WRIGHT MEDICAL GROUP INC
Form S-4
December 21, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

WRIGHT MEDICAL GROUP, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**3842**	**13-4088127**
(State of Incorporation)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification No.)**

5677 Airline Road

Arlington, Tennessee 38002

(901) 867-9971

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Robert J. Palmisano

Chief Executive Officer

Wright Medical Group, Inc.

5677 Airline Road

Arlington, Tennessee 38002

(901) 867-9971

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Martin J. Waters, Esq.	**Robert T. Ishii, Esq.**	**Paul Kinsella**
Robert F. Kornegay, Esq.	**Wilson Sonsini Goodrich & Rosati**	**Ropes & Gray LLP**
Wilson Sonsini Goodrich & Rosati	**Professional Corporation**	**Prudential Tower**
Professional Corporation	**One Market Street**	**800 Boylston Street**
12235 El Camino Real	**Spear Tower, Suite 3300**	**Boston, Massachusetts 02199**
San Diego, California 92103-3002	**San Francisco, California 94105-1126**	**(617) 951-7000**
(858) 350-2300	**(415) 947-2000**	

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement is declared effective and all other conditions to the proposed merger described herein have been satisfied or waived.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box. ¨

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x | Accelerated filer ¨

Non-accelerated filer ¨ (Do not check if a smaller reporting company) | Smaller reporting company ¨

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ¨

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ¨

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value $0.01 per share	7,857,888(1)	N/A	$176,976,621.77(2)	$24,139.61(3)
Contingent Value Rights (CVRs)	31,659,503(1)	N/A	(2)	(3)

(1) Represents the maximum number of shares of common stock, par value $0.01 per share, of Wright Medical Group, Inc. (Wright), and the maximum number of contingent value rights (CVRs), issuable to holders of common stock, par value $0.001 per share, of BioMimetic Therapeutics, Inc. (BioMimetic) and to holders of certain BioMimetic options, in connection with the proposed merger described in this registration statement. The maximum number of shares of Wright common stock issuable pursuant to the merger was calculated by multiplying 0.2482, the exchange ratio in the merger, by the sum of (i) 28,225,241, the number of shares of BioMimetic common stock outstanding as of November 14, 2012 and (ii) 3,434,262, the number of shares of BioMimetic common stock issuable upon the exercise of BioMimetic options outstanding as of November 14, 2012 (such sum, the Estimated Number). The maximum number of CVRs issuable pursuant to the merger is equal to the Estimated Number.

(2) Determined on a combined basis with respect to both the shares of Wright common stock and the CVRs to be issued pursuant to the proposed merger described in this registration statement based on Rules 457(c), 457(f)(1) and 457(f)(3) promulgated under the Securities Act by multiplying (a) $5.59 (the result of $7.19, the average of the high and low prices of the BioMimetic common stock as reported on The NASDAQ Global Select Market as of December 19, 2012, less $1.50, the amount of cash consideration per share payable in the merger in respect of each outstanding share of BioMimetic common stock), by (b) the Estimated Number.

(3) Determined on a combined basis with respect to both the shares of Wright common stock and the CVRs to be issued pursuant to the proposed merger described in this registration statement in accordance with Section 6(b) of the Securities Act at a rate equal to $136.40 per $1,000,000 of the proposed maximum aggregate offering price.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed. Wright Medical Group, Inc. may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and Wright Medical Group, Inc. is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY COPY SUBJECT TO COMPLETION, DATED DECEMBER 20, 2012

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

[ ], 2013

Dear Stockholder:

As previously announced, on November 19, 2012, BioMimetic Therapeutics, Inc., referred to as BioMimetic, entered into a merger agreement with Wright Medical Group, Inc., referred to as Wright, under which a wholly owned subsidiary of Wright will merge with BioMimetic, with BioMimetic continuing as the interim surviving entity. Immediately thereafter, BioMimetic will merge with and into a second wholly owned subsidiary of Wright, with such subsidiary continuing as the final surviving entity. The first merger is referred to as the merger, the second merger is referred to as the subsequent merger, and the merger and the subsequent merger are collectively referred to as the mergers.

If the merger agreement is adopted by BioMimetic stockholders and the merger is completed, for each share of BioMimetic common stock that you hold (other than those shares for which appraisal rights are validly exercised or those shares owned by Wright, BioMimetic or their respective subsidiaries), you will be entitled to receive:

- $1.50 in cash, without interest;
- 0.2482 of a share of common stock of Wright; and
- one contingent value right, referred to as a CVR, issued by Wright.

The mix of cash and stock consideration is subject to adjustment, if necessary, under the merger agreement in relation to certain provisions of the NASDAQ Marketplace Rules. Each CVR will entitle its holder to receive an additional $3.50 in cash upon approval by the U.S. Food and Drug Administration of Augment® Bone Graft; an additional $1.50 in cash the first time aggregate sales of specified products exceed $40 million during a consecutive 12-month period; and an additional $1.50 in cash the first time aggregate sales of specified products exceed $70 million during a consecutive 12-month period. The CVRs will terminate on the earlier of the sixth anniversary of the completion of the merger or the payment date for the second product sales milestone.

BioMimetic common stock is listed on The NASDAQ Global Select Market under the symbol BMTI. Wright common stock is listed on The NASDAQ Global Select Market under the symbol WMGI. On [ ], 2013, the last trading day prior to the date of this proxy statement/prospectus, the last reported sale price per share of Wright common stock on The NASDAQ Global Select Market was $[ ]. There is currently no public market for the CVRs. Wright has agreed to use its reasonable best efforts to cause the CVRs to be approved for listing on The NASDAQ Global Select Market or The NASDAQ Global Market.

The merger cannot be completed unless BioMimetic stockholders holding a majority of the outstanding shares of BioMimetic common stock as of the close of business on January 2, 2013 vote in favor of the adoption of the merger agreement at the special meeting of BioMimetic stockholders to be held [ ], 2013, referred to as the special meeting. **Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the special meeting in person, please vote or otherwise submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the special meeting.**

In addition, at the special meeting you also will be asked to approve the adjournment of the special meeting under certain circumstances and to approve, on an advisory (non-binding) basis, the golden parachute compensation payments that will or may be paid by BioMimetic to its named executive officers in connection with the merger.

THE BIOMIMETIC BOARD OF DIRECTORS HAS UNANIMOUSLY DETERMINED THAT THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT, INCLUDING THE MERGER, ARE ADVISABLE AND FAIR TO, AND IN THE BEST INTEREST OF, BIOMIMETIC AND ITS STOCKHOLDERS, ADOPTED THE MERGER AGREEMENT AND DECLARED ADVISABLE THE MERGER AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT, FOR THE ADVISORY GOLDEN PARACHUTE COMPENSATION PROPOSAL AND FOR THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES.

For a discussion of risk factors that you should consider in evaluating the transaction, see Risk Factors beginning on page 21 of the attached proxy statement/prospectus. The market price of Wright common stock will continue to fluctuate following the date of the special meeting on the merger proposal. Consequently, at the time of the special meeting, the value of the stock consideration will not yet be determined.

We urge you to read the attached proxy statement/prospectus carefully and in its entirety.

Sincerely,

Samuel E. Lynch

President & Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE MERGER OR OTHER TRANSACTIONS DESCRIBED IN THE ATTACHED PROXY STATEMENT/PROSPECTUS OR THE SECURITIES TO BE ISSUED PURSUANT TO THE MERGER UNDER THE ATTACHED PROXY STATEMENT/PROSPECTUS NOR HAVE THEY DETERMINED IF THE ATTACHED PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The attached proxy statement/prospectus is dated [ ], 2013 and is first being mailed to BioMimetic stockholders on or about [ ], 2013.

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NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held [ ], 2013

The special meeting of stockholders of BioMimetic Therapeutics, Inc., a Delaware corporation (BioMimetic), referred to as the special meeting, will be held at 389 Nichol Mill Lane, Franklin, Tennessee 37067, on [ ], 2013, at [ ] local time. The purposes of the special meeting are to:

1. Consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of November 19, 2012, by and among BioMimetic, Wright Medical Group, Inc., a Delaware corporation (Wright), Achilles Merger Subsidiary, Inc., a Delaware corporation and wholly owned subsidiary of Wright, and Achilles Acquisition Subsidiary, LLC, a Delaware limited liability company and wholly owned subsidiary of Wright, as it may be amended from time to time (the Merger Agreement), a copy of which is attached as Annex A to the proxy statement/prospectus accompanying this notice.

2. Consider and vote upon a proposal to approve, on an advisory (non-binding) basis, the golden parachute compensation payments that will or may be paid by BioMimetic to its named executive officers in connection with the merger.

3. Consider and vote upon a proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the adoption of the Merger Agreement.

The board of directors of BioMimetic unanimously recommends a vote FOR each of these proposals.

Only holders of record of BioMimetic common stock at the close of business on January 2, 2013 will be entitled to vote at the special meeting or any adjournments or postponements thereof. A list of stockholders entitled to vote at the special meeting will be available in BioMimetic s office located at 389 Nichol Mill Lane, Franklin, Tennessee 37067 during regular business hours for a period not less than 10 days before the special meeting, as well as at the place of the special meeting during the special meeting.

For the security of everyone attending the special meeting, a BioMimetic stockholder must present photo identification to be admitted to the special meeting.

Your vote is very important. The affirmative vote of the holders of a majority of the outstanding shares of BioMimetic common stock entitled to vote at the special meeting is required to adopt the Merger Agreement. Accordingly, a failure to vote, referred to as an abstention, will have the same effect as a vote **AGAINST** the adoption of the Merger Agreement.

Whether or not you plan to attend the special meeting in person, we urge you to submit your proxy as promptly as possible (1) through the Internet, (2) by telephone or (3) by marking, signing and dating the enclosed proxy card and returning it in the pre-addressed postage-paid envelope provided. You may revoke your proxy at any time before it is voted at the special meeting. If you attend the special meeting and wish to vote in person, then you may revoke your proxy and vote in person. If your shares are held in street name by your bank, broker or other nominee, only that bank, broker or other nominee can vote your shares and a vote cannot be cast unless you provide such bank, broker or other nominee with instructions or obtain a legal proxy from them. You should follow the directions provided by your bank, broker or other nominee regarding how to instruct them to vote your shares.

By Order of the Board of Directors of BioMimetic,

Samuel E. Lynch

President and Chief Executive Officer

Franklin, Tennessee

[ ], 2013

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REFERENCES TO ADDITIONAL INFORMATION

The accompanying proxy statement/prospectus incorporates important business and financial information about BioMimetic and Wright from other documents that BioMimetic and Wright have filed with the U.S. Securities and Exchange Commission, referred to as the SEC, and that are included in or delivered with the proxy statement/prospectus. For a listing of documents incorporated by reference in the proxy statement/prospectus, please see the section entitled Where You Can Find More Information. This information is available for you to review at the SEC s public reference room located at 100 F Street, N.E., Room 1580, Washington, DC 20549, and through the SEC s website at www.sec.gov. You can also obtain those documents incorporated by reference in the proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

BioMimetic Therapeutics, Inc.	Wright Medical Group, Inc.
389 Nichol Mill Lane	5677 Airline Road
Franklin, TN 37067	Arlington, TN 38002
Attention: Investor Relations	Attention: Investor Relations
Telephone Number: (615) 844-1280	Telephone Number: (901) 867-9971
www.biomimetics.com	www.wmt.com

In addition, you may also obtain additional copies of the proxy statement/prospectus or the documents incorporated by reference into the proxy statement/prospectus by contacting Alliance Advisors, LLC, BioMimetic s proxy solicitor, at the address and telephone number listed below. You will not be charged for any of these documents that you request.

Alliance Advisors, LLC

200 Broadacres Drive, 3rd Floor

Bloomfield, NJ 07003

Tel: (877) 777-4270 (toll free for investors)

(973) 873-7721 (for banks and brokers)

If you would like to request documents from BioMimetic, you must do so by [ ], 2013, in order to receive them before the special meeting.

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LIST OF ANNEXES

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QUESTIONS AND ANSWERS ABOUT THE MERGERS

The following questions and answers are intended to address briefly some commonly asked questions regarding the mergers which are described below. These questions and answers may not address all questions that may be important to you as a BioMimetic stockholder. To better understand these matters, and for a description of the legal terms governing the mergers, you should carefully read this entire proxy statement/prospectus, including the annexes, as well as the documents incorporated by reference into this document. See Where You Can Find More Information.

Unless otherwise indicated or required by the context, in this proxy statement/prospectus all references to Wright refer to Wright Medical Group, Inc. and its subsidiaries; all references to merger sub refer to Achilles Merger Subsidiary, Inc., a direct wholly owned subsidiary of Wright; all references to sister subsidiary refer to Achilles Acquisition Subsidiary, LLC, a direct wholly owned subsidiary of Wright; all references to BioMimetic refer to BioMimetic Therapeutics, Inc. and its subsidiaries; all references to the Merger Agreement refer to the Agreement and Plan of Merger, dated as of November 19, 2012, by and among BioMimetic, Wright, merger sub and sister subsidiary, a copy of which is attached as Annex A to this proxy statement/prospectus, as it may be amended from time to time; all references to the merger refer to the merger of merger sub, with and into BioMimetic, with BioMimetic continuing as the interim surviving entity contemplated by the Merger Agreement; all references to the subsequent merger refer to the merger of BioMimetic with and into sister subsidiary, with sister subsidiary continuing as the final surviving entity; all references to the mergers refer collectively to the merger and the subsequent merger; all references to the BioMimetic Board refer to the board of directors of BioMimetic; all references to the Wright Board refer to the board of directors of Wright; all references to the committed stockholders refer to the directors and certain officers of BioMimetic, as well as their stockholder affiliates, who together beneficially owned approximately 30% of the outstanding shares of BioMimetic common stock as of November 16, 2012; and all references to the CVR Agreement refer to the Contingent Value Rights Agreement to be entered into by Wright and a trustee mutually acceptable to Wright and BioMimetic, prior to the completion of the merger, a copy of which is attached as Annex B to this proxy statement/prospectus.

