

# ZIMMER BIOMET HOLDINGS, INC.

Reported by  
**DVORAK DAVID C**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/01/17 for the Period Ending 04/27/17

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

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>DVORAK DAVID C</b>  (Last) (First) (Middle)  <b>C/O ZIMMER, INC., P. O. BOX 708</b>  (Street)  <b>WARSAW, IN 46580</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ZIMMER BIOMET HOLDINGS, INC. [ZBH]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>4/27/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	4/27/2017		M		100000 <u>(1)</u>	A	\$88.76	381886	D	
Common Stock	4/27/2017		S		52784 <u>(2)</u>	D	\$116.13 <u>(3)</u>	329102	D	
Common Stock	4/27/2017		S		34547 <u>(2)</u>	D	\$116.99 <u>(4)</u>	294555	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				
Employee Stock Option (right to buy)	\$88.76	4/27/2017		M		100000		<u>(5)</u>	4/30/2017	Common Stock	100000	\$0	0	D	

**Explanation of Responses:**

- (1) Securities acquired pursuant to a written plan intended to comply with Rule 10b5-1(c)(1) adopted by Mr. Dvorak on September 14, 2016.
- (2) Securities sold to cover option exercise cost, taxes and fess pursuant to a written plan intended to comply with Rule 10b5-1(c)(1) adopted by Mr. Dvorak on September 14, 2016.
- (3) Represents the sale of 52,784 shares in multiple transactions, ranging in price from \$115.46 to \$116.45 per share, resulting in a weighted average sale price of \$116.13. 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.
- (4) Represents the sale of 34,547 shares in multiple transactions, ranging in price from \$116.46 to \$117.07 per share, resulting in a weighted average sale price of \$116.99. 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.
- (5) Vested annually over four years in increments of 25% each year, commencing on May 1, 2008.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>DVORAK DAVID C C/O ZIMMER, INC. P. O. BOX 708 WARSAW, IN 46580</b>	<b>X</b>		<b>President and CEO</b>	

**Signatures**

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

5/1/2017

—\*\*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.

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.