

ZIMMER BIOMET HOLDINGS, INC.

Reported by
NOLAN DAVID A. JR.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/05/16 for the Period Ending 12/01/16

Address	345 EAST MAIN STREET WARSAW, IN 46580
Telephone	5742676131
CIK	0001136869
Symbol	ZBH
SIC Code	3842 - Orthopedic, Prosthetic, and Surgical Appliances and Supplies
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Nolan David A. Jr.		ZIMMER BIOMET HOLDINGS, INC. [ZBH]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Group President	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O ZIMMER, INC., P. O. BOX 708		12/1/2016			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
WARSAW, IN 46580				<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/1/2016		M		5050	A	\$0	13039 (1)	D	
Common Stock	12/2/2016		S		5050 (2)	D	\$101.1126 (3)	7989	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	12/1/2016		M		5050		(5)	(5)	Common Stock	5050	\$0	0	D	

Explanation of Responses:

- (Includes 1 share acquired under the Zimmer Biomet Holdings, Inc. (the "Company") Employee Stock Purchase Plan between August 1, 2016 and October 31, 2016, 5 shares purchased on October 28, 2016 under the dividend reinvestment plan for the Company's common stock, and 9 shares acquired between August 1, 2016 and October 31, 2016 through dividend reinvestment in Mr. Nolan's IRA.
- (Securities sold pursuant to a written plan intended to comply with Rule 10b5-1(c)(i) adopted by Mr. Nolan on November 3, 2016.
- (Represents the sale of 5,050 shares in multiple transactions, ranging in price from \$101.01 to \$101.24 per share, resulting in a weighted average sale price of \$101.1126. The reporting person will provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price within the range.
- (Each restricted stock unit ("RSU") represents a contingent right to receive one share of Zimmer Biomet Holdings, Inc. common stock.
- (The RSUs vested on December 1, 2016.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nolan David A. Jr. C/O ZIMMER, INC. P. O. BOX 708 WARSAW, IN 46580			Group President	

Signatures

/s/ Heather J. Kidwell, Attorney-in-Fact for David A. Nolan, Jr. (power of attorney previously filed)

12/5/2016

—Signature of Reporting Person

Date

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

* 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).

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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