

ZIMMER BIOMET HOLDINGS, INC.

FORM S-8 POS (Post-Effective Amendment to an S-8 filing)

Filed 03/01/17

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

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

**POST-EFFECTIVE AMENDMENT NO. 6
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

ZIMMER BIOMET HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-4151777
(I.R.S. Employer
Identification No.)

**345 East Main Street
Warsaw, Indiana 46580**
(Address of Principal Executive Offices) (Zip Code)

ZIMMER HOLDINGS, INC. TEAMSHARE STOCK OPTION PLAN
(Full title of the plan)

Chad F. Phipps
Senior Vice President, General Counsel and Secretary
Zimmer Biomet Holdings, Inc.
345 East Main Street
Warsaw, Indiana 46580
(Name and address of agent for service)

(574) 267-6131
(Telephone number, including area code, of agent for service)

Copy to:

Christine G. Long
Faegre Baker Daniels LLP
600 East 96th Street, Suite 600
Indianapolis, Indiana 46240
(317) 569-9600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated Filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller Reporting Company

EXPLANATORY NOTE

Zimmer Biomet Holdings, Inc. (the “Registrant”) has filed this Post-Effective Amendment No. 6 to Form S-8 Registration Statement (this “Post-Effective Amendment”) to deregister certain securities issuable under the Zimmer Holdings, Inc. TeamShare Stock Option Plan (the “TeamShare Plan”), which were originally registered by the Registrant on a registration statement on Form S-8 (File No. 333-125667) filed with the Securities and Exchange Commission (the “Commission”) and becoming effective on June 9, 2005, as amended by the Post-Effective Amendment No. 1 thereto filed on February 26, 2010, the Post-Effective Amendment No. 2 thereto filed on February 25, 2011, the Post-Effective Amendment No. 3 thereto filed on February 27, 2012, the Post-Effective Amendment No. 4 thereto filed on February 28, 2013 and the Post-Effective Amendment No. 5 thereto filed on March 3, 2014 (the “Prior Registration Statement”).

On February 13, 2009, the Board of Directors adopted, subject to stockholder approval, the Zimmer Biomet Holdings, Inc. 2009 Stock Incentive Plan (the “2009 Plan”). On May 4, 2009, the 2009 Plan was approved by the stockholders at the Registrant’s annual meeting of stockholders. On May 7, 2013, June 24, 2015, and May 3, 2016, the 2009 Plan was amended. The 2009 Plan provides, among other things, that any shares of the Registrant’s Common Stock, par value \$0.01 per share (the “Common Stock”) subject to outstanding awards under the TeamShare Plan, that expire, are forfeited or become unexercisable are available for issuance under the 2009 Plan.

As of the date of this Post-Effective Amendment, the total number of shares of Common Stock subject to awards that have expired, were forfeited or became unexercisable under the TeamShare Plan and not yet registered under the 2009 Plan, is 84,085 (the “Newly Available TeamShare Plan Shares”). These Newly Available TeamShare Plan Shares are no longer available for new awards under the TeamShare Plan and will not be issued under the TeamShare Plan.

The Registrant is concurrently filing a separate Registration Statement on Form S-8 to register the Newly Available TeamShare Plan Shares for issuance under the 2009 Plan. This Post-Effective Amendment is hereby filed to reflect that, following the date hereof, the Newly Available TeamShare Plan Shares may not be issued under the TeamShare Plan and to deregister the Newly Available TeamShare Plan Shares under the Prior Registration Statement.