Q: Why am I receiving this document?

A: Wright and BioMimetic have agreed to a business combination pursuant to the terms of the Merger Agreement, as a result of which BioMimetic will become a direct or indirect wholly owned subsidiary of Wright and will cease to be a publicly held corporation. In order for the companies to complete the merger, the holders of a majority of the outstanding shares of BioMimetic common stock must vote to adopt the Merger Agreement. BioMimetic is holding a special meeting of stockholders, referred to as the special meeting, to obtain such stockholder approval. At the special meeting, BioMimetic stockholders will also be asked to approve, on an advisory (non-binding) basis, the golden parachute compensation payments that will or may be paid by BioMimetic to its named executive officers in connection with the merger, referred to as the golden parachute compensation proposal, and to approve the adjournment of the special meeting under certain circumstances.

This document is being delivered to you as both a proxy statement of BioMimetic and a prospectus of Wright in connection with the merger. It is the proxy statement by which the BioMimetic Board is soliciting proxies from you to vote at the special meeting. It is also the prospectus by which Wright will issue Wright common stock and contingent value rights, referred to as CVRs, to you in the merger.

Q: What is the proposed transaction for which I am being asked to vote?

A: You are being asked to adopt the Merger Agreement providing for the business combination of BioMimetic and Wright upon the terms and conditions of the Merger Agreement described in this proxy statement/prospectus, which is attached as Annex A to this proxy statement/prospectus. You are also being asked to approve the golden parachute compensation proposal and the adjournment of the special meeting under certain circumstances. This proxy statement/prospectus contains important information about the mergers, including the special meeting. You should read it carefully and in its entirety.

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The adoption of the Merger Agreement by BioMimetic stockholders is a condition to the obligations of BioMimetic and Wright to complete the merger. Neither the approval of the proposal to adjourn the special meeting, if necessary, nor the approval of the golden parachute compensation proposal is a condition to the obligations of BioMimetic and Wright to complete the merger.

Q: If the merger is completed, what will I receive for my shares of BioMimetic common stock?

A: Upon completion of the merger, each share of BioMimetic common stock that is issued and outstanding (other than those shares for which appraisal rights are validly exercised or those shares owned by Wright, BioMimetic or their respective subsidiaries) will be cancelled and converted into the right to receive (1) $1.50 in cash, without interest; (2) 0.2482, also referred to as the exchange ratio of 0.2482, of a share of Wright common stock; and (3) one CVR. The consideration described in clauses (1) and (2) is subject to adjustment, if necessary, under the Merger Agreement in relation to certain provisions of the NASDAQ Marketplace Rules.

The consideration payable in the merger described in clauses (1), (2) and (3) together is referred to herein as the merger consideration. See The Merger Agreement Merger Consideration and The Merger Agreement Treatment of BioMimetic Stock Options.

Q: What are the CVRs?

A: The CVRs are contingent value rights to be issued in the merger by Wright. A holder of a CVR will be entitled to receive the following cash payments from Wright, conditioned upon the achievement of certain milestones as follows:

Approval Milestone: $3.50 in cash per CVR upon United States, referred to as U.S., Food and Drug Administration, referred to as the FDA, approval of Augment® Bone Graft on or before the sixth anniversary of the completion of the merger, referred to as the approval milestone.

Product Sales Milestone #1: $1.50 in cash per CVR the first time aggregate sales of specified products exceed $40 million during a consecutive 12-month period. If such milestone is achieved prior to the second anniversary of the completion of the merger, the payment related to such milestone will be payable on the later of the second anniversary of the completion of the merger or 20 business days following notice of achievement of the milestone, referred to as product sales milestone #1.

Product Sales Milestone #2: $1.50 in cash per CVR the first time aggregate sales of specified products exceed $70 million during a consecutive 12-month period. If such milestone is achieved prior to the third anniversary of the completion of the merger, the payment related to such milestone will be payable on the later of the third anniversary of the completion of the merger or 20 business days following notice of achievement of the milestone, referred to as product sales milestone #2. Product sales milestone #1 and product sales milestone #2 are collectively referred to as product sales milestones.

The CVRs will terminate on the earlier of the sixth anniversary of the completion of the merger or the payment date for product sales milestone #2. See Description of the CVRs.

Q: How was the merger consideration to be paid to holders of BioMimetic common stock determined?

A: The merger consideration was determined as a result of arm s length negotiations between the management of BioMimetic and the BioMimetic Board, on the one hand, and the management of Wright and the Wright Board, on the other hand.

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Q: What will happen to BioMimetic as a result of the mergers?

A: The acquisition of BioMimetic by Wright will be accomplished through the merger, with BioMimetic surviving the merger as a wholly owned subsidiary of Wright, and then immediately thereafter through the subsequent merger, with BioMimetic merging with and into sister subsidiary, with sister subsidiary surviving the subsequent merger as the final surviving entity and a wholly owned subsidiary of Wright. As a result of the mergers, BioMimetic common stock will be cancelled and delisted from The NASDAQ Global Select Market and will no longer be publicly traded.

Q: Why did the BioMimetic Board approve the Merger Agreement and the transactions contemplated by the Merger Agreement, including the merger?

A: To review the BioMimetic Board s reasons for recommending and approving the Merger Agreement and the transactions contemplated by the Merger Agreement, including the merger, see The Merger Reasons for the Merger BioMimetic s Reasons for the Merger.

Q: How does the BioMimetic Board recommend that I vote?

A: After careful consideration, the BioMimetic Board unanimously recommends that you vote your shares **FOR** the adoption of the Merger Agreement, **FOR** the approval of the golden parachute compensation proposal and **FOR** the adjournment of the special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the Merger Agreement at the time of the special meeting.

Q: Is the approval of stockholders necessary to adopt the Merger Agreement?

A: Adoption of the Merger Agreement requires approval of the holders of a majority of the outstanding shares of BioMimetic common stock. On November 19, 2012, the committed stockholders entered into voting agreements with Wright, under which they agreed, subject to the terms thereof, to vote all of their shares of BioMimetic common stock in favor of the adoption of the Merger Agreement and the transactions contemplated by the Merger Agreement and against, among other things, any business combination or extraordinary corporate transaction involving BioMimetic or any or its subsidiaries, other than the merger or any business combination or transaction with Wright or any of its affiliates. Each of the committed stockholders also granted an irrevocable proxy to Wright to vote or execute consents with respect to such committed stockholder s shares of BioMimetic common stock in accordance with the preceding sentence. The voting agreements will terminate upon the earliest to occur of: (1) the valid termination of the Merger Agreement in accordance with its terms; (2) the completion of the merger; (3) any amendment to Merger Agreement that has not been approved by the committed stockholders that reduces the merger consideration payable to the committed stockholders; or (4) September 30, 2013. A copy of the form of voting agreement is attached to this proxy statement/prospectus as Annex C. See Voting Agreement.

Q: What is golden parachute compensation and why am I being asked to vote on it?

A: The U.S. Securities and Exchange Commission, referred to as the SEC, has adopted rules that require BioMimetic to seek an advisory (non-binding) vote on golden parachute compensation. Golden parachute compensation is certain compensation that is tied to or based on the merger and that will or may be paid by BioMimetic to its named executive officers in connection with the merger.

Q: What happens if the golden parachute compensation proposal is not approved?

A: Approval of the golden parachute compensation proposal is not a condition to completion of the merger. The vote is an advisory vote and is not binding. If the merger is completed, BioMimetic may pay golden parachute compensation to its named executive officers in connection with the merger even if BioMimetic stockholders fail to approve the golden parachute compensation proposal.

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Q: What stockholder vote is required for the approval of each proposal?

A: The following are the vote requirements for the proposals:

Adoption of the Merger Agreement: The affirmative vote of holders of a majority of the shares of BioMimetic common stock outstanding and entitled to vote on the proposal. Accordingly, an abstention, broker non-vote or other failure to vote will have the same effect as a vote **AGAINST** the proposal.

Adjournment (if necessary): The affirmative vote of holders of a majority of the shares of BioMimetic common stock present in person or represented by proxy at the special meeting and entitled to vote on the proposal. Accordingly, an abstention will have the same effect as a vote **AGAINST** the proposal, while a broker non-vote or other failure to vote will have no effect on the proposal.

Approval of Golden Parachute Compensation: The affirmative vote of holders of a majority of the shares of BioMimetic common stock present in person or represented by proxy at the special meeting and entitled to vote on the proposal. Accordingly, an abstention will have the same effect as a vote **AGAINST** the proposal, while a broker non-vote or other failure to vote will have no effect on the proposal.

Q: When and where will the special meeting be held?

A: The special meeting is scheduled to be held at [ ] a.m. local time, on [ ], 2013, at 389 Nichol Mill Lane, Franklin, Tennessee 37067.

Q: Who is entitled to vote at the special meeting?

A: The BioMimetic Board has fixed January 2, 2013 as the record date for the special meeting. If you were a BioMimetic stockholder as of the close of business on the record date, you are entitled to vote your BioMimetic shares at the special meeting.

Q: How many votes do I have?

A: You are entitled to one vote at the special meeting for each share of BioMimetic common stock that you owned as of the close of business on the record date. As of the close of business on the record date, there were [ ] outstanding shares of BioMimetic common stock.

Q: What constitutes a quorum?

A: Stockholders who hold at least a majority of the outstanding shares of BioMimetic common stock as of the close of business on the record date must be present, either in person or represented by proxy, in order to constitute a quorum to conduct business at the special meeting.

Q: What is the difference between holding shares as a stockholder of record or in street name ?

A: If your shares are registered directly in your name with BioMimetic s transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares, the stockholder of record. If you are a stockholder of record, this proxy statement/prospectus and the enclosed proxy card have been sent directly to you by BioMimetic.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name. This proxy statement/prospectus has been forwarded to you by your broker, bank or other nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner of shares held in street name, you have the right to direct your broker, bank or other nominee how to vote your shares by using the voting instruction card provided by your broker, bank or other nominee with this proxy statement/prospectus. If you do not provide instructions on how to vote your shares to your broker, bank or other nominee, your shares will not be voted at the special meeting. This will have the same effect as a vote **AGAINST** the adoption of the Merger Agreement.

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Q: How do I vote my shares at the special meeting?

A: Whether you plan to attend the special meeting or not, you are urged to vote by proxy. Voting by proxy will not affect your right to attend the special meeting.

If your shares are registered directly in your name through the Company s stock transfer agent, American Stock Transfer & Trust Company, or you have physical stock certificates, you may vote:

By Mail. Complete, sign, date and mail the enclosed proxy card in the enclosed postage prepaid envelope. Your proxy will be voted in accordance with your instructions. BioMimetic must receive your proxy card no later than the close of business on [ ], 2013. If you sign the proxy card but do not specify how you want your shares voted, they will be voted as described in How will my proxy be voted? section below.

By Internet or By Telephone. Follow the instructions attached to the proxy card to vote by Internet or telephone.

In Person at the Special Meeting. If you attend the special meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot, which will be available at the special meeting.

A BioMimetic stockholder s abstention from voting on any of the proposals or a stockholder s failure to vote will have the same effect as a vote **AGAINST** each of the proposals.

Q: If my shares are held in street name by my broker, will my broker automatically vote my shares for me?

A: No. If your shares are held in street name (held in the name of a bank, broker or other nominee), you must provide the bank, broker or other nominee with instructions on how to vote your shares and can generally do so as follows:

By Mail. You will receive instructions from your broker or other nominee explaining how to vote your shares.

By Internet or By Telephone. Follow the instructions you receive from your broker to vote by Internet or telephone.

In Person at the Special Meeting. Contact the bank, broker or other nominee who holds your shares to obtain a broker s proxy card and a Legal Proxy letter indicating that you have not already voted by mail, Internet or telephone and therefore are eligible for vote in person at the special meeting. Bring these materials with you to the special meeting. You will not be able to vote at the special meeting unless you have a proxy card and a Legal Proxy letter from your broker.

Brokers do not have discretionary authority to vote on the proposal to adopt the Merger Agreement, the golden parachute compensation proposal or the proposal to adjourn the special meeting under certain circumstances. The broker may still register your shares as being present at the special meeting for purposes of determining a quorum but without your specific authorization, your shares will not be voted in favor of the adoption of the Merger Agreement. This is called a broker non-vote. A broker non-vote will have the same effect as a vote **AGAINST** the adoption of the Merger Agreement, but will have no effect on the vote count of the golden parachute compensation proposal or the proposal to adjourn the special meeting. Therefore, it is very important that you instruct your bank, broker or other nominee how you wish your shares to be voted.

Q: How will my proxy be voted?

A: When you sign and return the proxy card or submit your proxy by telephone or over the Internet, you appoint Samuel E. Lynch and Larry Bullock as your representatives at the special meeting. Either Dr. Lynch or Mr. Bullock will vote your shares at the special meeting as you have instructed them in your proxy submission. Each of such persons may appoint a substitute for himself.

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Even if you plan to attend the special meeting, please complete, sign, date and return your proxy card or submit your proxy by telephone or over the Internet in advance of the special meeting in case your plans change. This way, your shares will be voted by you whether or not you actually attend the special meeting.

If you are a stockholder of record and you sign and return your proxy card but do not indicate how you want to vote or do not indicate that you wish to abstain, your shares will be voted **FOR** the adoption of the Merger Agreement, **FOR**, the golden parachute compensation proposal, and **FOR** the adjournment proposal.

Q: Can I change my vote after I have submitted a proxy or voting instruction card?

