

ZIMMER BIOMET HOLDINGS, INC.

Form 3

June 26, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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. Date of Event Requiring Statement

(Month/Day/Year)  
 06/24/2015

3. Issuer Name and Ticker or Trading Symbol  
 ZIMMER BIOMET HOLDINGS, INC. [ZBH]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,428,144.5	I	See Footnotes (1) (8) (9) (10) (11) (12) (16) (17)
Common Stock	549,148.4	I	See Footnotes (2) (8) (9) (10) (11) (12) (16) (17)
Common Stock	1,624,106.8	I	See Footnotes (3) (8) (9) (10) (11) (12) (16) (17)
Common Stock	181,782.8	I	See Footnotes (4) (8) (9) (10) (11) (12) (16) (17)
Common Stock	17,370.7	I	See Footnotes (5) (8) (9) (10) (11) (12) (16) (17)
Common Stock	12,874.1	I	See Footnotes (6) (8) (9) (10) (11) (12) (16) (17)

Common Stock 1,538,284.8 I See Footnotes (7) (8) (9) (10) (11) (12)  
(16) (17)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Cash-Settled Equity Swap	Â <u>(13)</u>	08/01/2017 <sup>(13)</sup>	Common Stock	56,746	\$ 110.26 <u>(13)</u>	I	See Footnotes <u>(11)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Group L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Management Associates V L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BMA V L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BCP V Side-by-Side GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE	Â	Â X	Â	Â

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  
 NEW YORK, NY 10154

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
__Signature of Reporting Person	Date
** BMA V L.L.C. By: /s/ John G. Finley Title: Chief Legal Officer	06/26/2015
__Signature of Reporting Person	Date
** BCP V Side-by-Side GP L.L.C. By: /s/ John G. Finley Title: Chief Legal Officer	06/26/2015
__Signature of Reporting Person	Date
** Blackstone Family GP L.L.C. By: /s/ John G. Finley Title: Chief Legal Officer	06/26/2015
__Signature of Reporting Person	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
__Signature of Reporting Person	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
__Signature of Reporting Person	Date
	06/26/2015

\*\* Blackstone Holdings III GP Management L.L.C. By: /s/ John G. Finley Title: Chief Legal Officer

\_\_Signature of Reporting Person

Date

\*\* Blackstone Group Management L.L.C. By: /s/ John G. Finley Title: Chief Legal Officer

06/26/2015

\_\_Signature of Reporting Person

Date

\*\* /s/ Stephen A. Schwarzman

06/26/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects shares of common stock of Zimmer Biomet Holdings, Inc. (the "Common Stock") that may be deemed to be indirectly beneficially owned by Blackstone Capital Partners V, L.P. as a result of its ownership of membership units in LVB Acquisition Holding, LLC ("Holding").
- (2) Reflects shares of Common Stock that may be deemed to be indirectly beneficially owned by Blackstone Capital Partners V-AC L.P. as a result of its ownership of membership units in Holding.
- (3) Reflects shares of Common Stock that may be deemed to be indirectly beneficially owned by BCP V-S L.P. as a result of its ownership of membership units in Holding.
- (4) Reflects shares of Common Stock that may be deemed to be indirectly beneficially owned by Blackstone Family Investment Partnership V L.P. as a result of its ownership of membership units in Holding.
- (5) Reflects shares of Common Stock that may be deemed to be indirectly beneficially owned by Blackstone Family Investment Partnership V-SMD L.P. as a result of its ownership of membership units in Holding.
- (6) Reflects shares of Common Stock that may be deemed to be indirectly beneficially owned by Blackstone Participation Partnership V L.P. as a result of its ownership of membership units in Holding.
- (7) Reflects shares of Common Stock that may be deemed to be indirectly beneficially owned by BCP V Co-Investors L.P. as a result of its ownership of membership units in Holding.
- (8) The Blackstone Funds (as defined below) hold 1,308,419.15815 membership units of Holding, the beneficial owner of 30,118,560 shares of Common Stock of Zimmer Holdings, Inc. (which are reported in a separate Form 3 filing), 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").
- (9) 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 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.
- (10) 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.
- (11) 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.
- (12) Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own a portion of 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.

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(13) An affiliate of The Blackstone Group L.P. (that neither controls nor is controlled by any of the Blackstone Funds) established a short position through cash-settled equity swaps (the "Swaps") with respect to 56,746 shares of Common Stock. This position was established prior to the Reporting Persons becoming subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This position is part of a basket of short positions, which is intended to hedge such affiliate's long position in another issuer.

(14) Under the terms of these Swaps, on the designated settlement date or earlier termination of such swap (the "Settlement Date"), such affiliate will be obligated to pay to the counterparty any positive price performance of the reference shares between the reference price (\$110.26) and market value of such reference shares as of such Settlement Date and the counterparty will be obligated to pay to such affiliate any negative price performance of the reference shares between the reference price and market value of such reference shares as of such Settlement Date.

(15) The Blackstone Group L.P., Blackstone Group Management L.L.C. and Mr. Schwarzman may be deemed to indirectly beneficially own a portion of the Swaps described herein. The Blackstone Group L.P., Blackstone Group Management L.L.C. and Mr. Schwarzman each disclaims beneficial ownership of such Swaps except to the extent of its or his indirect pecuniary interest therein.

(16) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

(17) Pursuant to Rule 16a-1(a)(4) under 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.

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### Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SecuritiesÂ andÂ I

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.