

Sherrick Jeffrey B  
Form 4  
December 10, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Sherrick Jeffrey B

2. Issuer Name and Ticker or Trading Symbol  
SOUTHWESTERN ENERGY CO  
[SWN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2350 N. SAM HOUSTON  
PARKWAY EAST, SUITE 125  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2012

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior Vice President

HOUSTON, TX 77032

4. 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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/06/2012 <sup>(1)</sup>		A		10,830	A	\$ 0 26,880 D
Common Stock	12/08/2012		F		301	D	\$ 34.38 26,579 D
Common Stock	12/09/2012		F		344	D	\$ 34.38 26,235 D
Common Stock	12/10/2012		F		305	D	\$ 34.38 25,930 D

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.

SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 34.5	12/06/2012 <sup>(1)</sup>		A	21,950	12/06/2013 <sup>(2)</sup> 12/06/2019	Common Stock 21,950
Stock Options (Right to Buy)	\$ 36.87					12/08/2012 12/08/2018	Common Stock 9,140
Stock Options (Right to Buy)	\$ 36.22					12/09/2011 12/09/2017	Common Stock 10,060
Stock Options (Right to Buy)	\$ 40.73					12/10/2010 12/10/2016	Common Stock 9,050
Stock Options (Right to Buy)	\$ 30.68					12/11/2009 12/11/2015	Common Stock 4,684
Stock Options (Right to Buy)	\$ 30.92					10/15/2009 10/15/2015	Common Stock 15,800

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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executive officers were granted under the Equity Incentive Plan. The Compensation Committee, which administers the Equity Incentive Plan, has general authority to accelerate, extend, or otherwise modify the benefits under the stock options in certain circumstances, subject to limitations of the plan. The Compensation Committee has no present intention to exercise that authority with respect to these stock options.

All the shares of restricted stock were granted under our Equity Incentive Plan.

All stock options and shares of restricted stock vest upon a change in control, as defined in the Equity Incentive Plan. All stock options and restricted shares granted to our named executive officers in 2014 vest in equal annual installments over a period of four years after the grant date.

**Table of Contents****Outstanding Equity Awards**

The table below sets forth information regarding the outstanding equity awards held by our named executive officers at December 31, 2014. Unless otherwise noted below, the stock options and restricted stock awards shown below vested or will vest in equal annual installments over a period of four years after the grant date.

Name	Grant Date of Award	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares of Stock that Have Not Vested	Market Value of Shares of Stock that Have Not Vested <sup>(1)</sup>
Robert J. Palmisano	09/17/2011 <sup>(2)</sup>	610,000		\$ 16.03	09/17/2021		
	04/16/2012 <sup>(3)</sup>	3,989		18.24	04/16/2022		
	05/09/2012	70,569	70,570	21.39	05/09/2022	27,087	727,828
	04/17/2013 <sup>(4)</sup>	9,479		23.24	04/17/2023		
	05/14/2013	35,072	105,219	24.66	05/14/2023	36,652	984,839
	04/01/2014 <sup>(4)</sup>	5,134	2,568	31.07	04/01/2024		
	05/13/2014		125,582	29.95	05/13/2024	41,847	1,124,429
Lance A. Berry	04/04/2005	50,000		23.39	04/04/2015		
	04/04/2006	7,501		19.52	04/04/2016		
	05/14/2008	10,000		29.19	05/14/2018		
	05/13/2009	6,378		15.47	05/13/2019		
	05/13/2010	9,347		18.37	05/13/2020		
	05/11/2011	9,114	3,039	15.50	05/11/2021	3,640	97,807
	04/16/2012	1,867		18.24	04/16/2022		
	05/09/2012	9,485	9,486	21.39	05/09/2022	3,641	97,834
	05/14/2013	7,421	22,264	24.66	05/14/2023	7,756	208,404
	04/01/2014 <sup>(5)</sup>					1,094	29,396
	05/13/2014		17,715	29.95	05/13/2024	5,903	158,614
Pascal E.R. Girin	11/26/2012	92,250	92,250	21.24	11/26/2022		
	05/14/2013	19,099	57,298	24.66	05/14/2023	19,959	536,298
	04/01/2014 <sup>(5)</sup>					1,609	43,234
	05/13/2014		45,591	29.95	05/13/2024	15,192	408,209
Kevin D. Cordell	09/29/2014		33,589	31.00	09/29/2024	8,065	216,707
Jason R. Senner	02/13/2014		60,000	30.97	02/13/2024		
	05/13/2014		11,648	29.95	05/13/2024	3,881	104,282

