

ZIMMER BIOMET HOLDINGS, INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

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**

**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 BIOMET HOLDINGS, INC. 2009 STOCK INCENTIVE 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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price ⁽³⁾	Amount of Registration Fee ⁽³⁾
Common Stock, \$0.01 par value	10,000,000	\$116.355	\$1,163,550,000.00	\$134,855.45

Unused 2006 Plan Shares	275	\$116.355	\$31,997.63	\$3.71
Unused TeamShare Plan Shares	84,085	\$116.355	\$9,783,710.18	\$1,133.93
Total	10,084,360		\$1,173,365,707.80	\$135,993.09

- (1) This Form S-8 Registration Statement (this “Registration Statement”) registers 10,000,000 shares of Common Stock, not previously registered, under the Zimmer Biomet Holdings, Inc. 2009 Stock Incentive Plan, as amended effective May 7, 2013, further amended effective June 24, 2015, and further amended effective May 3, 2016 (the “2009 Plan”). In addition, this Registration Statement registers 275 shares of Common Stock under the 2009 Plan that expired, were forfeited or became unexercisable under the Zimmer Holdings, Inc. 2006 Stock Incentive Plan (the “2006 Plan”), since January 1, 2014, and 84,085 shares of Common Stock under the 2009 Plan that expired, were forfeited or became unexercisable under the Zimmer Holdings, Inc. TeamShare Stock Option Plan (the “TeamShare Plan”), since January 1, 2014. The number of outstanding awards under the 2009 Plan may be increased from time to time by additional shares of Common Stock subject to outstanding awards under the 2006 Plan and TeamShare Plan (together, the “Prior Plans”) that expire, are forfeited or become unexercisable for any reason. An additional 1,395,932 shares of Common Stock are subject to outstanding awards under the Prior Plans and could potentially become available for issuance in the future under the 2009 Plan to the extent such awards expire, are forfeited or become unexercisable for any reason, but such shares are not at this time covered by this Registration Statement.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also registers additional shares of Common Stock as may be offered or issued to prevent dilution resulting from stock splits, stock dividends, and similar transactions in accordance with the anti-dilution provisions of the 2009 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sale prices of the Common Stock as reported by the New York Stock Exchange on February 24, 2017, which was \$116.355 per share.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E
OF FORM S-8 “REGISTRATION OF ADDITIONAL SECURITIES”**

Zimmer Biomet Holdings, Inc. (the “Registrant”) filed a Registration Statement on Form S-8 (File No. 133-165078) with the Securities and Exchange Commission (the “Commission”) on February 26, 2010 (the “Initial Registration Statement”), which registered shares of the Registrant’s Common Stock, par value \$0.01 per share (the “Common Stock”) available for issuance under the Zimmer Biomet Holdings, Inc. 2009 Stock Incentive Plan (the “2009 Plan”). Pursuant to General Instruction E to Form S-8, the contents of the Initial Registration Statement are incorporated herein by reference.

The Registrant has filed this Form S-8 Registration Statement (this “Registration Statement”) to register: (a) 10,000,000 shares of Common Stock, not previously registered, under the 2009 Plan, which shares represent an increase in the number of shares authorized to be issued under the 2009 Plan that was approved by the Registrant’s stockholders on May 3, 2016 (the “Newly Available 2009 Plan Shares”); (b) 275 shares of Common Stock, not previously registered, under the 2009 Plan, that expired, were forfeited or became unexercisable under the Zimmer Holdings, Inc. 2006 Stock Incentive Plan (the “2006 Plan”) since January 1, 2014 (the “Newly Available 2006 Plan Shares”); and (c) 84,085 shares of Common Stock, not previously registered, under the 2009 Plan, that expired, were forfeited or became unexercisable under the Zimmer Holdings, Inc. TeamShare Stock Option Plan (the “TeamShare Plan” and together with the 2006 Plan, the “Prior Plans”) since January 1, 2014 (the “Newly Available TeamShare Plan Shares” and together with the Newly Available 2009 Plan Shares and the Newly Available 2006 Plan Shares, the “Newly Available Shares”). The 2009 Plan provides, among other things, that any shares of Common Stock subject to outstanding awards under the Prior Plans that expire, are forfeited or become unexercisable are available for issuance under the 2009 Plan.

The Newly Available 2006 Plan Shares were previously registered by the Registrant on a registration statement on Form S-8 (File No. 333-140939), as filed with the Commission on February 28, 2007, 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 “2007 Registration Statement”). Concurrently with the filing of this Registration Statement, the Registrant has filed a post-effective amendment to the 2007 Registration Statement deregistering the Newly Available 2006 Plan Shares that are being carried forward under this Registration Statement.

The Newly Available TeamShare Plan Shares were previously registered by the Registrant on a registration statement on Form S-8 (File No. 333-125667), as filed with the Commission 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 “2005 Registration Statement”). Concurrently with the filing of this Registration Statement, the Registrant has filed a post-effective amendment to the 2005 Registration Statement deregistering the Newly Available TeamShare Plan Shares that are being carried forward under this Registration Statement.