A: Yes. If you are a stockholder of record you can change your vote at any time before your proxy is voted at the special meeting. You can do this in one of three ways:

- you can send a signed notice of revocation to the Corporate Secretary of BioMimetic;
- you can submit a revised proxy bearing a later date; or
- you can attend the special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, your notice of revocation or your new proxy must be received by the Corporate Secretary of BioMimetic no later than the beginning of the special meeting.

If you are a beneficial owner of shares held in street name, you may submit new voting instructions by contacting your broker, bank or other nominee. You may also vote in person at the special meeting if you obtain a proxy from your broker, bank or other nominee and present it to the inspectors of election with your ballot when you vote at the special meeting.

Q: Can I attend the special meeting?

A: All BioMimetic stockholders as of the close of business on the record date may attend the special meeting by showing photo identification and signing in at the special meeting. If you are a stockholder of record (i.e., your shares are held in your name), you must list your name exactly as it appears on your stock ownership records from American Stock Transfer & Trust Company. If you hold shares through a broker, bank or other nominee, you must also provide a copy of your latest bank or broker statement showing your ownership as of the close of business on the record date.

Q: As a BioMimetic stockholder, what risks should I consider in deciding whether to vote in favor of the merger?

A: You should carefully review the section of this proxy statement/prospectus entitled Risk Factors, which sets forth and incorporates by reference certain risks and uncertainties related to the mergers, certain risks and uncertainties to which Wright will be subject following the completion of the mergers, and certain risks and uncertainties to which each of BioMimetic and Wright, as independent companies, is subject.

Q: Will the merger consideration I receive in the merger increase if the results of operations of BioMimetic improve or if the market price of BioMimetic common stock increases?

A: No. The merger consideration payable for each share of BioMimetic common stock at closing is fixed at (1) $1.50 in cash, without interest; (2) 0.2482 of a share of common stock of Wright; and (3) one CVR. However, the consideration for the merger described in clauses (1) and (2) is subject to adjustment, if necessary, under the Merger Agreement in relation to certain provisions of the NASDAQ Marketplace Rules. The payment received at closing will not change regardless of the results of operations of BioMimetic or the price of publicly traded common stock of BioMimetic.

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Q: What happens if the merger is not completed?

A: If the Merger Agreement is not adopted by BioMimetic stockholders or if the merger is not completed for any other reason, you will not receive any payment for your shares of BioMimetic common stock in connection with the merger. Instead, BioMimetic will remain an independent public company and its common stock will continue to be listed and traded on The NASDAQ Global Select Market. If the Merger Agreement is terminated under specified circumstances, BioMimetic may be required to pay Wright a fee of $8.225 million or Wright may be required to pay BioMimetic a fee of $30 million. See The Merger Agreement Termination Fees.

Q: When is the merger expected to be completed?

A: BioMimetic and Wright intend to complete the merger as quickly as practicable. A number of conditions must be satisfied before the merger can be completed, including the adoption of the Merger Agreement by BioMimetic stockholders. The merger is anticipated to close within three business days following the date of the special meeting, if all conditions to the merger (as described under The Merger Agreement Conditions to the Merger) are fulfilled or waived on or before the closing date of the merger, referred to as the closing date. BioMimetic and Wright expect the merger to close in the first quarter of 2013, however, the exact timing of the completion of the merger or that the merger will be completed at all cannot be guaranteed. See The Merger Agreement Conditions to the Merger.

Q: Am I entitled to appraisal rights?

A: Yes. Stockholders who do not vote **FOR** the adoption of the Merger Agreement and who hold their shares through the completion of the merger will be entitled to seek appraisal rights under Delaware law in connection with the merger so long as they take all the steps required to perfect their rights under Delaware law. See Rights of Stockholders to Seek Appraisal.

Q: What are the material U.S. federal income tax consequences to BioMimetic stockholders of the mergers?

A: It is currently unclear, and will remain unclear until the closing date, whether the mergers will qualify as a tax-free reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, referred to as the Code. Therefore, it is possible that BioMimetic stockholders will be required to recognize gain or loss for U.S. federal income tax purposes taking into account the amount realized (as defined herein on page 126). BioMimetic stockholders should vote to adopt the Merger Agreement only if they are willing to approve a taxable transaction in which they recognize gain or loss.

You should read the section entitled Certain Material U.S. Federal Income Tax Consequences for a more complete discussion of the U.S. federal income tax consequences of the mergers. Tax matters can be complicated and the tax consequences of the mergers to you will depend on your particular tax situation. **You should consult your tax advisor to determine the tax consequences of the mergers to you.**

Q: Should I send my BioMimetic common stock certificates now?

A: No. After the completion of the mergers, you will be sent a letter of transmittal and detailed instructions for exchanging your BioMimetic common stock certificates for the merger consideration.

Q: Where can I find more information about BioMimetic and Wright?

A: BioMimetic and Wright file periodic reports and other information with the SEC. You may read and copy this information at the SEC s public reference facilities. Please call the SEC at 1-800-SEC-0330 for information about these facilities. This information is also available on the website maintained by the SEC, at www.sec.gov, and on the appropriate company s website, at www.biomimetics.com or www.wmt.com. For a more detailed description of the information available, please see Where You Can Find More Information.

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Q: Will a proxy solicitor be used?

A: Yes. BioMimetic has retained Alliance Advisors, LLC to assist in the distribution and solicitation of proxies for the special meeting and will pay Alliance Advisors, LLC approximately $10,000 to $15,000, including out-of-pocket expenses, if applicable, for its services. In addition, BioMimetic s directors, officers and employees may solicit proxies in person or by telephone, e-mail, facsimile transmission or other means of communication, but no additional compensation will be paid to them.

Q: Who can help answer my questions about the special meeting or the merger?

A: If you have additional questions about the mergers after reading this proxy statement/prospectus, or require assistance or need additional copies of this proxy statement/prospectus, please contact:

BioMimetic Therapeutics, Inc.
Attention: Investor Relations
389 Nichol Mill Lane
Franklin, TN 37067
Telephone: (615) 844-1280
Email: ir@biomimetics.com

Alliance Advisors, LLC
200 Broadacres Drive, 3rd Floor
Bloomfield, NJ 07003
Telephone: (877) 777-4270 (toll free for investors)
(973) 873-7721 (for banks and brokers)

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SUMMARY

The following summary highlights only selected information, and is qualified in its entirety by other information contained elsewhere in this proxy statement/prospectus and may not contain all the information that may be important to you. Accordingly, you are encouraged to read this proxy statement/prospectus carefully and in its entirety, including its annexes and the documents incorporated by reference in this proxy statement/prospectus. See Where You Can Find More Information.

Parties to the Merger Agreement

Wright Medical Group, Inc.

5677 Airline Road

Arlington, TN 38002

Telephone Number: (901) 867-4680

Wright Medical Group, Inc., a corporation organized under the laws of Delaware, referred to as Wright, is a global orthopedic medical device company and a leading provider of surgical solutions for the foot and ankle market. Wright specializes in the design, manufacture and marketing of devices and biologic products for extremity, hip and knee repair and reconstruction.

Wright owns 1,125,000 shares of BioMimetic common stock, which represents approximately 4.0% of BioMimetic s outstanding common stock. The calculation of this percentage is based on 28,225,241 shares of BioMimetic common stock issued and outstanding as of November 14, 2012, as represented by BioMimetic in the Merger Agreement.

Wright common stock is listed on The NASDAQ Global Select Market under the symbol WMGI.

Additional information about Wright is included in the documents incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information.

BioMimetic Therapeutics, Inc.

389 Nichol Mill Lane

Franklin, TN 37067

Telephone Number: (615) 844-1280

BioMimetic Therapeutics, Inc., a corporation organized under the laws of Delaware, referred to as BioMimetic, is a biotechnology company specializing in the development and commercialization of clinically proven products to promote the healing of musculoskeletal injuries and diseases, including therapies for orthopedics, sports medicine and spine applications. All Augment® branded products are based upon recombinant human platelet-derived growth factor (rhPDGF-BB), which is an engineered form of PDGF, one of the body s principal agents to stimulate and direct healing and regeneration.

BioMimetic has received regulatory approvals to market Augment® Bone Graft in Canada, Australia and New Zealand for use in hindfoot and ankle fusion indications. Augment® Bone Graft is pending regulatory decisions in the U.S. and European Union for similar indications. BioMimetic also markets a bone graft substitute line of products for orthopedic indications called Augmatrix Biocomposite Bone Graft.

BioMimetic common stock is listed on The NASDAQ Global Select Market under the symbol BMTI.

Additional information about BioMimetic is included in the documents incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information.

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Achilles Merger Subsidiary, Inc.

5677 Airline Road

Arlington, TN 38002

Telephone: (901) 867-4680

Achilles Merger Subsidiary, Inc., a corporation organized under the laws of Delaware, referred to as merger sub, was formed solely for the purpose of facilitating the merger. Merger sub has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the transactions contemplated by the Merger Agreement. By operation of the merger, merger sub will be merged with and into BioMimetic, merger sub s separate existence will cease and BioMimetic will become an interim wholly owned subsidiary of Wright.

Achilles Acquisition Subsidiary, LLC

5677 Airline Road

Arlington, TN 38002

Telephone: (901) 867-4680

Achilles Acquisition Subsidiary, LLC, a limited liability company organized under the laws of Delaware, referred to as sister subsidiary, was formed solely for the purpose of facilitating the subsequent merger. Sister subsidiary has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the transactions contemplated by the Merger Agreement. Immediately following the merger of merger sub with and into BioMimetic, BioMimetic will be merged with and into sister subsidiary, and by operation of this merger, BioMimetic s separate existence will cease and sister subsidiary will become the final surviving entity and a direct or indirect wholly owned subsidiary of Wright.

The Mergers

Under the Merger Agreement, merger sub will merge with and into BioMimetic, and BioMimetic will be the interim surviving entity. Immediately thereafter, BioMimetic will merge with and into sister subsidiary, and sister subsidiary will be the final surviving entity. As a result of the mergers, BioMimetic will become a wholly owned subsidiary of Wright. Common stock of Wright will continue to be listed on The NASDAQ Global Select Market under the symbol WMGI. The merger is anticipated to close within three business days following the date of the special meeting, if all conditions to the merger (as described under The Merger Agreement Conditions to the Merger) are fulfilled or waived on or before the closing date. However, the exact timing of the completion of the merger cannot be guaranteed. See The Merger Agreement Conditions to the Merger.

Merger Consideration

Upon completion of the merger, each share of BioMimetic common stock that is issued and outstanding (other than those shares for which appraisal rights are validly perfected or those shares owned by Wright or BioMimetic or any other subsidiary of Wright or BioMimetic) will be cancelled and converted into the right to receive (1) $1.50 in cash, without interest; (2) 0.2482 of a share of Wright common stock; and (3) one CVR. However, the consideration for the merger described in clauses (1) and (2) is subject to adjustment, if necessary, under the Merger Agreement in relation to certain provisions of the NASDAQ Marketplace Rules.

The CVRs

The CVRs will be issued under the CVR Agreement to be entered into by Wright and a trustee mutually acceptable to Wright and BioMimetic prior to the completion of the merger. A copy of the form of CVR Agreement is attached as Annex B to this proxy statement/prospectus.

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If required by law, Wright will use its reasonable best efforts to cause the CVR Agreement to be qualified under the Trust Indenture Act of 1939, as amended, referred to as the Trust Indenture Act. The terms of the CVRs include those stated in the CVR Agreement and those made part of the CVR Agreement by reference to the applicable provisions of Trust Indenture Act.

The CVRs are contingent value rights to be issued in the merger by Wright. Each CVR will entitle its holder to receive: (1) $3.50 in cash upon FDA approval of Augment® Bone Graft on or before the sixth anniversary of the completion of the merger; (2) $1.50 in cash the first time aggregate sales of specified products exceed $40 million during a consecutive 12-month period and if such milestone is achieved prior to the second anniversary of the completion of the merger, the payment related to such milestone will be payable on the later of the second anniversary of the completion of the merger or 20 business days following notice of achievement of the milestone; and (3) $1.50 in cash the first time aggregate sales of specified products exceed $70 million during a consecutive 12-month period and if such milestone is achieved prior to the third anniversary of the completion of the merger, the payment related to such milestone will be payable on the later of the third anniversary of the completion of the merger or 20 business days following notice of achievement of the milestone. Calculations of the aggregate sales of specified products for the product sales milestones will be determined in accordance with U.S. generally accepted accounting principles, referred to as U.S. GAAP (or International Financial Reporting Standards, if adopted by Wright). The CVRs will terminate on the earlier of the sixth anniversary of the completion of the merger or the payment date for product sales milestone #2.

Wright has agreed to use diligent efforts (as defined herein on page 115) to achieve the approval milestone and the product sales milestones through the sales of marketed products (as defined herein on page 115), subject to certain limitations agreed to in the CVR Agreement.

While any CVRs remain outstanding, Wright and its affiliates will not sell or dispose of their rights in specified products to a third party, unless (1) Wright (or its successor) shall agree to remain subject to the obligations under the CVR Agreement to make milestone payments if and when such a payment is due in accordance with the terms of the CVR Agreement; and (2) the gross amounts invoiced for the specified products by the applicable transferee will be reflected in product sales of Wright or its successor in accordance with the terms of the CVR Agreement and the agreement for such product disposition transaction requires the applicable transferee to comply with certain covenants in the CVR Agreement to the same extent as Wright.

The CVRs are unsecured obligations of Wright, subordinated to certain of Wright s senior obligations specified in the CVR Agreement.

There are numerous risks associated with the CVRs, including whether Wright will achieve the approval milestone and generate sufficient product sales to achieve the product sales milestones to require any payment under the CVR Agreement, and there is no assurance that the milestones will be achieved. The CVRs are freely transferable (subject to restrictions under applicable securities laws) and are being registered with the SEC in connection with the merger pursuant to the registration statement on Form S-4, referred to as the registration statement, of which this proxy statement/prospectus forms a part. Wright has agreed to use its reasonable best efforts to maintain a listing of the CVRs on The NASDAQ Global Select Market or The NASDAQ Global Market for as long as the CVRs remain outstanding. See Risk Factors and Description of the CVRs.