(1)

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Calculated as the market value on December 31, 2014, which is deemed to have been \$26.87 per share, the closing sale price of our common stock reported for transactions effected on the Nasdaq Global Select Market on December 31, 2014.

- (2) The award vests in three equal annual installments beginning on September 17, 2012.
- (3) The award vested in two equal annual installments on April 16, 2013 and 2014.
- (4) The award vested or will vest in twelve equal monthly installments beginning one month from the date of grant.
- (5) The award vests one year from the date of grant.

**Table of Contents****Option Exercises and Stock Vested During 2014**

The following table provides information on stock option exercises and vesting of restricted stock during 2014 for the named executive officers.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
Robert J. Palmisano			26,531	771,107
Lance A. Berry	40,000	\$ 115,600	11,417	334,142
Pascal E.R. Girin			6,653	197,395
Kevin D. Cordell				
Jason R. Senner				

**Table of Contents****Potential Payments Upon Termination or Change in Control**

The following table sets forth the benefits payable to our named executive officers based upon a hypothetical termination and/or change in control date of December 31, 2014. Our Compensation Committee may, in its discretion, revise, amend, or add to the benefits if it deems advisable.

<b>Name</b>	<b>Benefit<sup>(1)</sup></b>	<b>Termination without Cause</b>	<b>Change in Control with Termination</b>	<b>Change in Control without Termination</b>
Robert J. Palmisano	Salary	\$ 3,000,000	4,500,000	
	Benefits continuation	10,800	10,800	
	Accrued Bonus Obligation <sup>(2)</sup>	750,000	750,000	
	Outplacement benefits	30,000	30,000	
	Other termination benefits <sup>(3)</sup>	5,000	5,000	
	Stock option acceleration <sup>(4)</sup>	619,258	619,258	619,258
	Restricted stock acceleration <sup>(5)</sup>	2,837,096	2,837,096	2,837,096
	<b>Total</b>		<b>\$ 7,252,153</b>	<b>8,752,153</b>
Lance A. Berry	Salary	\$ 375,000	750,000	
	Bonus	225,000	450,000	
	Accrued Bonus Obligation <sup>(2)</sup>		225,000	
	Benefits continuation	15,930	23,894	
	Outplacement benefits	30,000	60,000	
	Other termination benefits <sup>(3)</sup>	6,000	11,000	
	Stock option acceleration <sup>(4)</sup>		135,740	135,740
	Restricted stock acceleration <sup>(5)</sup>		592,054	592,054
<b>Total</b>		<b>\$ 651,930</b>	<b>2,247,688</b>	<b>727,794</b>
Pascal E.R. Girin.	Salary	\$ 500,000	670,247	
	Bonus	375,000	750,000	
	Accrued Bonus Obligation <sup>(2)</sup>		375,000	
	Benefits continuation			
	Outplacement benefits	30,000	60,000	
	Other termination benefits <sup>(3)</sup>	6,000	11,000	
	Stock option acceleration <sup>(4)</sup>		645,996	645,996
	Restricted stock acceleration <sup>(5)</sup>		536,298	536,298
<b>Total</b>		<b>\$ 911,000</b>	<b>3,048,541</b>	<b>1,182,294</b>
Kevin D. Cordell	Salary	\$ 375,000	750,000	
	Bonus	206,250	412,500	
	Accrued Bonus Obligation <sup>(2)</sup>		51,563	
	Benefits continuation	15,821	23,732	



