SEC Form 4

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

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>ZIMMER BIOMET HOLDINGS, INC.</u>				suer Name and Tic <u>nVie Inc.</u> [ZI		Symbol		5. Relationship of Reporting Person(s) to Isse (Check all applicable) Director X 10% Own			
(Last) 345 EAST MA	(First) AIN STREET	(Middle)		ate of Earliest Trans 01/2022	saction (Montl	n/Day/Year)		Officer (give title below)		Other below)	(specify)
,			4. If	Amendment, Date	of Original File	ed (Month/Day/Year)		idual or Joint/Grou	p Filing ((Check /	Applicable
(Street)							Line)	Form filed by On	e Renor	tina Per	son
WARSAW	IN	46580	_					Form filed by Mo Person	•	0	
(City)	(State)	(Zip)									
		Table I - Non-Der	ivative	Securities Acc	quired, Dis	sposed of, or Benet	icially	Owned			
1. Title of Security (Instr. 3) 2. Transacti Date			action	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities	6. Own Form: I	Direct	7. Nature of Indirect

	(Month/Day/Year)	if any (Month/Day/Year)	Code (8)	Instr.				Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	03/01/2022		J ⁽¹⁾⁽²⁾		20,918,542	D	\$0.00	5,131,946	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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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	Amount or Number of Shares				

Explanation of Responses:

1. On February 7, 2022, Zimmer Biomet Holdings, Inc., a Delaware corporation ("Zimmer Biomet"), reported that it owned 100 shares of common stock of ZimVie Inc., a Delaware corporation ("ZimVie"), which at the time constituted all of the issued and outstanding shares of common stock of ZimVie. On February 28, 2022, pursuant to the Amended and Restated Certificate of Incorporation of ZimVie filed by ZimVie with the Secretary of State of the State of Delaware on such date, the 100 outstanding shares of common stock of ZimVie held by Zimmer Biomet were automatically converted into an aggregate of 26,050,488 fully-paid and nonassessable shares of common stock of ZimVie.

2. On March 1, 2022, 20,918,542 shares of common stock of ZimVie were distributed by Zimmer Biomet by way of a pro rata dividend to its stockholders. Zimmer Biomet has retained the remaining 5,131,946 shares of common stock of ZimVie.

Remarks:

/s/ Chad Phipps, Senior Vice President, General Counsel and Secretary

03/01/2022

** 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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