Opinion of BioMimetic s Financial Advisor

Goldman, Sachs & Co., referred to as Goldman Sachs, delivered its opinion to the BioMimetic Board that, as of November 19, 2012 and based upon and subject to the factors and assumptions set forth therein, the 0.2482 shares of Wright common stock, $1.50 in cash, and one CVR issued by Wright under the CVR Agreement per share of BioMimetic common stock to be paid to the holders of shares of BioMimetic common stock pursuant to the Merger Agreement was fair from a financial point of view to such holders.

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The full text of the written opinion of Goldman Sachs, dated November 19, 2012, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex D. Goldman Sachs provided its opinion for the information and assistance of the BioMimetic Board in connection with its consideration of the transaction contemplated by the Merger Agreement. The Goldman Sachs opinion does not constitute a recommendation as to how any holder of the BioMimetic common stock should vote with respect to the transaction contemplated by the Merger Agreement or any other matter. Pursuant to an engagement letter between BioMimetic and Goldman Sachs, BioMimetic has agreed to pay Goldman Sachs a transaction fee of $4 million, all of which is contingent upon consummation of the transaction contemplated by the Merger Agreement.

Interests of Directors and Executive Officers of BioMimetic in the Merger

When considering the recommendation of the BioMimetic Board to approve the proposal to adopt the Merger Agreement, you should be aware that BioMimetic directors and executive officers may have interests in the merger that are different from, or in addition to, the interests of BioMimetic stockholders generally. The BioMimetic Board was aware of and considered these interests, among other matters, in approving the Merger Agreement and the merger, and in recommending that the merger agreement be adopted by BioMimetic stockholders. These interests include the following:

- continued indemnification and, for a period of six years following the closing of the merger, insurance coverage of directors and executive officers;
- BioMimetic executive officers eligibility to receive certain retention payments in connection with their continued employment with BioMimetic through and following the closing date;
- [ ], an independent member of the BioMimetic Board, will be nominated by Wright for election to the Wright Board at Wright s 2013 annual meeting of stockholders;
- BioMimetic executive officers eligibility to receive certain severance and other benefits upon a qualifying termination of their employment following the closing date;
- accelerated vesting of certain unvested equity awards held by certain BioMimetic executive officers in the event of an involuntary termination without cause or a voluntary termination for good reason within one year following the closing of the merger; and
- for the one-year period following the closing date, Wright has agreed to provide each employee of BioMimetic who continue as employees of the final surviving entity annual base salary at a rate no lower than the rate in effect prior to the merger, incentive pay opportunities that are no less favorable than those provided prior to the merger and benefits that are no less favorable in the aggregate than those provided by BioMimetic prior to the merger or those provided by Wright to similarly situated employees.

Except as described above, the shares of BioMimetic common stock and options to purchase BioMimetic common stock held by BioMimetic directors and executive officers will be treated in the same manner as outstanding shares of common stock and options to purchase BioMimetic common stock held by all other stockholders of BioMimetic.

For a more complete discussion of the interests described above, see The Merger Interests of Directors and Executive Officers of BioMimetic in the Merger.

Treatment of BioMimetic Stock Options

Prior to the completion of the merger, each holder of an outstanding option to purchase BioMimetic common stock that was granted under any equity incentive plan of BioMimetic, referred to as a stock option,

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will, whether such stock option is vested or unvested, be permitted to elect for all or any portion of such stock option to be exercised for cash or on a net basis. A net exercise may be effected by agreeing to exchange in the merger the shares of BioMimetic common stock subject to such stock option being exercised, and, in connection with such exchange, relinquish a portion of the merger consideration otherwise payable pursuant to such shares equal to the quotient found by dividing:

- the sum of the per share exercise price of the stock option and the per share amount of any required withholdings with respect to the exercise of such stock option, *by*
- the estimated per share value of the merger consideration (solely for purposes of effectuating the net exercises contemplated above), which will be determined by agreement of Wright and BioMimetic reasonably in advance of the closing date.

On the completion of the merger, any such stock option that is not exercised will be assumed by Wright and converted into an option to acquire the number of shares of Wright common stock (rounded to the nearest whole share) equal to the product of:

- the number of shares of BioMimetic common stock subject to such stock option immediately prior to the closing date, *and*
- the option exchange ratio, which is defined as an amount equal to the lesser of (i) 0.5558, or (ii) the sum of (x) the exchange ratio of 0.2482 *plus* (y) the quotient obtained by dividing (1) $6.20 by (2) the volume weighted average price paid per share of Wright common stock for the 10 most recent days that the Wright common stock traded on The NASDAQ Global Select Market ending on the last full trading day immediately prior to the closing date.

Furthermore, the new per share exercise price for each stock option assumed by Wright will equal the per share exercise price of the corresponding stock option assumed by Wright divided by the option exchange ratio (rounded up to the nearest whole cent).

The option exchange ratio is intended to reflect a reasonable method for determining the fair market value of the shares of BioMimetic common stock subject to the stock options under relevant treasury regulations. Except as otherwise provided above, each stock option that is assumed by Wright and converted into an option to purchase shares of Wright common stock otherwise will be subject to the same terms and conditions as applicable to the corresponding BioMimetic stock option.

Ownership of Wright After the Mergers

Based on the number of shares of BioMimetic common stock outstanding as of [ ], Wright expects to issue approximately [ ] million shares of its common stock to BioMimetic stockholders pursuant to the Merger Agreement. The actual number of shares of Wright common stock to be issued pursuant to the Merger Agreement will be determined at the completion of the merger based on the exchange ratio of 0.2482 and the number of shares of BioMimetic common stock outstanding at such time and subject to adjustment, if necessary, under the Merger Agreement in relation to certain provisions of the NASDAQ Marketplace Rules. Immediately after completion of the merger, it is expected that former BioMimetic stockholders will own approximately [ ]% of the [ ] then outstanding shares of Wright common stock, based on the number of shares of BioMimetic and Wright common stock outstanding, on a fully diluted basis, as of [ ].

Key Terms of the Merger Agreement

Conditions to the Merger

Before the merger can be completed, a number of conditions must be satisfied or waived (to the extent permitted under the terms of the Merger Agreement). For a complete listing of, and additional information on the conditions to the merger, see The Merger Agreement Conditions to the Merger.

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BioMimetic Board Designee to Wright Board; BioMimetic Board Observer

Wright agreed to take all actions reasonably necessary to (1) submit to its stockholders for approval at its next annual meeting of its stockholders an amendment to its current certificate of incorporation, as amended, to increase the size of the Wright Board to 10 directors; and (2) cause its Nominating, Compliance and Governance Committee to nominate as a director of the Wright Board for election (and recommend such election) by its stockholders at the 2013 annual meeting of its stockholders an individual named by the BioMimetic Board prior to the completion of the merger, referred to as the BioMimetic Board designee. The BioMimetic Board designee will be a current independent director on the BioMimetic Board and will be subject to the consent of Wright (which consent will not be unreasonably withheld). Wright further agreed that, after the completion of the merger and until the 2013 annual meeting of Wright s stockholders, the BioMimetic Board designee will be entitled to attend all Wright Board meetings in a nonvoting observer capacity and receive copies of all materials provided to the Wright Board, at the same time and in the same manner that Wright provides to the members of the Wright Board, subject to certain limitations set forth in the Merger Agreement. BioMimetic and Wright currently contemplate that [ ] will be the BioMimetic Board designee.

Restrictions on Solicitation of Third Party Acquisition Proposals

In the Merger Agreement, BioMimetic agreed that neither BioMimetic nor its subsidiaries will, and agreed to use its reasonably best efforts to cause its representatives not to: (1) initiate or knowingly solicit or encourage the making of any acquisition proposal (which is defined herein at page 100); (2) participate or otherwise engage in negotiations with, or provide any non-public information to any third party with respect to any inquiries regarding, or the making, submission or announcement of, an acquisition proposal; (3) withdraw, amend or modify or publicly propose to withdraw, amend or modify the BioMimetic Board recommendation of the merger; (4) approve, recommend, endorse or resolve to approve, recommend or endorse an acquisition proposal; (5) enter into or approve any letter of intent or similar agreement for an acquisition proposal; or (6) publicly announce to take any of the actions in (1) through (5) (clauses (1) through (6) together are referred to as the no shop restrictions).

However, before the special meeting, BioMimetic may, and may permit its representatives to, subject to the terms and conditions set forth in the Merger Agreement, provide information to and engage in discussions with a third party that makes an acquisition proposal that was not initiated or solicited in violation of the no shop restrictions described above, and that the BioMimetic Board determines either constitutes a superior proposal (which is defined herein at page 101) or is likely to result in a superior proposal and that failure to take such action would be inconsistent with its fiduciary duties to BioMimetic stockholders under Delaware law. The Merger Agreement also permits BioMimetic to terminate the Merger Agreement to enter into a definitive agreement for a superior proposal with a third party if, among other things, (1) BioMimetic has not intentionally and materially breached its no shop restrictions; (2) has provided Wright with three business days to irrevocably adjust the Merger Agreement in a manner such that the acquisition proposal would no longer constitute a superior proposal; and (3) simultaneously with such termination pays to Wright a termination fee of $8.255 million.

Termination of the Merger Agreement

The Merger Agreement specifies certain circumstances under which the Merger Agreement may be terminated by the parties as well as termination fees, if any, to be paid by BioMimetic and Wright in such event. Either BioMimetic or Wright may terminate the Merger Agreement if the merger has not been completed by an outside termination date of May 15, 2013 (however, the right to terminate the Merger Agreement as a result of not completing the merger prior to such date is not available to any party that has breached in any material respect its obligations under the Merger Agreement in any manner that caused the occurrence of the failure of the merger to be consummated by such date).

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BioMimetic and Wright may terminate the Merger Agreement by mutual written consent at any time before the completion of the merger (whether before or after BioMimetic stockholders have adopted the Merger Agreement). In addition, either BioMimetic or Wright may terminate the Merger Agreement if:

- BioMimetic stockholders do not vote to adopt the Merger Agreement at the special meeting (including any postponement or adjournment of the special meeting); or
- any order permanently restraining, enjoining or prohibiting consummation of the merger becomes final and non-appealable (however, the right to terminate is not available to any party whose material breach of its obligations under the Merger Agreement resulted in the issuance or imposition of such order).

Wright may terminate the Merger Agreement if:

- the BioMimetic Board fails to make, withdraws, modifies or amends, in a manner adverse to Wright, or publicly proposes to withdraw, modify or amend, in a manner adverse to Wright, the BioMimetic Board recommendation in favor of adopting the Merger Agreement;
- the BioMimetic Board approves, endorses or recommends any acquisition proposal;
- the BioMimetic Board approves, endorses, recommends, permits or fails to prevent BioMimetic or any of its subsidiaries from entering into, a merger agreement, acquisition agreement, purchase agreement or other similar agreement relating to an acquisition proposal or a letter of intent, an agreement in principle or an option agreement relating to an acquisition proposal;
- the BioMimetic Board, upon request from Wright or merger sub, fails to publicly reaffirm within two business days of such request (or in the event that the special meeting is scheduled to occur within such two business day period, prior to such meeting) the BioMimetic Board s recommendation in favor of adopting the Merger Agreement so long as prior to such request, (1) BioMimetic shall have received an acquisition proposal or public disclosure of a potential acquisition proposal has occurred (or has become publicly known); or (2) facts, events, changes, developments or circumstances related to the potential FDA approval of Augment® Bone Graft (including any communications with the FDA related to the application for FDA approval of Augment® Bone Graft) have been publicly disclosed (or become publicly known) and the BioMimetic Board shall not be required to make any such reaffirmation more than twice with respect to any such acquisition proposal or any FDA development;
- a tender or exchange offer for the BioMimetic s securities commences and BioMimetic or the BioMimetic Board fails to send to BioMimetic stockholders, within 10 business days after the commencement of any such tender or exchange offer, a statement that BioMimetic and the BioMimetic Board recommend that BioMimetic stockholders reject, and do not tender their shares of BioMimetic common stock in, such tender or exchange offer;
- BioMimetic or any of its subsidiaries or affiliates or the BioMimetic Board publicly announces BioMimetic s intention to do any of the foregoing;
- BioMimetic materially and intentionally breaches its obligations under the no shop restrictions of the Merger Agreement;

BioMimetic breaches any of its representations, warranties, covenants or obligations contained in the Merger Agreement such that a condition described under The Merger Agreement Conditions to the Merger relating to the accuracy of BioMimetic s representations and warranties or the performance of BioMimetic s obligations under the Merger Agreement would not be satisfied or cured by the earlier of (1) 20 days after written notice of the breach is given by Wright to BioMimetic; or (2) May 15, 2013;

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there has been a BioMimetic material adverse effect (which is defined herein on page 95) and such BioMimetic material adverse effect is not curable or, if curable, is not cured within 20 days after written notice is given by Wright to BioMimetic stating its intention to terminate the Merger Agreement and the basis for such termination; or

BioMimetic receives certain adverse FDA correspondence prior to the closing of the merger and Wright pays the termination fee as described under The Merger Agreement Termination Fees Termination Fee Payable by Wright (such adverse FDA correspondence is referred to as an adverse FDA event and is described and defined in The Merger Agreement Termination Termination of the Merger Agreement by Wright).