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	Outplacement benefits	30,000	60,000	
	Other termination benefits <sup>(3)</sup>	6,000	11,000	
	Stock option acceleration <sup>(4)</sup>			
	Restricted stock acceleration <sup>(5)</sup>		216,707	216,707
	<b>Total</b>	<b>\$ 633,071</b>	<b>1,525,501</b>	<b>216,707</b>
Jason R. Senner	Salary	\$ 310,000	620,000	
	Bonus	139,500	279,000	
	Accrued Bonus Obligation <sup>(2)</sup>		133,688	
	Benefits continuation	15,866	23,799	
	Outplacement benefits	30,000	60,000	
	Other termination benefits <sup>(3)</sup>	6,000	11,000	
	Stock option acceleration <sup>(4)</sup>			
	Restricted stock acceleration <sup>(5)</sup>		104,282	104,282
	<b>Total</b>	<b>\$ 501,366</b>	<b>1,231,769</b>	<b>104,282</b>

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- (1) Where applicable, the benefit amounts set forth in the table above reflect an automatic reduction in the payment to the extent necessary to prevent the payment from being subject to an excise tax, but only if by reason of the reduction, the after-tax benefit of the reduced payment exceeds the after-tax benefit if such reduction were not made.
- (2) This amount represents a pro-rated portion of the executive's target bonus under the Performance Incentive Plan.
- (3) The amounts in the Other termination benefits rows include the cost of financial planning services and continued executive insurance. Reimbursement of reasonable attorneys' fees and expenses is not included as the amount is not estimable.
- (4) Stock option acceleration is calculated as the intrinsic value of the unvested options on December 31, 2014. The intrinsic value is calculated as the difference between the market value of our common stock as of December 31, 2014, and the exercise price of the stock option. The market value as of December 31, 2014, was \$26.87 per share, which is the closing sale price of our common stock reported for transactions effected on the Nasdaq Global Select Market on December 31, 2014.
- (5) Restricted Stock acceleration is calculated as the market value of the unvested awards on December 31, 2014. The market value as of December 31, 2014, was \$26.87 per share, which is the closing sale price of our common stock reported for transactions effected on the Nasdaq Global Select Market on December 31, 2014.
- For purposes of the benefits shown for executive officers, a change of control is deemed to occur, in general, under the circumstances described in the Compensation Discussion and Analysis section above under the heading *Severance Benefits*.

**DIRECTOR COMPENSATION****Director Compensation**

We compensate our directors for their services as members of our Board of Directors and committees with a combination of annual retainers and awards of restricted stock and stock options. Directors who are not employees are eligible to receive compensation for their services as directors, while directors who are our employees are ineligible to receive separate director compensation. The following table sets forth a summary of the compensation we paid to our non-employee directors in 2014:

Name	Fees Earned or			Total
	Cash	Stock Awards <sup>(1)</sup>	Option Awards <sup>(2)</sup>	
Gary D. Blackford	\$ 45,000	\$ 83,501	\$ 97,881	\$ 226,382
Martin J. Emerson	45,000	83,501	97,881	226,382
Lawrence W. Hamilton	43,958	83,501	97,881	225,340
Ronald K. Labrum	41,042	83,501	97,881	222,424
John L. Miclot	44,167	83,501	97,881	225,549

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Amy S. Paul	50,000	83,501	97,881	231,382
Robert J. Quillinan	60,000	83,501	97,881	241,382
David D. Stevens	93,000	163,347	97,881	354,228
Douglas G. Watson	43,000	83,501	97,881	224,382

(1) The amounts in the Stock Awards column represent grant date fair value computed in accordance with FASB ASC Topic 718. For Stock Awards, which consist of restricted stock, the grant date fair value per share is equal to the closing price of our stock on the trading day immediately prior to the date of grant.

