

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Whitney Rebecca Ann</u>			2. Issuer Name and Ticker or Trading Symbol <u>ZimVie Inc. [ ZIMV ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>See Remarks</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
10225 WESTMOOR DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WESTMINSTER CO 80021</u>								
(City) (State) (Zip)								

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2022		A <sup>(1)</sup>		2,859	A	(2)	3,065 <sup>(3)</sup>	D	
Common Stock	03/01/2022		A <sup>(1)</sup>		4,455	A	(4)	7,520 <sup>(3)</sup>	D	

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$20.49	03/01/2022 <sup>(1)</sup>		A		4,966 <sup>(5)</sup>		(6)	03/21/2026	Common Stock	4,966	(5)	4,966	D	
Stock Option (right to buy)	\$20.7	03/01/2022 <sup>(1)</sup>		A		4,138 <sup>(5)</sup>		(7)	11/01/2026	Common Stock	4,138	(5)	4,138	D	
Stock Option (right to buy)	\$24.01	03/01/2022 <sup>(1)</sup>		A		24,616 <sup>(5)</sup>		(8)	03/21/2027	Common Stock	24,616	(5)	24,616	D	
Stock Option (right to buy)	\$22.45	03/01/2022 <sup>(1)</sup>		A		15,918 <sup>(5)</sup>		(9)	11/01/2027	Common Stock	15,918	(5)	15,918	D	
Stock Option (right to buy)	\$23.56	03/01/2022 <sup>(1)</sup>		A		14,953 <sup>(5)</sup>		(10)	02/20/2028	Common Stock	14,953	(5)	14,953	D	
Stock Option (right to buy)	\$22.54	03/01/2022 <sup>(1)</sup>		A		16,502 <sup>(5)</sup>		(11)	03/20/2028	Common Stock	16,502	(5)	16,502	D	
Stock Option (right to buy)	\$24.37	03/01/2022 <sup>(1)</sup>		A		25,642 <sup>(5)</sup>		(12)	02/26/2029	Common Stock	25,642	(5)	25,642	D	
Stock Option (right to buy)	\$31.03	03/01/2022 <sup>(1)</sup>		A		24,144 <sup>(5)</sup>		(13)	02/21/2030	Common Stock	24,144	(5)	24,144	D	
Stock Option (right to buy)	\$32.26	03/01/2022 <sup>(1)</sup>		A		19,518 <sup>(5)</sup>		(14)	02/25/2031	Common Stock	19,518	(5)	19,518	D	

Explanation of Responses:

- On March 1, 2022, Zimmer Biomet Holdings, Inc. ("Zimmer Biomet") completed a pro rata spinoff distribution (the "Distribution") of shares of ZimVie Inc. ("ZimVie") common stock, par value \$ 0.01 per share ("ZimVie Common Stock") to the holders of record of Zimmer Biomet common stock, par value \$ 0.01 per share ("Zimmer Biomet Common Stock") on February 15, 2022. In connection with the Distribution, pursuant to the terms of the Employee Matters Agreement, dated as of March 1, 2022, between Zimmer Biomet and ZimVie (the "EMA"), all outstanding equity awards with respect to Zimmer Biomet Common Stock held by the Reporting Person were equitably adjusted and converted into equity awards with respect to ZimVie Common Stock, with such equitable adjustments determined based on (i) the volume weighted average trading price of Zimmer Biomet Common Stock on February 28, 2022 and (ii) the volume weighted average trading price of ZimVie common stock on March 1 through March 3, 2022.
- Represents the grant of restricted stock units with respect to ZimVie Common Stock ("ZimVie RSUs") upon the conversion of performance-based restricted stock units with respect to Zimmer Biomet Common Stock held by the Reporting Person as of March 1, 2022 in accordance with the terms of the EMA. The ZimVie RSUs vest on February 21, 2023.
- Reflects 206 shares of ZimVie Common Stock received in the Distribution in respect of shares of Zimmer Biomet Common Stock held by the Reporting Person as of the record date for the Distribution.
- Represents the grant of ZimVie RSUs upon the conversion of performance-based restricted stock units with respect to Zimmer Biomet Common Stock held by the Reporting Person as of March 1, 2022 in

accordance with the terms of the EMA. The ZimVie RSUs vest on February 25, 2024.

5. Represents the grant of stock options to purchase ZimVie Common Stock upon the conversion of stock options to purchase Zimmer Biomet Common Stock in accordance with the terms of the EMA.

6. This option vests ratably in four annual installments on the first four anniversaries of the grant date, March 21, 2016.

7. This option vests ratably in four annual installments on the first four anniversaries of the grant date, November 1, 2016.

8. This option vests ratably in four annual installments on the first four anniversaries of the grant date, March 21, 2017.

9. This option vests ratably in four annual installments on the first four anniversaries of the grant date, November 1, 2017.

10. This option vests ratably in four annual installments on the first four anniversaries of the grant date, February 20, 2018.

11. This option vests ratably in four annual installments on the first four anniversaries of the grant date, March 20, 2018.

12. This option vests ratably in four annual installments on the first four anniversaries of the grant date, February 26, 2019.

13. This option vests ratably in four annual installments on the first four anniversaries of the grant date, February 21, 2020.

14. This option vests ratably in four annual installments on the first four anniversaries of the grant date, February 25, 2021.

**Remarks:**

Senior Vice President and President, Global Spine

/s/ Heather Kidwell, Attorney-  
in-Fact for Rebecca Whitney      03/07/2022

\*\* 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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