BioMimetic may terminate the Merger Agreement:

if Wright or merger sub breaches or fails to perform any of its representations, warranties, covenants or obligations contained in the Merger Agreement, which breach or failure to perform results in a condition described under The Merger Agreement Conditions to the Merger relating to the accuracy of Wright s or merger sub s representations and warranties or the performance of Wright s or merger sub s obligations under the Merger Agreement would not be satisfied or cured by Wright by the earlier of (1) 20 days after written notice of such breach is given by BioMimetic to Wright; or (2) May 15, 2013;

in order to simultaneously enter into a definitive agreement with respect to a superior proposal in accordance with the provisions in the Merger Agreement relating to such superior proposal and BioMimetic pays the termination fee as described under The Merger Agreement Termination Fees Termination Fee Payable by BioMimetic concurrently with such termination. BioMimetic may not terminate the Merger Agreement pursuant to this provision unless BioMimetic complies with its obligations set forth above under The Merger Agreement Recommendation Withdrawal/Termination in Connection with a Superior Proposal and Intervening Event Procedural Requirements with respect to such superior proposal; or

if there has been a Wright material adverse effect (which is defined herein at page 96) and such Wright material adverse effect is not curable or, if curable, is not cured within 20 days after written notice is given by BioMimetic to Wright stating its intention to terminate the Merger Agreement and the basis for such termination.

See The Merger Agreement Termination.

Termination Fee Payable by BioMimetic

BioMimetic has agreed to pay to Wright a termination fee of $8.255 million if the Merger Agreement is terminated under any of the following circumstances:

the Merger Agreement is terminated by Wright in circumstances described under the first seven bullets under the section entitled The Merger Agreement Termination Termination of the Merger Agreement by Wright, in which event the termination fee will be paid within two business days after such termination; or

either Wright or BioMimetic terminates the Merger Agreement because BioMimetic stockholders, at the special meeting or at any adjournment or postponement thereof at which the Merger Agreement was voted on, fail to adopt the Merger Agreement as described above under The Merger Agreement Termination Termination of the Merger Agreement by Either Wright or BioMimetic, and (1) prior to the time of such termination an acquisition proposal had been made; and (2) within 12 months after the date of such termination BioMimetic enters into a definitive agreement with respect to, or consummates, a transaction contemplated by any acquisition proposal (provided, that references in the

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definition of acquisition proposal to the figure 20% will be deemed to be replaced by 50%), in which event payment of the termination fee will be made on or prior to the date on which BioMimetic enters into such definitive agreement or consummates such transaction, as applicable; or

the Merger Agreement is terminated by BioMimetic so that BioMimetic may enter into a definitive agreement providing for a superior proposal as described above under The Merger Agreement Termination Termination of the Merger Agreement by BioMimetic, in which payment of the termination fee will be made in advance of, or concurrently with, and as a condition to such termination.

Termination Fee Payable by Wright

Wright has agreed to pay to BioMimetic a termination fee of $30 million if the Merger Agreement is terminated by Wright because an adverse FDA event occurs prior to the closing of the merger.

For additional information on termination fees, see The Merger Agreement Termination Fees.

Voting Agreements

On November 19, 2012, the committed stockholders entered into voting agreements with Wright, under which they agreed to vote all of their shares of BioMimetic common stock in favor of the adoption of the Merger Agreement and the approval of the transactions contemplated by the Merger Agreement and against, among other things, any business combination or extraordinary corporate transaction involving BioMimetic or any of its subsidiaries, other than the merger or any business combination or transaction with BioMimetic or any of its affiliates. Each of the committed stockholders also granted an irrevocable proxy to Wright to vote or execute consents with respect to such committed stockholder s shares of BioMimetic common stock in accordance with the preceding sentence. Additionally, the committed stockholders agreed, among other things, not to transfer their shares of BioMimetic common stock, subject to certain exceptions. The voting agreements will terminate upon the earliest to occur of:

the termination of the Merger Agreement in accordance with its terms;

the completion of the merger;

any amendment to the Merger Agreement that has not been approved by the committed stockholders that adversely affects the merger consideration payable to the committed stockholders; or

September 30, 2013.

A copy of the form of voting agreement is attached to this proxy statement/prospectus as Annex C. See Voting Agreements.

The Special Meeting

BioMimetic stockholders will hold a special meeting at 389 Nichol Mill Lane, Franklin, Tennessee 37067, on [ ], 2013, at [ ] a.m. local time, unless the special meeting is adjourned or postponed. At the special meeting, BioMimetic stockholders will be asked to consider and act on a proposal to adopt the Merger Agreement, to approve the golden parachute compensation proposal and to approve the adjournment of the special meeting under certain circumstances. Only stockholders listed on BioMimetic s records at the close of business on January 2, 2013, the record date for the special meeting, are entitled to vote at the special meeting or any adjournments or postponements of the special meeting. As of the close of business on the record date, there were [ ] shares of BioMimetic common stock outstanding and entitled to vote at the special meeting. See Information about the Special Meeting for more information on how to cast your vote at the special meeting.

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Provided a quorum of stockholders is present in person or by proxy at the special meeting, in order to adopt the Merger Agreement, holders of a majority of the outstanding shares of BioMimetic common stock must cast a vote in favor of the proposal. Abstentions and broker non-votes will have the effect of a vote **AGAINST** the proposal to adopt the Merger Agreement.

Provided a quorum of stockholders is present in person or by proxy at the special meeting, in order to approve the golden parachute compensation proposal and to approve the adjournment of the special meeting under certain circumstances, holders of a majority of the shares of BioMimetic common stock present in person or represented by proxy at the special meeting and entitled to vote must cast a vote in favor of the applicable proposal. Abstentions will have the effect of a vote **AGAINST** the applicable proposal, while broker non-votes will have no effect on the applicable proposal.

As of the record date, the committed stockholders beneficially owned [ ] shares of BioMimetic common stock, which represents approximately [ ]% of the outstanding shares of BioMimetic common stock as of the record date. As noted above, the committed stockholders have agreed collectively to vote their shares of BioMimetic common stock in favor of the adoption of the Merger Agreement.

Except as described above as to shares held by the committed stockholders, none of BioMimetic s directors or officers has entered into any agreement requiring them to vote for or against the proposal to adopt the Merger Agreement.

No vote of the stockholders of Wright is required to adopt the Merger Agreement or to effect the transactions contemplated by the Merger Agreement.

Regulatory Approvals

Under the provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, referred to as the HSR Act, the merger could not be completed until notification and report forms had been filed with the United States Federal Trade Commission, referred to as the FTC, and the Antitrust Division of the U.S. Department of Justice, referred to as the Antitrust Division, and until the expiration of a 30-calendar day waiting period, or the early termination of that waiting period, following the parties filing of their respective notification and report forms. On December 4, 2012, BioMimetic and Wright filed their respective notification and report forms under the HSR Act with the FTC and the Antitrust Division, commencing the initial 30-calendar day waiting period that would have expired on January 3, 2013. On December 14, 2012, BioMimetic and Wright received notification from the FTC of early termination of the waiting period.

Under the Merger Agreement, BioMimetic and Wright have agreed to use their reasonable best efforts to obtain all regulatory clearances necessary to complete, in the most expeditious manner practicable, the merger; however, Wright is not required to divest shares of capital stock or any business, assets or property of Wright or its subsidiaries or affiliates in connection with obtaining any such regulatory clearance.

Rights of Stockholders to Seek Appraisal

Under Delaware law, holders of BioMimetic common stock, other than the committed stockholders pursuant to the terms of the voting agreements, will have the right to seek appraisal of the fair value of their shares of BioMimetic common stock as determined by the Delaware Court of Chancery if the merger is completed, but only if they comply with all applicable requirements of Delaware law. This appraisal amount could be more than, the same as or less than the merger consideration. Among other requirements, any holder of BioMimetic common stock intending to exercise appraisal rights must not vote in favor of the merger and must submit a written demand for appraisal to BioMimetic before the vote on the merger at the special meeting. The failure to strictly follow the procedures specified under Delaware law will result in the loss of a stockholder s appraisal

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rights. For a summary of the requirements for asserting and perfecting appraisal rights, see the section entitled Rights of Stockholders to Seek Appraisal beginning on page 141 of this proxy statement/prospectus. The provisions of Delaware law that address appraisal rights and govern the required procedures are attached as Annex E to this proxy statement/prospectus.

Certain Material U.S. Federal Income Tax Consequences

It is currently unclear, and will remain unclear until the closing date, whether the mergers will qualify as a tax-free reorganization. If the mergers qualify as a tax-free reorganization, then BioMimetic stockholders will generally recognize gain, but not loss, equal to the lesser of (i) the sum of the Cash Consideration (as defined herein on page 123), cash received in lieu of fractional shares and the fair market value of the CVRs received as determined for U.S. federal income tax purposes and (ii) the difference between the fair market value of the merger consideration and the BioMimetic stockholder s basis in its shares of BioMimetic common stock.

Alternatively, if the mergers do not qualify as a tax-free reorganization, then the BioMimetic stockholders will recognize gain or loss equal to the difference between (i) the amount realized and (ii) the BioMimetic stockholder s basis in its shares of BioMimetic common stock.

You should read the section entitled Certain Material U.S. Federal Income Tax Consequences beginning on page 123 of this proxy statement/prospectus for a more complete discussion of the U.S. federal income tax consequences of the mergers. Tax matters can be complicated and the tax consequences of the mergers to you will depend on your particular tax situation. **You should consult your tax advisor to determine the tax consequences of the mergers to you.**

Accounting Treatment

In accordance with U.S. GAAP, Wright will account for the mergers using the acquisition method of accounting for business combinations. Under this method of accounting, Wright will record the acquisition based on the fair value of the merger consideration, which includes the cash consideration paid, the market value of shares of Wright common stock issued in connection with the merger (based on the closing price of Wright common stock on the date of the completion of the merger), stock options exchanged and the CVRs issued in connection with the merger.

Wright will allocate the purchase price to the identifiable assets acquired and liabilities assumed based on their respective fair values at the date of the completion of the mergers. Any excess of the value of consideration paid over the aggregate fair value of those net assets will be recorded as goodwill. Financial statements of Wright issued after the completion of the mergers will reflect such fair values and will not be restated retroactively to reflect historical financial position or results of operations of Wright. The results of operations of BioMimetic will be included in the results of operations of Wright beginning on the date of the completion of the mergers.

Market Price of BioMimetic Common Stock

BioMimetic common stock is listed on The NASDAQ Global Select Market under the symbol BMTI. The closing sale price of BioMimetic common stock on The NASDAQ Global Select Market on November 16, 2012, the last trading day prior to the announcement of the merger, was $4.15. The exchange ratio of 0.2482 of a share of common stock of Wright, which has an implied value of $4.97 based on the closing sales price of Wright s common stock on November 16, 2012, together with the $1.50 cash consideration has an aggregate implied value of $6.47 based on the closing sales price of Wright s common stock on November 16, 2012 and represents a premium of approximately 56% over the closing sale price of BioMimetic common stock on November 16, 2012. On [ ], 2013, the last trading day before the date of this proxy statement/prospectus, the closing sale price of BioMimetic common stock on The NASDAQ Global Select Market was $[ ] per share.

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Market Price of Wright Common Stock

Wright common stock is listed on The NASDAQ Global Select Market under the symbol WMGI. The closing sale price of Wright common stock on The NASDAQ Global Select Market on November 16, 2012, the last trading day prior to the announcement of the merger, was $20.01. On [ ], 2013, the last trading day before the date of this proxy statement/prospectus, the closing sale price of Wright common stock on The NASDAQ Global Select Market was $[ ] per share. It is a condition to the completion of the merger that the shares of Wright common stock issued in the merger will be approved for quotation on The NASDAQ Global Select Market and the CVRs to be issued in connection with the merger will be approved for quotation on The NASDAQ Global Select Market or The NASDAQ Global Market.

Litigation Related to the Merger

BioMimetic, the members of the BioMimetic Board, Wright, merger sub and sister subsidiary are named as defendants in five putative class action lawsuits brought by BioMimetic stockholders challenging the merger in either the Chancery Court of Delaware or Tennessee. The plaintiffs in such actions assert claims for breaches of fiduciary duty arising out of the merger. The plaintiffs also allege claims for aiding and abetting breaches of fiduciary duty against Wright, merger sub and sister subsidiary. These lawsuits generally seek, among other things, to enjoin the defendants from consummating the merger until such time as BioMimetic:

- adopts and implements a procedure or process to obtain the highest possible price for stockholders; and
- discloses all material information to stockholders regarding the merger.

Risks

In evaluating the Wright common stock and the CVRs, you should carefully read this proxy statement/prospectus and especially consider the factors discussed in the section entitled Risk Factors beginning on page 21.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF BIOMIMETIC

The following table sets forth selected historical consolidated financial information of BioMimetic for the periods presented. The selected financial information, as of December 31, 2011, 2010, 2009, 2008 and 2007 and for each of the five fiscal years then ended, has been derived from BioMimetic s audited consolidated financial statements. The selected financial information for the nine months ended September 30, 2012 and 2011 has been derived from BioMimetic s unaudited condensed consolidated financial statements. The selected financial information includes, in the opinion of BioMimetic s management, all adjustments, consisting of normal recurring adjustments, necessary to present fairly the results of operations and financial position of BioMimetic for the periods and dates presented.

The financial information indicated may not be indicative of future performance. This financial information and other data should be read in conjunction with the respective audited and unaudited consolidated financial statements of BioMimetic, including the notes thereto, and the section BioMimetic Management s Discussion and Analysis of Financial Condition and Results of Operations of BioMimetic Therapeutics, Inc. incorporated by reference in this proxy statement/prospectus. See Where You Can Find More Information. This information should also be read in conjunction with the unaudited pro forma condensed combined financial statements.