As of December 31, 2014, the directors had the following number of shares of restricted stock outstanding:

Mr. Blackford 2,788; Mr. Emerson 2,788; Mr. Hamilton 2,788; Mr. Labrum 4,804; Mr. Miclot 2,788; Ms. Paul 2,788; Mr. Quillinan 2,788; Mr. Stevens 2,788 and Mr. Watson 2,788.

(2) The amounts in the Option Awards column represent grant date fair value computed in accordance with FASB ASC Topic 718. See note 17 to our Audited Financial Statements contained in our Annual Report on Form 10-K for a discussion of assumptions used to determine fair value of Option Awards.

As of December 31, 2014, the directors had the following number of stock options outstanding: Mr. Blackford 60,000; Mr. Emerson 102,500; Mr. Hamilton 90,000; Mr. Labrum 45,000; Mr. Miclot 90,000; Ms. Paul 75,000; Mr. Quillinan 90,000; Mr. Stevens 80,000; and Mr. Watson 39,622.

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Eligible directors are paid an annual retainer of \$35,000. All directors are reimbursed for their out-of-pocket expenses incurred in connection with attending meetings of our Board of Directors and its committees. In addition, upon their initial election to our Board of Directors, eligible directors are granted a stock option to purchase 15,000 shares of common stock and a restricted stock award worth approximately \$125,000 on the date of grant. Directors reelected to office are granted an option to purchase 10,000 shares of common stock and a restricted stock award worth approximately \$83,500 on the date of grant. In 2014, the stock options for all directors were granted pursuant to the Equity Incentive Plan with an exercise price equal to the fair market value of the common stock on the grant date as determined under the Equity Incentive Plan. The stock options vest and become exercisable in equal annual installments over a period of four years after the grant date. In 2014, the restricted stock awards were granted pursuant to the Equity Incentive Plan and vest on the first anniversary of the date of grant. Future equity awards will be granted to eligible directors under our Equity Incentive Plan. The awards granted upon initial election are made either upon initial election or at the same time as annual grants, depending on timing.

In addition to the compensation discussed above, eligible directors are paid in accordance with the following:

The non-executive Chairman of our Board of Directors is paid a supplemental annual retainer of \$50,000.

**Audit Committee** The members of the Audit Committee are paid a supplemental annual retainer of \$25,000 for the chairperson and \$10,000 for the other members.

**Compensation Committee** The members of the Compensation Committee are paid a supplemental annual retainer of \$15,000 for the chairperson and \$7,500 for the other members.

**Nominating, Compliance and Governance Committee** The members of the Nominating, Compliance and Governance Committee are paid a supplemental annual retainer of \$15,000 for the chairperson and \$8,000 for the other members.

**Special Committees, to the extent formed** The members of special committees are paid a one-time additional retainer of \$5,000.

## **Director Stock Ownership Guidelines and Hedging Policy**

Our Board of Directors has adopted Director Stock Ownership Guidelines whereby each non-employee director is required to hold 25,000 shares, vested options, or vested restricted shares. Each director shall be given three years from the date of his or her election to achieve the threshold ownership. Once the threshold is reached, a director would be permitted to sell shares; provided, the threshold is maintained. When a director leaves our Board of Directors, the director may sell any vested shares he or she possesses. Our Board of Directors has also adopted an anti-hedging and anti-pledging policy that prohibits our officers and directors from pledging their securities or holding any derivatives other than those issued by us.

## **Compensation Committee Interlocks and Insider Participation**

Lawrence W. Hamilton, Ronald K. Labrum, and John L. Miclot, our current directors, served as members of the Compensation Committee of our Board of Directors in 2014. No member of the Compensation Committee is or was an officer or employee of ours or any of our subsidiaries while serving on the committee. In addition, no executive officer of ours served during 2014 as a director or a member of the compensation committee of any entity that had an executive officer serving as our director or a member of the Compensation Committee.

