEP, GS 2004, GS 2005, the "GS Entities"); (continued in footnote 2)

(1) GSCP VI Advisors, L.L.C., GSCP VI Offshore Advisors, L.L.C., GS Advisors VI, L.L.C., Goldman, Sachs Management GP GmbH, GS LVB Advisors, L.L.C., GS BMET Advisors, L.L.C., GS BMET Offshore Advisors, Inc., Goldman Sachs PEP 2004 Direct Investment Advisors, LLC ("PEP 2004"), Goldman Sachs PEP 2005 Direct Investment Advisors, LLC ("PEP 2005") and Goldman Sachs PEP IX Direct Investment Advisors, LLC ("PEP IX", and together with GSCP VI Advisors, L.L.C., GSCP VI Offshore Advisors, L.L.C., GS Advisors VI, L.L.C., Goldman, Sachs Management GP GmbH, GS LVB Advisors, L.L.C., GS BMET Advisors, L.L.C., GS BMET Offshore Advisors, Inc., PEP 2004, PEP 2005, GS Group, Goldman Sachs and the GS Entities, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in triplicate.

(3)

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Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is an investment manager of certain of the GS Entities. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Entities. LVB Acquisition Holding, LLC ("Holding") is the direct owner of 30,118,560 shares of Common Stock, par value \$0.01 per share (the "Common Stock") of Zimmer Biomet Holdings, Inc.

The GS Entities may be deemed to beneficially own indirectly 7,351,712.14224 shares of Common Stock in the aggregate by reason of the direct beneficial ownership of such shares by, and their aggregate direct ownership of 1,308,419.15815 membership units in,

- (4) Holding. GS Group and Goldman Sachs may be deemed to beneficially own indirectly 7,351,712.14224 shares of Common Stock, by reason of the beneficial ownership of such shares by the GS Entities. The membership interests of Holding are held by a private investor group, which includes the GS Entities.

- (5) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 180,938 shares of Common Stock and Goldman Sachs also has open short positions of 169,889 shares of Common Stock, due to exempt transactions.

GS Capital and its general partner GSCP VI Advisors, L.L.C. may be deemed to beneficially own indirectly approximately 2,436,745.37508 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and GS Capital's direct ownership of 433,679.15808 membership units in, Holding. GS Germany and its general partner Goldman, Sachs Management GP GmbH may be deemed to beneficially own indirectly approximately 86,603.22448 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and GS Germany's direct ownership of 15,413.18755 membership units in, Holding.

- (7) GS Offshore and its general partner GSCP VI Offshore Advisors, L.L.C. may be deemed to beneficially own indirectly approximately 2,026,797.34474 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and GS Offshore's direct ownership of 360,718.75833 membership units in, Holding.

GS Parallel and its general partner GS Advisors VI, L.L.C. may be deemed to beneficially own indirectly approximately 670,060.47587 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and GS Parallel's direct ownership of 119,253.84819 membership units in, Holding. GS LVB and its general partner GS LVB Advisors, L.L.C. may be deemed to beneficially own indirectly approximately 347,667.23199 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and GS LVB's direct ownership of 61,875.99 membership units in, Holding. GS BMET and its general partner GS BMET Advisors, L.L.C. may be deemed to beneficially own indirectly approximately 354,757.90060 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and GS BMET's direct ownership of 63,137.95 membership units in, Holding.

- (9) GS BMET Offshore and its general partner GS BMET Offshore Advisors, Inc. may be deemed to beneficially own indirectly approximately 1,038,267.76611 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and GS BMET Offshore's direct ownership of 184,785.45 membership units in, Holding. GS PEP may be deemed to beneficially own indirectly approximately 249,832.15351 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and GS PEP's direct ownership of 44,463.816 membership units in, Holding. GS 2004 and its general partner PEP 2004 may be deemed to beneficially own indirectly approximately 35,453.34306 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and GS 2004's direct ownership of 6,309.8 membership units in, Holding.

- (10) GS 2005 and its general partner PEP 2005 may be deemed to beneficially own indirectly approximately 50,643.13792 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and GS 2005's direct ownership of 9,013.2 membership units in, Holding. GS IX and its general partner PEP IX may be deemed to beneficially own indirectly approximately 54,884.18888 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and GS IX's direct ownership of 9,768 membership units in, Holding. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.