	Nine Months Ended September 30,		Years Ended December 31,				
	2012	2011	2011	2010	2009	2008(1)	2007
	(Unaudited)		(In thousands, except share and per share information)				
Revenues:							
Product sales	$ 602	$ 212	$ 327	$ 15	$ 78	$	$ 5,040
Royalty income	233	328	427	487	522	2,144	1,213
Sublicense fee income	729	726	971	971	971	974	741
Other revenue	28					30	36
Total revenues	1,592	1,266	1,725	1,473	1,571	3,148	7,030
Costs and expenses:							
Cost of sales	184	34	53	17	6		3,939
Research and development	7,452	11,453	14,695	17,967	21,095	24,561	19,218
General and administrative	10,159	12,261	16,034	15,161	11,511	11,253	8,829
Depreciation and capital lease amortization	952	894	1,256	1,234	1,333	1,423	1,130
Patent license fee amortization	32	27	37	1,658	2,569	2,663	2,234
Total costs and expenses	18,779	24,669	32,075	36,037	36,514	39,900	35,350
Loss from operations	(17,187)	(23,403)	(30,350)	(34,564)	(34,943)	(36,752)	(28,320)
Interest (expense) income, net	(2)	(3)	(4)	(3)	(308)	247	1,710
Investment income (loss), net	57	91	113	144	6,864	(10,797)	1,952
Other income from governmental grants				514			
Impairment loss on equipment			(2,940)				
(Loss) gain on foreign currency translation and other transactions		(2)	(9)	(28)	11	5	2
Gain on arbitration settlement					7,219		
Gain on disposal of orofacial therapeutic business						39,292	
Income tax benefit							74
Net loss	$ (17,132)	$ (23,317)	$ (33,190)	$ (33,937)	$ (21,157)	$ (8,005)	$ (24,582)
Basic and diluted net loss per share	$ (0.61)	$ (0.83)	$ (1.19)	$ (1.38)	$ (1.03)	$ (0.43)	$ (1.37)
Weighted average shares used to compute basic and diluted net loss per share	28,187,186	27,983,839	28,002,185	24,626,170	20,510,132	18,529,068	17,951,147
Cash dividends declared	$	$	$	$	$	$	$

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	As of September 30,		As of December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(Unaudited)		(In thousands)				
Balance Sheet Information:							
Cash and cash equivalents	$ 15,494	$ 21,492	$ 18,503	$ 11,628	$ 21,543	$ 17,535	$ 25,483
Investments short term	28,771	45,282	42,950	65,751	47,002	33,218	
Investments long term				15,002	6,514	46,624	41,800
Total assets	57,090	82,578	74,887	105,555	88,912	125,120	89,618
Long-term capital lease obligations	68	153	132	216	175	35	53
Note payable						39,100	
Total liabilities	17,795	19,719	20,875	22,433	21,861	66,066	27,166
Redeemable, convertible preferred stock							
Accumulated deficit	(177,779)	(150,774)	(160,647)	(127,457)	(93,520)	(72,363)	(64,358)
Total stockholders equity	39,295	62,859	54,012	83,122	67,051	59,054	62,452

(1) In January 2008, BioMimetic sold its orofacial therapeutic business (GEM 21S) to Luitpold Pharmaceuticals, Inc., recording a $39.3 million net gain on the transaction in 2008. As a result of the sale, no product sales revenues, nor cost of sales, resulting from sales of *GEM 21S* have been recorded subsequent to January 2008.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF WRIGHT

The following table sets forth selected historical consolidated financial information of Wright for the periods presented. The selected financial information, as of December 31, 2011, 2010, 2009, 2008 and 2007 and for each of the five fiscal years then ended, has been derived from Wright s audited consolidated financial statements. The selected financial information for the nine months ended September 30, 2012 and 2011 has been derived from Wright s unaudited condensed consolidated financial statements. The selected financial information includes, in the opinion of Wright s management, all adjustments, consisting of normal recurring adjustments, necessary to present fairly the results of operations and financial position of Wright for the periods and dates presented.

The financial information indicated may not be indicative of future performance. This financial information and other data should be read in conjunction with the respective audited and unaudited consolidated financial statements of Wright, including the notes thereto, and the section Wright Management s Discussion and Analysis of Financial Condition and Results of Operations of Wright Medical Group, Inc. incorporated by reference in this proxy statement/prospectus. See Where You Can Find More Information. This information should also be read in conjunction with the unaudited pro forma condensed combined financial statements.

	Nine Months Ended September 30,		Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(Unaudited)		(In thousands, except per share data)				
Consolidated Statement of Operations Data:							
Net Sales	$ 360,299	$ 386,075	$ 512,947	$ 518,973	$ 487,508	$ 465,547	$ 386,850
Cost of sales	110,329	116,457	156,906	158,456	148,715	134,377	108,407
Cost of sales restructuring	435	1,900	2,471				2,139
Gross profit	249,535	267,718	353,570	360,517	338,793	331,170	276,304
Operating expenses:							
Selling, general and administrative	216,061	229,227	301,588	282,413	270,456	261,396	225,929
Research and development	19,577	23,783	30,114	37,300	35,691	33,292	28,405
Amortization of intangible assets	3,823	2,088	2,870	2,711	5,151	4,874	3,782
Restructuring charges	1,153	12,132	14,405	919	3,544	6,705	16,734
Acquired in-process research and development costs						2,490	
Total operating expenses	240,614	267,230	348,977	323,343	314,842	308,757	274,850
Operating income	8,921	488	4,593	37,174	23,951	22,413	1,454
Interest expense (income), net	6,268	4,774	6,529	6,123	5,466	2,181	(1,252)
Other expense (income), net	2,035	4,775	4,719	130	2,873	(1,338)	375
(Loss) income before income taxes	618	(9,061)	(6,655)	30,921	15,612	21,570	2,331
Provision (benefits) for income taxes	686	(2,755)	(1,512)	13,080	3,481	18,373	1,370
Net (loss) income	(68)	(6,306)	(5,143)	17,841	12,131	3,197	961
Net (loss) income per share:							
Basic	(0.00)	(0.16)	(0.13)	0.47	0.32	0.09	0.03
Diluted	(0.00)	(0.16)	(0.13)	0.47	0.32	0.09	0.03
Weighted average number of common shares outstanding basic	38,706	38,228	38,279	37,802	37,366	36,933	35,812
Weighted average number of common shares outstanding diluted	38,706	38,228	38,279	37,961	37,443	37,401	36,483

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	Nine Months Ended September 30,		Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(Unaudited)		(In thousands, except per share data)				
Consolidated Balance Sheet Data:							
Cash and cash equivalents	$ 304,009	$ 156,141	$ 153,642	$ 153,261	$ 84,409	$ 87,865	$ 229,026
Marketable securities	13,613	22,729	18,099	36,345	86,819	57,614	15,535
Working capital	559,145	412,390	424,543	426,286	421,647	401,406	417,817
Total assets	952,993	753,568	754,580	755,239	714,284	692,130	669,985
Long-term liabilities	360,173	194,301	210,126	212,963	204,919	205,253	207,820
Stockholders equity	514,884	468,689	468,464	470,972	440,408	411,628	388,781

	Nine Months Ended September 30,		Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(Unaudited)		(In thousands, except per share data)				
Other Data:							
Cash flow provided by (used in) operating activities	$ 57,752	$ 48,786	$ 61,441	$ 73,194	$ 71,751	$ (3,610)	$ 24,424
Cash flow used in investing activities	(6.433)	(17,758)	(30,560)	(4,173)	(74,956)	(148,942)	(63,841)
Cash flow (used in) provided by financing activities	98.863	(28,008)	(30,050)	(198)	532	12,406	209,897
Depreciation	29.182	29,214	40,227	35,559	32,717	26,462	23,522
Stock-based compensation expense	8,466	6,688	9,108	13,177	13,191	13,501	16,532
Capital expenditures	13,291	35,198	46,957	49,038	37,190	61,936	35,042

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SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

The following summary unaudited pro forma condensed combined financial information as of September 30, 2012 and for the year ended December 31, 2011 and for the nine-month period ended September 30, 2012, give effect to the proposed merger. The selected unaudited pro forma condensed combined financial data presented below is based on, and should be read together with, the historical financial statements of Wright and BioMimetic that are contained in their respective filings with the SEC and incorporated by reference into this proxy statement/prospectus and the unaudited pro forma condensed combined financial statements that appear elsewhere in this proxy statement/prospectus. See Where You Can Find More Information and Unaudited Pro Forma Condensed Combined Financial Statements.

The unaudited pro forma condensed combined financial data is presented for illustrative purposes only and is not necessarily indicative of the actual or future financial position or results of operations that would have been realized if the proposed merger had been completed as of the dates indicated or will be realized upon the completion of the proposed merger.

	Unaudited Pro Forma Combined	
	Nine Months Ended September 30, 2012	Year Ended December 31, 2011
	(In thousands, except per share data)	
Statement of operations data:		
Revenue	$ 361,891	$ 514,672
Costs and expenses	$ 370,716	$ 543,526
Operating loss	$ 8,825	$ 28,854
Other expenses	$ 8,248	$ 14,088
Loss before income taxes	$ 17,073	$ 42,942
Income tax provision (benefit)	$ 468	$ (2,720)
Net loss	$ 17,541	$ 40,222
Basic loss per share	$ (0.38)	$ (0.89)
Diluted loss per share	$ (0.38)	$ (0.89)

	September 30, 2012 (In thousands)
Balance sheet data:	
Total assets	$ 1,133,538
Total liabilities	485,368
Stockholders equity	$ 648,170

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COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION

Wright common stock and BioMimetic common stock are each listed and traded on The NASDAQ Global Select Market under the symbols WMGI and BMTI, respectively. The following table sets forth, for the periods indicated, the high and low sale prices per share of Wright common stock and BioMimetic common stock.

	Wright			BioMimetic		
	High	Low	Dividend	High	Low	Dividend
Year Ended December 31, 2012						
Fourth Quarter (through December 17, 2012)	$ 22.42	$ 18.89		$ 7.85	$ 3.57	
Third Quarter	$ 22.59	$ 18.11		$ 4.83	$ 2.63	
Second Quarter	$ 21.50	$ 17.88		$ 3.78	$ 2.09	
First Quarter	$ 19.87	$ 15.70		$ 2.93	$ 1.87	
Year Ended December 31, 2011						
Fourth Quarter	$ 19.05	$ 13.57		$ 3.75	$ 2.70	
Third quarter	$ 18.75	$ 13.37		$ 5.17	$ 2.68	
Second quarter	$ 17.35	$ 14.05		$ 14.49	$ 4.99	
First quarter	$ 17.66	$ 14.44		$ 14.80	$ 11.18	
Year Ended December 31, 2010						
Fourth Quarter	$ 15.99	$ 12.98		$ 13.00	$ 10.01	
Third Quarter	$ 17.70	$ 13.03		$ 11.99	$ 7.96	
Second Quarter	$ 19.61	$ 16.00		$ 14.20	$ 10.93	
First Quarter	$ 19.25	$ 15.72		$ 13.99	$ 11.14	

The following table sets forth the closing sale price per share of BioMimetic common stock, the closing sale price per share of Wright common stock and the estimated equivalent per share price of BioMimetic common stock, as explained below, of BioMimetic common stock if the merger occurred on November 16, 2012, the last trading day prior to the date of the public announcement of the execution of the Merger Agreement, and [ ], 2013, the most recent practicable date prior to the date of this proxy statement/prospectus. The market prices of shares of BioMimetic common stock and Wright common stock are subject to fluctuation and will likely continue to fluctuate after the special meeting. As a result, BioMimetic and Wright stockholders are urged to obtain current market quotations.

The estimated equivalent per share price of BioMimetic common stock does not give effect to any CVR payment.

	Closing Sale Price Per Share		Equivalent Per Share
	Wright Common Stock	BioMimetic Common Stock	BioMimetic Common Stock
November 16, 2012	$ 20.01	$ 4.15	$ 6.47(a)
[ ], 2013	$ [ ]	$ [ ]	$ [ ](b)

(a) Equal to (i) $1.50, the cash component of the merger consideration plus (ii) the value of the stock component of the merger consideration, which is equal to the product of (1) the exchange ratio of 0.2482 times (2) $20.01, the closing price of Wright common stock on November 16, 2012. (b) Equal to (i) $1.50, the cash component of the merger consideration plus (ii) the value of the stock component of the merger consideration, which is equal to the product of (1) the exchange ratio of 0.2482 times (2) $[ ], the closing price of Wright common stock on [ ], 2013.

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Dividend Policy

Wright has never declared or paid cash dividends on its common stock. Wright currently intends to retain all future earnings for the operation and expansion of its business. Wright does not anticipate declaring or paying cash dividends on its common stock in the foreseeable future. Any payment of cash dividends on Wright s common stock will be at the discretion of the Wright Board and will depend upon its results of operations, earnings, capital requirements, contractual restrictions and other factors deemed relevant by the Wright Board. Furthermore, the Merger Agreement restricts the ability of Wright to declare or pay dividends during the interim period between the signing of the Merger Agreement and the completion of the merger.

BioMimetic has never declared or paid any cash dividends on its common stock. Any future payment of cash dividends on BioMimetic common stock will be at the discretion of the BioMimetic Board and will depend upon BioMimetic s results of operations, earnings, capital requirements, contractual restrictions and other factors deemed relevant by the BioMimetic Board. The Merger Agreement restricts the ability of BioMimetic to declare or pay dividends.

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COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA

The following selected unaudited pro forma per share information for the nine-month period ended September 30, 2012 and for the year ended December 31, 2011 reflects the merger and related transactions as if they had occurred on January 1, 2011. The information in the table is based on, and should be read together with, the historical financial information that Wright and BioMimetic have presented in their respective filings with the SEC and the pro forma financial information that appears elsewhere in this proxy statement/prospectus. See Where You Can Find More Information and Unaudited Pro Forma Condensed Combined Financial Statements.