**Table of Contents****Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder.**

The following table provides information about the beneficial ownership of our common stock as of March 31, 2015, by each of our directors, each of our named executive officers, all of our directors and named executive officers as a group, and each person known to our management to be the beneficial owner of more than 5% of the outstanding shares of common stock.

Name of Beneficial Owner	Number of Shares Beneficially Owned <sup>(1, 2, 3)</sup>	Percentage of Shares Outstanding <sup>(4)</sup>
<b>Directors and Named Executive Officers:</b>		
Robert J. Palmisano	985,022	1.89%
Lance A. Berry	199,409	*
Pascal E.R. Girin	185,258	*
Jason R. Senner	21,793	*
Kevin D. Cordell	8,065	*
Gary D. Blackford	99,700	*
Martin J. Emerson	115,780	*
Lawrence W. Hamilton	103,280	*
Ronald K. Labrum	48,142	*
John L. Miclot	103,280	*
Amy S. Paul	89,700	*
Robert J. Quillinan	103,280	*
David D. Stevens	132,459	*
Douglas G. Watson	56,310	*
All directors and executive officers as a group (14 persons)	2,251,478	4.25%
<b>Other Stockholders:</b>		
Invesco Ltd. <sup>(5)</sup> 1555 Peachtree Street NE  Atlanta, GA 30309	4,366,581	8.51%
Visium Asset Management, LP <sup>(6)</sup> 888 7th Avenue  New York, NY 10019	3,371,861	6.57%
BlackRock, Inc. <sup>(7)</sup> 40 East 52nd Street  New York, New York 10022	3,041,669	5.93%
The Vanguard Group <sup>(8)</sup> 100 Vanguard Boulevard  Malvern, Pennsylvania 19355	3,026,260	5.90%
Westfield Capital Management Company <sup>(9)</sup>	2,756,654	5.37%

1 Financial Center

Boston, MA 02111

\* Less than 1% of the outstanding shares of common stock.

(1) A person's beneficial ownership of common stock is determined in accordance with the rules and regulations of the U.S. Securities and Exchange Commission (SEC). Except as indicated elsewhere in the footnotes to this table and subject to applicable community property laws, the persons named in the table have sole voting power and sole investment power with respect to the shares of common stock that they beneficially own. Fractional shares have been rounded to the nearest whole share.

(2) The shares of common stock shown in the table include the following numbers of shares that the indicated persons have the right to acquire as of March 31, 2015, or within sixty days thereafter (i.e., May 31, 2015), upon the exercise of options granted by us: Mr. Palmisano 838,564 shares; Mr. Berry 130,744 shares; Mr. Girin 141,845 shares; Mr. Senner 17,912 shares; Mr. Cordell 0 shares; Mr. Blackford 45,000 shares; Mr. Emerson 87,500 shares; Mr. Hamilton 75,000 shares; Mr. Labrum -30,000 shares; Mr. Miclot 75,000 shares; Ms. Paul 60,000; Mr. Quillinan 75,000; Mr. Stevens 67,500; Mr. Watson 24,622; and all directors and executive officers as a group 1,668,687 shares.

