

LVB Acquisition, Inc.
Form 4
June 26, 2015

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Group L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LVB Acquisition, Inc. [NONE]

3. Date of Earliest Transaction
(Month/Day/Year)
06/24/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 | 06/24/2015 | | J ⁽¹⁾ | | 61,012,316.5 | D | <u>1</u> 0 |
| | | | | | | I | See Footnotes (2) (3) (4) (5) (6) |
| Common Stock | 06/24/2015 | | J ⁽¹⁾ | | 9,773,455.1 | D | <u>1</u> 0 |
| | | | | | | I | See Footnotes (2) (3) (4) (5) (6) |
| Common Stock | 06/24/2015 | | J ⁽¹⁾ | | 28,905,000 | D | <u>1</u> 0 |
| | | | | | | I | See Footnotes (2) (3) (4) (5) (6) |

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| | | | | | | | | |
|--------------|------------|------------------|--------------|---|------------|---|---|--|
| Common Stock | 06/24/2015 | J ⁽¹⁾ | 1,373,175 | D | <u>(1)</u> | 0 | I | See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 06/24/2015 | J ⁽¹⁾ | 2,171,255.3 | D | <u>(1)</u> | 0 | I | See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 06/24/2015 | J ⁽¹⁾ | 229,127.3 | D | <u>(1)</u> | 0 | I | See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 06/24/2015 | J ⁽¹⁾ | 27,377,586.6 | D | <u>(1)</u> | 0 | I | See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Group L.P. C/O THE BLACKSTONE GROUP L.P. | | | | X |

345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Management Associates V L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

BMA V L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

BCP V Side-by-Side GP L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

BLACKSTONE FAMILY GP LLC
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings III L.P.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings III GP L.P.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
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Blackstone Holdings III GP Management L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Group Management L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Signatures

** The Blackstone Group L.P. By: Blackstone Group Management L.L.C., its General Partner By: /s/ John G. Finley Title: Chief Legal Officer 06/26/2015

**Signature of Reporting Person Date

**Blackstone Management Associates V L.L.C. By: BMA V L.L.C., its Sole Member By: /s/ John G. Finley Title: Chief Legal Officer 06/26/2015

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| ** BMA V L.L.C. By: /s/ John G. Finley Title: Chief Legal Officer | 06/26/2015 |
| <u>Signature of Reporting Person</u> | Date |
| ** BCP V Side-by-Side GP L.L.C. By: /s/ John G. Finley Title: Chief Legal Officer | 06/26/2015 |
| <u>Signature of Reporting Person</u> | Date |
| ** Blackstone Family GP L.L.C. By: /s/ John G. Finley Title: Chief Legal Officer | 06/26/2015 |
| <u>Signature of Reporting Person</u> | Date |
| ** Blackstone Holdings III L.P. By: Blackstone Holdings III GP L.P., its General Partner By: Blackstone Holdings III GP Management L.L.C., its General Partner By: /s/ John G. Finley Title: Chief Legal Officer | 06/26/2015 |
| <u>Signature of Reporting Person</u> | Date |
| ** Blackstone Holdings III GP L.P. By: Blackstone Holdings III GP Management L.L.C., its General Partner By: /s/ John G. Finley Title: Chief Legal Officer | 06/26/2015 |
| <u>Signature of Reporting Person</u> | Date |
| ** Blackstone Holdings III GP Management L.L.C. By: /s/ John G. Finley Title: Chief Legal Officer | 06/26/2015 |
| <u>Signature of Reporting Person</u> | Date |
| ** Blackstone Group Management L.L.C. By: /s/ John G. Finley Title: Chief Legal Officer | 06/26/2015 |
| <u>Signature of Reporting Person</u> | Date |
| ** /s/ Stephen A. Schwarzman | 06/26/2015 |
| <u>Signature of Reporting Person</u> | Date |

Explanation of Responses:

* 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).

(1) On June 24, 2015, Zimmer Holdings, Inc., (subsequently renamed Zimmer Biomet Holdings, Inc.), a Delaware corporation ("Zimmer"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger between the Issuer, Zimmer and Owl Merger Sub, Inc., a Delaware corporation and an indirect wholly-owned subsidiary of Zimmer ("Merger Sub"), dated as of April 24, 2014 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation and an indirect wholly-owned subsidiary of Zimmer (the "Merger"). Pursuant to the Merger Agreement, on June 24, 2015, the effective date of the Merger, each share of Issuer common stock ("Common Stock") was exchanged for \$8.94 in cash and 0.0562 shares of Zimmer common stock.

(2) The Blackstone Funds hold 1,308,419.15815 membership units of LVB Acquisition Holding, LLC ("Holding"), the beneficial owner of 536,034,330 shares of Common Stock of the Issuer immediately prior to the Merger, including (i) 610,123.16500 membership units of Holding held by Blackstone Capital Partners V, L.P., (ii) 97,734.55100 membership units of Holding held by Blackstone Capital Partners V-AC L.P., (iii) 289,050.00000 membership units of Holding held by BCP V-S L.P., (iv) 13,731.75000 membership units of Holding held by Blackstone Family Investment Partnership V L.P., (v) 21,712.55300 membership units of Holding held by Blackstone Family Investment Partnership V-SMD L.P., (vi) 2,291.27315 membership units of Holding held by Blackstone Participation Partnership V L.P., and (vii) 273,775.86600 membership units of Holding held by BCP V Co-Investors L.P., (collectively, the "Blackstone Funds").

(3) Blackstone Management Associates V L.L.C is the general partner of each of Blackstone Capital Partners V L.P., Blackstone Capital Partners V-AC L.P., BCP V-S L.P., and BCP V Co-Investors L.P. BMA V L.L.C. is the sole member of Blackstone Management

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Associates V L.L.C. BCP V Side-By-Side GP L.L.C. is the general partner of Blackstone Family Investment Partnership V L.P. and Blackstone Participation Partnership V L.P. Blackstone Family GP L.L.C. is the general partner of Blackstone Family Investment Partnership V-SMD L.P.

- (4) Blackstone Holdings III L.P. is the managing member and the owner of a majority in interest of BMA V L.L.C. and the sole member of BCP V Side-By-Side GP L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. Blackstone Family GP L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Mr. Schwarzman.

- (5) Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the membership units beneficially owned by the Blackstone Funds directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such membership units except to the extent of its or his indirect pecuniary interest therein.

- (6) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Persons state that this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any securities reported herein.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's Edgar

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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