The unaudited pro forma combined and pro forma-equivalent data is presented for illustrative purposes only and is not necessarily indicative of actual or future financial position or results of operations that would have been realized if the proposed merger had been completed as of the dates indicated or will be realized upon the completion of the proposed merger. Neither Wright nor BioMimetic declared or paid any dividends during the periods presented.

	As of and for the Nine Months Ended September 30, 2012	As of and for the Year Ended December 31, 2011
Wright:		
Book value per share		
Historical	$ 12.98	$ 11.92
Pro forma combined	$ 14.19	
Basic and diluted net gain (loss) per share		
Historical	$ (0.00)	$ (0.13)
Pro forma combined	$ (0.38)	$ (0.89)

	As of and for the Nine Months Ended September 30, 2012	As of and for the Year Ended December 31, 2011
BioMimetic:		
Book value per share		
Historical	$ 1.39	$ 1.92
Pro forma equivalent combined (1)	$ 3.52	
Basic and diluted net gain (loss) per share		
Historical	$ (0.61)	$ (1.19)
Pro forma equivalent combined (1)	$ (0.10)	$ (0.22)

(1) BioMimetic pro forma equivalent combined amounts are calculated by multiplying Wright s pro forma combined per share amounts by the exchange ratio of 0.2482.

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RISK FACTORS

Before you vote, you should carefully consider the risks related to the mergers described below, those described in the section entitled Cautionary Statement Regarding Forward-Looking Statements and the other information contained in this proxy statement/prospectus or in BioMimetic s and Wright s documents incorporated by reference herein, particularly the risk factors set forth in BioMimetic s and Wright s documents incorporated herein, as set forth under Where You Can Find More Information (including the risk factors contained in BioMimetic s Annual Report on Form 10-K for the year ended December 31, 2011 and by BioMimetic s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012, and in Wright s Annual Report on Form 10-K for the year ended December 31, 2011, and Wright s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012). Because the merger consideration is partially comprised of Wright common stock and CVRs, by voting in favor of the adoption of the Merger Agreement, you will be choosing to invest in Wright common stock and the CVRs. The risks and uncertainties described below and incorporated by reference are not the only risks and uncertainties Wright may face. Additional risks and uncertainties not presently known to Wright, or risks that Wright currently considers immaterial, could also negatively affect its business, results and operations. If any of the following risks actually occur, Wright s business, financial condition or results of operations could be materially adversely affected, which could cause the value of Wright common stock to decline and adversely affect the likelihood of any payments being made under the CVRs.

Risks Related to the Merger

Because the market price of Wright common stock will fluctuate and because of the uncertainty of the ultimate realization of the CVRs, BioMimetic stockholders cannot be certain of the value of the merger consideration that they will be entitled to receive in the merger.

At the completion of the merger, each outstanding share of BioMimetic common stock will be converted into the right to receive (1) $1.50 in cash, without interest; (2) 0.2482 shares of Wright common stock; and (3) one CVR. The exchange ratio of 0.2482 is fixed (except for adjustment, if necessary, under the Merger Agreement in relation to certain provisions of the NASDAQ Marketplace Rules) and will not be adjusted for changes in the market price of either BioMimetic common stock or Wright common stock. The market value of the Wright common stock that BioMimetic stockholders will be entitled to receive in the merger will depend on the market value of Wright common stock immediately before the merger is completed and could vary significantly from the market value on the date of the announcement of the Merger Agreement, the date that this proxy statement/prospectus was mailed to BioMimetic stockholders or the date of the special meeting of BioMimetic stockholders. The Merger Agreement does not provide for any price-based termination right. For example, the closing sale price of Wright common stock on November 16, 2012, the last trading day prior to the execution of the Merger Agreement, was $20.01 per share and, therefore, if the transaction had closed on that date, the implied value of the merger consideration that BioMimetic stockholders would have received for each share of common stock, including the $1.50 in cash consideration (but excluding any value relating to the CVR), would have been $6.47. On [ ], 2013, the last trading day before the date of this proxy statement/prospectus, the closing sale price of Wright common stock was $[ ] per share, and, therefore, if the transactions had closed on that date, the implied value of the merger consideration that BioMimetic stockholders would have received for each share of common stock, including the $1.50 in cash consideration (but excluding any value relating to the CVR), would have been $[ ]. Moreover, the market value of Wright common stock will likely fluctuate after the completion of the merger. See Comparative Per Share Market Price and Dividend Information.

Fluctuations in the market price of Wright common stock could result from changes in the business, operations or prospects of BioMimetic or Wright prior to the completion of the merger or Wright following the completion of the merger, regulatory considerations, general market and economic conditions and other factors both within and beyond the control of BioMimetic or Wright.

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The issuance of Wright common stock in connection with the merger could decrease the market price of Wright common stock.

At the completion of the merger, Wright expects to issue up to approximately [ ] million shares of Wright common stock, or approximately [ ]% of the number of shares of Wright common stock outstanding as of [ ], 2013, to BioMimetic stockholders. The issuance of the BioMimetic common stock may result in fluctuations in the market price of Wright common stock, including a stock price decline.

The integration of BioMimetic and other acquired businesses may present significant challenges to Wright.

Achieving the anticipated benefits of the merger will depend in part upon whether the FDA approves Augment® Bone Graft as currently anticipated and whether BioMimetic and Wright can integrate their businesses in an efficient and effective manner. In addition, Wright may acquire additional businesses from time to time. The integration of BioMimetic and any future businesses that Wright may acquire involves a number of risks, including, but not limited to:

- demands on management related to the increase in the size of Wright after the acquisition;
- the diversion of management s attention from the management of daily operations to the integration of operations;
- higher integration costs than anticipated;
- failure to achieve synergies and costs savings;
- difficulties in the integration of manufacturing, quality and regulatory controls and systems;
- difficulties in the assimilation and retention of employees;
- difficulties in the assimilation of different cultures and practices, as well as in the assimilation of broad and geographically dispersed personnel and operations;
- difficulties in the integration of departments, systems, including accounting systems, technologies, books and records, and procedures, as well as in maintaining uniform standards, controls, including internal control over financial reporting required by the Sarbanes-Oxley Act of 2002 and related procedures and policies; and
- difficulties in incorporating BioMimetic into the Corporate Integrity Agreement, an agreement entered into by Wright Medical Technology, Inc., a subsidiary of Wright, with the Office of Inspector General (OIG) of the U.S. Department of Health and Human Services, with respect to which Wright is subject through September 2015.

If the FDA does not approve Augment® Bone Graft as currently anticipated or if Wright cannot successfully integrate BioMimetic or other acquired businesses, Wright may experience material negative consequences to its business, financial condition or results of operations. Successful integration of BioMimetic and other acquired businesses will depend on Wright s ability to manage these operations, to realize opportunities for revenue growth presented by offerings and expanded geographic market coverage and, to some degree, to eliminate redundant and excess costs.

Regulatory approvals that are required to complete the merger may not be received, may take longer than expected or may impose conditions which are not presently anticipated.

Under the provisions of the HSR Act, the merger could not be completed until notification and report forms have been filed with the FTC and the Antitrust Division and the expiration of a 30-calendar day waiting period, or the early termination of that waiting period, following the parties filing of their respective notification and report forms. On December 4, 2012, BioMimetic and Wright filed their respective notification and report forms under the HSR Act with the FTC and the Antitrust Division, commencing the initial 30-day waiting period that would have expired on January 3, 2013. On December 14, 2012, BioMimetic and Wright received notification from the FTC of the early termination of the waiting period.

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Private parties who may be adversely affected by the merger and individual states may bring legal actions under the antitrust laws in certain circumstances. Although the parties believe that completion of merger would not violate any antitrust law, there can be no assurance that a challenge to the merger on antitrust grounds will not be made or, if a challenge is made, what the result will be. Under the Merger Agreement, BioMimetic and Wright have agreed to use their reasonable best efforts to obtain all regulatory clearances necessary to complete, in the most expeditious manner practicable, the merger; however, Wright is not required to divest shares of capital stock or any business, assets or property of Wright or its subsidiaries or affiliates in connection with obtaining any such regulatory clearance.

If either Wright or BioMimetic becomes subject to any term, condition, obligation or restriction (and Wright consents to its imposition), the imposition of such term, condition, obligation or restriction could adversely affect Wright s ability to integrate BioMimetic s operations into Wright s operations, reduce the anticipated benefits of the merger or otherwise adversely affect Wright s business and results of operations following the completion of the merger.

Failure to achieve expected benefits of the merger and integrate BioMimetic s operations with Wright s could adversely affect Wright following the completion of the merger and the market price of Wright common stock.

Although Wright expects to realize strategic, operational and financial benefits as a result of the merger, Wright cannot be certain whether, and to what extent, such benefits will be achieved in the future. In particular, the success of the merger will depend on achieving efficiencies and cost savings, and no assurances can be given that Wright will be able to do so. In addition, in order to obtain the benefits of the merger, Wright must integrate BioMimetic s operations and such integration may be complex and the failure to do so quickly and effectively may negatively affect earnings.

In addition, the market price of Wright common stock may decline as a result of the merger if the integration of Wright and BioMimetic is unsuccessful, takes longer than expected or fails to achieve financial benefits to the extent anticipated by financial analysts or investors, or the effect of the merger on Wright s financial results is otherwise not consistent with the expectations of financial analysts or investors.

BioMimetic s and Wright s business relationships, including customer relationships, may be subject to disruption due to uncertainty associated with the merger.

Parties with which BioMimetic and Wright conduct business, including customers and suppliers, may experience uncertainty associated with the merger, including with respect to current or future business relationships with BioMimetic or Wright. As a result, BioMimetic s and Wright s business relationships may be subject to disruptions if customers, suppliers and others attempt to negotiate changes in existing business relationships or consider entering into business relationships with parties other than BioMimetic or Wright. These disruptions could have an adverse effect on the businesses, financial condition, results of operations or prospects of Wright following the completion of the merger. The adverse effect of such disruptions could be exacerbated by a delay in the completion of the merger or termination of the Merger Agreement.

Future results of Wright following the completion of the merger may differ materially from the Unaudited Pro Forma Combined Financial Statements of Wright and BioMimetic presented in this proxy statement/prospectus.

The future results of Wright following the completion of the merger may be materially different from those shown in the Unaudited Pro Forma Combined Financial Statements presented in this proxy statement/prospectus that show only a combination of Wright s and BioMimetic s historical results.

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Wright will incur significant transaction and merger-related costs in connection with the merger.

Wright expects to incur a number of non-recurring costs associated with combining the operations of the two companies. Most of these costs will be comprised of transaction costs, including fees paid to financial and legal advisors, related to the merger, facilities and systems consolidation costs and employment-related cost, including retention related payments made to certain BioMimetic executives. Wright will also incur transaction fees and costs related to formulating integration plans. Additional unanticipated costs may be incurred in the integration of the two companies businesses. Although Wright expects that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, should allow Wright to offset incremental transaction and merger-related costs over time, this net benefit may not be achieved in the near term, or at all.

Wright may be unable to hire and retain sufficient qualified personnel; the loss of any of its or BioMimetic s key employees could adversely affect Wright.

Wright believes that its future success will depend in large part on its ability to attract and retain highly skilled, knowledgeable, sophisticated and qualified managerial, professional and technical personnel. In addition, the success of the combined operations after the merger will depend in part upon Wright s ability to retain key employees of BioMimetic. Key employees may depart because of issues relating to the difficulty of integration. Accordingly, no assurance can be given that Wright will be able to retain key employees of BioMimetic.

The Merger Agreement limits BioMimetic s ability to pursue alternatives to the merger.

The Merger Agreement contains no shop restrictions that, subject to limited exceptions, preclude BioMimetic from (1) initiating or knowingly soliciting or encouraging the making an acquisition proposal; (2) participating or otherwise engaging in negotiations with, or providing any non-public information to any third party with respect to any inquiries regarding, or the making, submission or announcement of, an acquisition proposal; (3) withdrawing, amending or modifying or publicly proposing to withdraw, amend or modify the BioMimetic Board recommendation of the merger; (4) approving, recommending, endorsing or resolving to approve, recommend or endorse an acquisition proposal; (5) entering into or approving any letter of intent or similar agreement for an acquisition proposal; or (6) publicly announcing to take any of the actions in (1) through (5). The Merger Agreement also provides that BioMimetic will be required to pay a termination fee of $8.255 million to Wright upon termination of the Merger Agreement under certain circumstances. These provisions might discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of BioMimetic from considering or proposing an acquisition even if it were prepared to pay consideration with a higher per share market price than that proposed in the merger, or might result in a potential competing acquiror proposing to pay a lower per share price to acquire BioMimetic than it might otherwise have proposed to pay.

Failure to complete the merger could negatively impact the stock price and the future business and financial results of BioMimetic.

If the merger is not completed, the ongoing businesses of BioMimetic may be adversely affected and, without realizing any of the benefits of having completed the merger, BioMimetic will be subject to a number of risks, including the following:

- BioMimetic may be required to pay Wright a termination fee of $8.255 million if the Merger Agreement is terminated under certain circumstances, as described under The Merger Agreement Termination Fees;
- BioMimetic will be required to pay its costs relating to the proposed merger if the merger is not completed;
- under the Merger Agreement, BioMimetic is subject to certain restrictions on the conduct of its business prior to completing the merger which may affect its ability to execute certain of its business strategies; and

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matters relating to the merger (including integration planning) may require substantial commitments of time and resources by BioMimetic management, which could otherwise have been devoted to other opportunities that may have been beneficial to BioMimetic as an independent company.

In addition, BioMimetic could be subject to litigation related to any failure to complete the merger or related to any enforcement proceeding commenced against BioMimetic to perform its respective obligations under the Merger Agreement. If the merger is not completed, these risks may materialize and may adversely affect BioMimetic s business, financial results and market price of BioMimetic common stock.

The market price of Wright common stock and Wright s results of operations may be affected by factors different from those affecting the market price of BioMimetic common stock and BioMimetic s results of operations.

