

ZIMMER BIOMET HOLDINGS, INC.

Reported by
PHIPPS CHAD F

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/09/17 for the Period Ending 05/05/17

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|-------------|---|
| 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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[] 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

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

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 | 5/5/2017 | | M | | 6200 <u>(1)</u> | A | \$90.61 | 42697 <u>(2)</u> | D | |
| Common Stock | 5/5/2017 | | S | | 5000 <u>(1)</u> | D | \$116.6156 <u>(3)</u> | 37697 | D | |
| Common Stock | 5/5/2017 | | S | | 1200 <u>(1)</u> | D | \$117.34 | 36497 | 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) | \$90.61 | 5/5/2017 | | M | | 6200 | | <u>(4)</u> | 5/8/2017 | Common Stock | 6200 | \$0 | 0 | D | |

Explanation of Responses:

- (1) Securities acquired or sold pursuant to a written plan intended to comply with Rule 10b5-1(c)(i) adopted by Mr. Phipps on August 16, 2016.
- (2) Includes 4 shares acquired under the Zimmer Biomet Holdings, Inc. (the "Company") Employee Stock Purchase Plan between January 31, 2017 and May 1, 2017 and 69 shares purchased between January 28, 2017 and April 28, 2017 under the dividend reinvestment plan for the Company's common stock.
- (3) Represents the sale of 5,000 shares in multiple transactions, ranging in price from \$116.33 to \$117.01 per share, resulting in a weighted average sale price of \$116.6156. 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) Vested annually over four years in increments of 25% each year, commencing on May 9, 2008

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Phipps Chad F C/O ZIMMER, INC. P. O. BOX 708 WARSAW, IN 46580 | | | Sr. VP/Gen Counsel/Secretary | |

Signatures

/s/ Heather J. Kidwell, Attorney-in-Fact for Chad F. Phipps (power of attorney previously filed)

5/9/2017

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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