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- (3) The shares of common stock shown in the table include the following numbers of shares of restricted stock for which the indicated persons have sole voting power, but not sole investment power: Mr. Palmisano 105,586 shares; Mr. Berry 22,034 shares; Mr. Girin 36,760 shares; Mr. Senner 3,881 shares; Mr. Cordell 8,065 shares; Mr. Blackford 2,788 shares; Mr. Emerson 2,788 shares; Mr. Hamilton 2,788 shares; Mr. Labrum 4,804 shares; Mr. Miclot 2,788 shares; Ms. Paul 2,788 shares; Mr. Quillinan 2,788 shares; Mr. Stevens 2,788 shares; Mr. Watson 2,788; and all directors and executive officers as a group 203,434 shares.
- (4) The percentage of outstanding shares of common stock beneficially owned by each person is calculated based on the 51,330,122 outstanding shares of common stock as of March 31, 2015, plus the shares of common stock that such person has the right to acquire as of such date or within sixty days thereafter (i.e., May 30, 2015) upon the exercise of options granted by us.
- (5) Pursuant to an amendment to Schedule 13G filed by Invesco Ltd. with the SEC on February 10, 2015, Invesco Ltd. and its subsidiaries beneficially own 4,366,581 shares of common stock. Invesco Ltd. has the sole power to vote or direct the vote of 4,168,277 shares of common stock and the sole power to dispose or direct the disposition of 4,366,581 shares of common stock.
- (6) Pursuant to an amendment to Schedule 13G filed by Visium Asset Management, LP ( VAM ) and related entities with the SEC on March 9, 2015, VAM beneficially owns and has shared voting power and power to dispose of 3,371,861 shares of common stock. Visium Balanced Master Fund, Ltd., of which VAM is the investment manager, beneficially owns and has shared voting power and power to dispose of 2,966,757 shares of common stock. JG Asset, LLC ( JG Asset ) is the beneficial owner of and has shared voting power and power to dispose of 3,371,861 shares of common stock as a result of its serving as general partner to VAM. Jacob Gottlieb is the beneficial owner of and has shared voting power and power to dispose of 3,371,861 shares of common stock as a result of serving as managing member of JG Asset.
- (7) Pursuant to an amendment to Schedule 13G filed by BlackRock, Inc. with the SEC on January 30, 2015, BlackRock, Inc. and its subsidiaries beneficially own 3,041,669 shares of common stock. BlackRock, Inc. has the sole power to vote or to direct the vote of 2,927,569 shares of common stock and to dispose or direct the disposition of 3,041,669 shares of common stock.
- (8) Pursuant to an amendment to Schedule 13G filed by The Vanguard Group, Inc. ( The Vanguard Group ) with the SEC on February 10, 2015, The Vanguard Group, beneficially owns 3,026,260 shares of common stock. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, is the beneficial owner of 65,757 shares of the common stock as a result of its serving as the investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, is the beneficial owner of 4,400 shares of the common stock as a result of its serving as investment manager of Australian investment offerings. The Vanguard Group has the sole power to vote or to direct the vote of 70,157 shares of common stock, the sole power to dispose or direct the disposition of 2,960,503 shares of common stock, and the shared power to dispose or to direct the disposition of 65,757 shares of common stock.

(9)



Pursuant to a Schedule 13G filed by Westfield Capital Management Company, LP ( Westfield ) with the SEC on February 10, 2015, Westfield is the beneficial owner of 2,756,654 shares of common stock owned of record by clients of Westfield in its capacity as investment adviser. Westfield has the sole power to vote or direct the vote of 1,697,938 shares of common stock, and sole power to dispose or direct the disposition of 2,756,654 shares of common stock.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

**Policies and Procedures for Monitoring, Reviewing, Approving, or Ratifying Transactions with Related Persons**

Our Board of Directors has adopted a written Related Persons Transactions Policy (the Policy) for monitoring, reviewing, approving, and ratifying transactions with related persons. The Policy applies to all financial transactions, arrangements, or relationships or any series of similar transactions, arrangements, or relationships in which we were, are, or will be a participant and in which a related person had or will have a direct or indirect material interest.

Transactions that are subject to the Policy must be approved by the Audit Committee. The Audit Committee is authorized to approve those transactions with related persons that are in, or are not inconsistent with, our best interests and our stockholders' best interests and that are consistent with our Code of Business Conduct. The Audit Committee chairperson, acting alone, may approve those transactions with related persons that meet the foregoing criteria and that are valued at \$25,000 or less. All approvals made by the Audit Committee chairperson are required to be reported to the entire Audit Committee at the next available opportunity.

