

# ZIMMER BIOMET HOLDINGS, INC.

Reported by  
**BERNARD BETSY J**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/16/17 for the Period Ending 05/12/17

|             |   |
|-------------|---|
| Address     | 345 EAST MAIN STREET<br>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

|   |  |   |
|---|--|---|
| <b>1. Name and Address of Reporting Person -*</b><br><br><b>BERNARD BETSY J</b><br><br>(Last) (First) (Middle)<br><br><b>C/O ZIMMER, INC., P. O. BOX 708</b><br><br>(Street)<br><br><b>WARSAW, IN 46580</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>ZIMMER BIOMET HOLDINGS, INC. [ ZBH ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>5/12/2017</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br>_____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span> |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |

**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 |   |  |   |

**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 |  |  |  |  |
| Phantom Stock Units (1)                  | \$121.74 (2)   | 5/12/2017      |                                   | A                         |   | 500  |     | (3)                                     | (3)             | Common Stock  | 500                        | \$0  | 8279.004 (4)   | D  |  |
| Restricted Stock Units                   | (2)  | 5/12/2017      |                                   | A                         |   | 1067.85  |     | (5)                                     | (5)             | Common Stock  | 1067.85                    | \$0  | 13800.977 (6)  | D  |  |

**Explanation of Responses:**

- (1) The phantom stock units were accrued under the Zimmer Biomet Holdings, Inc. ("Company") Deferred Compensation Plan for Non-Employee Directors.
- (2) The Conversion or Exercise Price of Derivative Security is 1-for-1.
- (3) The units are to be settled in shares of Company common stock within sixty days after cessation of the reporting person's service as a Director ("Annual Deferred Share Units").
- (4) Includes 15.727 phantom stock units accrued on April 28, 2017 under the dividend reinvestment provision of the Zimmer Biomet Holdings, Inc. Deferred Compensation Plan for Non-Employee Directors.
- (5) The Restricted Stock Units are immediately 100% vested and will be subject to mandatory deferral until the later of (1) the reporting person's termination of service as a Director or (2) the date that is three years after the grant date.
- (6) Includes Restricted Stock Units granted in prior years that are subject to different mandatory deferral periods.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>BERNARD BETSY J<br/>C/O ZIMMER, INC.<br/>P. O. BOX 708<br/>WARSAW, IN 46580</b> | <b>X</b>      |           |         |       |

**Signatures**

/s/ Heather J. Kidwell, Attorney-in-Fact for Betsy J. Bernard (power of attorney previously filed)

5/16/2017

\*\*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.

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