This Registration Statement is hereby filed to reflect that, following the date hereof, the Newly Available Shares may be issued and are registered under the 2009 Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The list of Exhibits is incorporated herein by reference to the Index to Exhibits.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on March 1, 2017.

ZIMMER BIOMET HOLDINGS, INC.

By: /s/ David C. Dvorak
David C. Dvorak
President and Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated opposite their names. Each person whose signature appears below hereby authorizes each of David C. Dvorak, Daniel P. Florin and Chad F. Phipps, each with full power of substitution, to execute in the name and on behalf of such person any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the registrant deems appropriate, and appoints each of David C. Dvorak, Daniel P. Florin and Chad F. Phipps, each with full power of substitution, attorney-in-fact to sign any amendment and any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David C. Dvorak</u> David C. Dvorak	President, Chief Executive Officer and Director (Principal Executive Officer)	March 1, 2017
<u>/s/ Daniel P. Florin</u> Daniel P. Florin	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	March 1, 2017
<u>/s/ Tony W. Collins</u> Tony W. Collins	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	March 1, 2017
<u>/s/ Christopher B. Begley</u> Christopher B. Begley	Director	March 1, 2017
<u>/s/ Betsy J. Bernard</u> Betsy J. Bernard	Director	March 1, 2017
<u>/s/ Paul M. Bisaro</u> Paul M. Bisaro	Director	March 1, 2017
<u>/s/ Gail K. Boudreaux</u> Gail K. Boudreaux	Director	March 1, 2017
<u>/s/ Michael J. Farrell</u> Michael J. Farrell	Director	March 1, 2017
<u>/s/ Larry C. Glasscock</u> Larry C. Glasscock	Director	March 1, 2017
<u>/s/ Robert A. Hagemann</u> Robert A. Hagemann	Director	March 1, 2017
<u>/s/ Arthur J. Higgins</u> Arthur J. Higgins	Director	March 1, 2017
<u>/s/ Michael W. Michelson</u> Michael W. Michelson	Director	March 1, 2017

Signature	Title	Date
<u>/s/ Cecil B. Pickett</u> Cecil B. Pickett, Ph.D.	Director	March 1, 2017
<u>/s/ Jeffrey K. Rhodes</u> Jeffrey K. Rhodes	Director	March 1, 2017

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of Zimmer Biomet Holdings, Inc. dated June 24, 2015 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on June 26, 2015).
4.2	Restated By-Laws of Zimmer Biomet Holdings, Inc. effective June 24, 2015 (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K filed on June 26, 2015).
4.3	Specimen Common Stock certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q filed on August 10, 2015).
4.4	Zimmer Biomet Holdings, Inc. 2009 Stock Incentive Plan, as amended May 7, 2013, further amended as of June 24, 2015 and further amended as of May 3, 2016 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 9, 2016).
5	Opinion of Faegre Baker Daniels LLP regarding legality of the securities being registered.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Faegre Baker Daniels LLP (included in the Opinion filed herewith as Exhibit 5).
24	Powers of Attorney (included on the Signature Page of this Registration Statement).

Faegre Baker Daniels LLP
600 East 96th Street, Suite 600
Indianapolis, Indiana 46240-3789
Phone +1 317 569 9600
Fax +1 317 569 4800

March 1, 2017

Zimmer Biomet Holdings, Inc.
345 East Main Street
Warsaw, Indiana 46580

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Zimmer Biomet Holdings, Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) being filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Act”), registering the offer and sale of an additional 10,084,360 shares (the “Shares”) of the Company’s Common Stock, par value \$0.01 per share, pursuant to the Zimmer Biomet Holdings, Inc. 2009 Stock Incentive Plan (the “2009 Plan”).

For purposes of this opinion letter, we have examined the Registration Statement, the Restated Certificate of Incorporation, as currently in effect, and the Restated Bylaws, as currently in effect, of the Company and resolutions of the Company’s Board of Directors. We also have examined the originals, or duplicates or certified or conformed copies, of such corporate and other records, agreements, documents and other instruments and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth. As to questions of fact material to this opinion, we have relied upon certificates or comparable documents of public officials and of officers and representatives of the Company.

In rendering the opinions set forth below, we have assumed (i) the genuineness of all signatures, (ii) the legal capacity of natural persons, (iii) the authenticity of all documents submitted to us as originals, (iv) the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, (v) the authenticity of the originals of such latter documents, (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments, certificates and records we have reviewed, and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Based on and subject to the foregoing and to the other qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when (a) the Registration Statement shall have become effective, (b) the Shares have been issued in accordance with the 2009 Plan and any applicable award agreement, and (c) where applicable, the consideration for the Shares specified in the 2009 Plan and any applicable award agreement has been received by the Company (which consideration exceeds, on a per share basis, the par value of the Shares), the Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law.

The opinions expressed are rendered as of the date first written above and are expressly limited to the matters set forth herein, and we render no opinion, whether by implication or otherwise, as to any other matters.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Very truly yours,

FAEGRE BAKER DANIELS LLP

By: /s/ Christine G. Long
Christine G. Long, Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2017 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in Zimmer Biomet Holdings, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chicago, Illinois
March 1, 2017