The Audit Committee or its chairperson will consider all relevant factors, including as applicable, (i) the benefits of the transaction to us, (ii) whether the transaction is material to us, (iii) the effect, if any, of the transaction on a director's independence in the event the related person is a director or an immediate family member or affiliate of a director, (iv) the availability of other sources for comparable products or services, (v) the terms of the transaction and whether they are fair and reasonable to us, (vi) the terms available to or from unrelated third parties or to employees generally, (vii) the role of the related person in arranging the transaction, (viii) the interests of the related person, and (ix) whether the potential transaction with a related person is consistent with our Code of Business Conduct. The Audit Committee will annually review and consider any previously approved or ratified transaction with a related person that remains ongoing to determine whether the transaction requires additional or continuing approval and if conditions should be imposed with respect to the transaction.

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We are not currently and have not been engaged in any transactions with related persons since January 1, 2014.

**Director Independence**

It is the policy of our Board of Directors that a majority of the directors be independent as defined by the listing standards of the NASDAQ Stock Market (Nasdaq). Our Board of Directors has determined that nine of ten directors Gary D. Blackford, Martin J. Emerson, Lawrence W. Hamilton, Ronald K. Labrum, John L. Miclot, Amy S. Paul, Robert J. Quillinan, David D. Stevens, and Douglas G. Watson are independent as defined in Nasdaq's listing standards.

**Item 14. Principal Accounting Fees and Services.**

The table below sets forth the aggregate fees billed by KPMG LLP (KPMG) for audit and non-audit services provided to us in 2014 and 2013.

<b>Fees</b>	<b>2014</b>	<b>2013</b>
Audit Fees	\$ 1,337,952	\$ 2,502,191
Audit-Related Fees	23,000	22,500
Tax Fees	134,401	634,000
All Other Fees		62,726
<b>Total</b>	<b>\$ 1,495,353</b>	<b>\$ 3,221,417</b>

In the above table, in accordance with the SEC's definitions and rules, audit fees are fees for professional services for the audit of a company's financial statements included in the annual report on Form 10-K, for the review of a company's financial statements included in the quarterly reports on Form 10-Q, and for services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements; audit-related fees are fees for assurance and related services that are reasonably related to the performance of the audit or review of a company's financial statements and are not included in audit fees and consisted of audits our benefit plan; tax fees are fees for tax compliance and consultation primarily related to assistance with international tax compliance and tax audits; and all other fees are fees for any services not included in the first three categories, which includes fees for a risk management review and assessment.

The Audit Committee is directly responsible for the appointment, compensation, and oversight of our independent auditor. In addition to retaining KPMG to audit our consolidated financial statements for 2014, the Audit Committee retained KPMG to provide other auditing and advisory services in 2014. The Audit Committee understands the need for KPMG to maintain objectivity and independence in its audits of our financial statements. The Audit Committee has reviewed all non-audit services provided by KPMG in 2014 and has concluded that the provision of such services was compatible with maintaining KPMG's independence in the conduct of its auditing functions.

To help ensure the independence of the independent auditor, the Audit Committee has adopted a policy for the pre-approval of all audit and non-audit services to be performed for us by our independent auditor. Pursuant to this policy, all audit and non-audit services to be performed by the independent auditor must be approved in advance by the Audit Committee. The Audit Committee may delegate to one or more of its members the authority to grant the required approvals, provided that any exercise of such authority is presented to the full Audit Committee at its next regularly scheduled meeting.



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**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

The following exhibits are filed as part of, or are incorporated by reference into, this Amendment No. 1 on Form 10-K/A:

<b>Exhibit No.</b>	<b>Description</b>
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) Under the Securities Exchange Act of 1934.
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) Under the Securities Exchange Act of 1934.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

April 30, 2015

Wright Medical Group, Inc.

By: /s/ Robert J. Palmisano  
Robert J. Palmisano

*President and Chief Executive Officer*