BioMimetic stockholders will be entitled to receive the merger consideration which is partially comprised of Wright common stock, and will thus become Wright stockholders. Wright s business is different from that of BioMimetic, and Wright s results of operations, as well as the market price of Wright common stock, may be affected by factors different from those affecting BioMimetic s results of operations and the market price of BioMimetic common stock. The market price of Wright common stock may fluctuate significantly following the merger, including as a result of factors over which Wright has no control.

BioMimetic executive officers and directors have financial interests in the merger that may be different from, or in addition to, the interests of BioMimetic stockholders generally.

Executive officers of BioMimetic negotiated the terms of the Merger Agreement with their counterparts at Wright, and the BioMimetic Board unanimously determined that the transactions contemplated by the Merger Agreement, including the merger, are advisable and fair to, and in the best interest of, BioMimetic and its stockholders, approved the Merger Agreement and declared advisable the merger and unanimously recommended that BioMimetic stockholders vote for the adoption of the Merger Agreement. In considering these facts and the other information contained in this proxy statement/prospectus, you should be aware that BioMimetic s executive officers and directors have financial interests in the merger that may be different from, or in addition to, the interests of BioMimetic stockholders generally. For a detailed discussion of the special interests that BioMimetic s directors and executive officers may have in the merger, please see The Merger Interests of Directors and Executive Officers of BioMimetic in the Merger.

The market price of Wright common stock may fluctuate significantly, which may make it difficult for you to sell Wright common stock you receive in the merger when you want to or at prices you find attractive.

There has been significant volatility in the market prices for publicly traded shares of medical device companies, including shares of Wright common stock. Wright expects that the market price of its common stock will continue to fluctuate. The price of Wright common stock fluctuated from a high of $19.05 per share to a low of $13.37 per share in 2011. The price of Wright common stock has so far fluctuated from a high of $22.59 per share to a low of $15.70 per share in 2012. The price of Wright common stock may not remain at or exceed current levels. The following key factors, among others, may have an adverse impact on the market price of Wright common stock:

- adverse results of Wright s clinical trials or adverse events associated with its marketed products;
- Wright s products ability to demonstrate efficacy or an acceptable safety profile;
- product introductions and sales by Wright s competitors;
- new product discovery and development by Wright s competitors;
- Wright s ability to obtain and maintain regulatory approval for its existing products as well as for new products in development;

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announcements of technical or product developments by Wright s competitors;

Wright s failure to effectively implement its business strategy or Wright s adoption and implementation of a business strategy that places it at a disadvantage to its competitors;

market conditions for medical device stocks;

Wright s ability to successfully launch and increase market penetration of Augment® Bone Graft;

market conditions generally;

governmental regulation;

new accounting pronouncements, regulatory rulings or actions by the FDA;

health care legislation generally and potential changes in insurance or governmental reimbursement policies on Wright s products and pipeline products;

public announcements by competitors regarding medical advances in markets that Wright is targeting;

patent or proprietary rights developments and/or changes in patent laws, including Wright s ability to successfully protect and enforce its intellectual property rights;

royalties and contract revenues that Wright becomes obligated to pay;

potential changes in reimbursement policies or rates for Wright s products;

product manufacturing, including Wright s arrangements with third party suppliers;

Wright s expenses and net income;

credit and foreign exchange risk management by Wright;

Wright s liquidity;

asset and liability risk management by Wright;

the outcome of litigation involving Wright s products or processes related to production and formulation of those products or uses of those products;

competition; and

operational and legal risks.

In addition, the stock market in general has experienced extreme volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the market price of Wright common stock.

Legal proceedings in connection with the merger, the outcomes of which are uncertain, could delay or prevent the completion of the merger.

Several putative class action complaints have been filed on behalf of BioMimetic stockholders in connection with the merger. The complaints seek, among other things, to enjoin the defendants from consummating the merger until such time as BioMimetic adopts and implements a procedure or process to obtain the highest possible price for stockholders and discloses all material information to stockholders regarding the merger. Such legal proceedings could delay or prevent the merger from becoming effective. See The Merger Litigation Related to the Merger.

The shares of Wright common stock to be received by BioMimetic stockholders as a result of the merger will have different rights from the shares of BioMimetic common stock.

Upon completion of the merger, BioMimetic stockholders will become Wright stockholders and their rights as stockholders will be governed by Wright s certificate of incorporation as amended, referred to as Wright s

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certificate of incorporation, and Wright s bylaws, as amended, referred to as Wright s bylaws. Certain of the rights associated with BioMimetic common stock are different from, and may be viewed as less favorable than, the rights associated with Wright common stock. See Comparative Rights of BioMimetic Stockholders and Wright Stockholders for a discussion of the different rights associated with Wright common stock.

Risks Related to the CVRs

You may not receive any payment on the CVRs.

Your right to receive any future payment on the CVRs will be contingent upon the achievement by Wright of a certain agreed upon approval milestone and certain agreed upon product sales milestones, in each case, as specified in the CVR Agreement. If the approval milestone is not achieved within the time period specified in the CVR Agreement and if product sales of specified products do not exceed the thresholds set forth in the CVR Agreement within the time periods specified in the CVR Agreement, no payment will be made under the CVRs and the CVRs will expire valueless. Accordingly, the value, if any, of the CVRs is speculative, and the CVRs may ultimately have no value. See Description of the CVRs.

You will not be able to determine the amount of cash to be received under the CVRs until the achievement of certain agreed upon milestones.

If any payment is made on the CVRs, it will not be made until the achievement of certain agreed upon milestones, and the amount of any payment will not be paid until after the achievement of such milestones.

The U.S. federal income tax treatment of the CVRs is unclear.

There is no legal authority directly addressing the U.S. federal income tax classification of a CVR or the treatment of payments that may be received pursuant to the CVRs. Accordingly, the amount, timing and character of any gain, income or loss with respect to the CVRs are uncertain. For example, payments with respect to a CVR may be treated, in whole or in part, as a non-taxable return of a CVR holder s adjusted tax basis in the CVR. Assuming the CVRs are not treated as one or more debt instruments for U.S. federal income tax purposes, to the extent that payments received by a CVR holder are not treated as a return of basis (or such payments exceed a CVR holder s adjusted tax basis), they could be treated as (1) capital gains (long-term capital gain if the CVR holder has held the CVR for more than one year) with a portion of such payment being recharacterized as interest, (2) income taxable at ordinary rates or (3) dividends. There is no legal authority directly addressing the U.S. federal income tax treatment of the expiration of any rights to receive a cash payment with respect to the CVRs. Accordingly, a CVR holder who does not sell, exchange or otherwise dispose of a CVR may not be able to recognize a loss with respect to the expiration of a right to receive a payment under the CVR until the holder s right to receive all CVR payments terminates. Upon a sale or other disposition of a CVR, the CVR holder generally should recognize capital gain or loss equal to the difference between (1) the sum of the amount of any cash received upon such sale or exchange and the fair market value of any property received upon such sale or exchange (less any imputed interest, as described below) and (2) the holder s adjusted tax basis in the CVR. Such gain or loss generally will be capital gain or loss (long-term capital gain or loss if the CVR holder has held the CVR for more than one year), with a portion of such gain possibly being recharacterized as interest. Due to the legal and factual uncertainties regarding the tax treatment of the CVRs, BioMimetic stockholders are urged to consult their own tax advisors as to determine the timing and characterization of income, gain or loss resulting from the receipt of payments pursuant to, sale or other disposition of and expiration of the CVRs. See Certain Material U.S. Federal Income Tax Consequences.

Any payments in respect of the CVRs are subordinated to the right of payment of certain of Wright s senior obligations.

The CVRs are unsecured obligations of Wright and the CVR payments and all other obligations under the CVR Agreement, together with the CVRs and any rights or claims relating thereto, are subordinated in right of payment to the prior payment in full of certain of Wright s senior obligations specified in the CVR Agreement.

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An active public market for the CVRs may not develop or the CVRs may trade at low volumes, both of which could have an adverse effect on the resale price, if any, of the CVRs.

The CVRs are a new security for which there is currently no public trading market. Wright has agreed to use its reasonable best efforts to cause the CVRs to be listed on The NASDAQ Global Select Market or The NASDAQ Global Market for so long as the CVRs are outstanding, but, even if the CVRs are listed, an active public trading market for the CVRs may not develop or be sustained. Even if an active public trading market develops, there may be little or no market demand for the CVRs, making it difficult or impossible to resell the CVRs, which would have an adverse effect on the resale price, if any, of the CVRs. Neither Wright nor BioMimetic can predict the price, if any, at which the CVRs will trade following the completion of the merger.

Because there has not been any public market for the CVRs, the market price and trading volume of the CVRs may be volatile.

Neither BioMimetic nor Wright can predict the extent to which investor interest will lead to a liquid trading market in the CVRs or whether the market price of the CVRs will be volatile following the merger. The market price of the CVRs could fluctuate significantly for many reasons, including, without limitation:

- as a result of the risk factors listed in this proxy statement/prospectus;
- the ability of Wright to achieve the approval milestone and/or the product sales milestones specified in the CVR Agreement;
- for reasons unrelated to operating performance, such as reports by industry analysts, investor perceptions, or negative announcements by our customers or competitors regarding their own performance;
- regulatory changes or decisions that could impact Wright s business; and
- general economic, securities markets and industry conditions.

Wright may under certain circumstances repurchase the CVRs.

The CVR Agreement does not prohibit Wright or any of its subsidiaries or affiliates from acquiring the CVRs, whether in open market transactions, private transactions or otherwise. Furthermore, pursuant to the terms of the CVR Agreement, subject to certain notice requirements, if, at any time on or after the date that is the third anniversary of the completion of the merger (1) the approval milestone specified in the CVR Agreement has not been achieved; and (2) the volume weighted average price paid per CVR for all CVRs traded over the 45 trading days prior to such date is less than 10 cents, Wright may, at its sole discretion, purchase all, but not less than all, of the outstanding CVRs at a price of 115% of the volume weighted average price paid per CVR for all CVRs traded 45 days prior to the fifth trading day before the date of notice of redemption.

Additional Risk Factors Relating to Wright s Business

Wright is subject to substantial government regulation that could have a material adverse effect on its business.

The production and marketing of Wright s products and its ongoing research and development, pre-clinical testing and clinical trial activities are subject to extensive regulation and review by numerous governmental authorities both in the U.S. and abroad. U.S. and foreign regulations govern the testing, marketing and registration of new medical devices, in addition to regulating manufacturing practices, reporting, labeling, relationships with healthcare professionals and recordkeeping procedures. The regulatory process requires significant time, effort and expenditures to bring its products to market, and Wright cannot be assured that any of its products will be approved. Wright s failure to comply with applicable regulatory requirements could result in these governmental authorities:

imposing fines and penalties on Wright;

preventing Wright from manufacturing or selling its products;

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bringing civil or criminal charges against Wright;

delaying the introduction of its new products into the market;

recalling or seizing its products; or

withdrawing or denying approvals or clearances for its products.

Even if regulatory approval or clearance of a product is granted, this could result in limitations on the uses for which the product may be labeled and promoted. Further, for a marketed product, its manufacturer, said manufacturer s suppliers, and manufacturing facilities are subject to periodic review and inspection. Subsequent discovery of problems with a product, manufacturer or facility may result in restrictions on the product, manufacturer or facility, including withdrawal of the product from the market or other enforcement actions. Wright s products can only be marketed in accordance with their approved labeling. If Wright were to promote the use of its products in an off-label manner, Wright would be subject to civil and criminal sanctions.

In 2009, the FDA issued an order requiring the manufacturers of approximately 25 Class III devices to submit to the FDA a summary of any information known or otherwise available to them concerning the safety and efficacy of the products. Metal-on-metal hip products, including Wright s, are included in this product code. Class III devices generally require submission and approval of a premarket approval (PMA) application prior to marketing. The FDA has historically allowed the devices in this product code to be marketed without the requirement of a PMA application, as they were marketed before May 28, 1976, or are substantially equivalent to devices that were marketed before May 28, 1976 or approved under a premarket notification 510(k) since May 28, 1976, when the Medical Device Amendments of 1976 were enacted, and Congress included transition provisions designed to preserve availability of then-marketed Class III devices pending FDA approval of PMA applications. The FDA will determine, for each device in this order, whether the classification of the device should (a) remain as Class III and require submission of a PMA or a notice of completion of a Product Development Protocol, or (b) be reclassified as Class I or II. Wright cannot predict the outcome of the FDA s review of these products; however, if Wright is required to submit a PMA application for its metal-on-metal hip products, Wright may be unable to continue to market these products until the FDA approves the PMA application.

During 2011, the FDA issued Section 522 Orders to manufacturers of metal-on-metal hip products, including Wright, requiring post-market surveillance to be conducted for all products that can be used in a metal-on-metal application for patients. These orders require the manufacturers to submit their plans for post-market surveillance to the FDA for approval. Wright submitted its summary protocol to the FDA in late May 2011 and received a response that requested a revision to the protocol. Wright submitted the needed changes to the FDA in February 2012. While Wright believes it has data that proves the efficacy and safety of its metal-on-metal hip products, Wright cannot predict the outcome of an industry-wide post-market surveillance.

Wright is currently conducting clinical studies of some of its products under IDEs. Clinical studies must be conducted in compliance with FDA regulations, or the FDA may take enforcement action. The data collected from these clinical studies will ultimately be used to support market clearance for these products. There is no assurance that the FDA will accept the data from these clinical studies or that it will ultimately allow market clearance for the products.

Wright is subject to various U.S. federal and state and foreign laws concerning healthcare fraud and abuse, including false claims laws, anti-kickback laws and physician self-referral laws. Violations of these laws can result in criminal and/or civil punishment, including fines, imprisonment and, in the U.S., exclusion from participation in government healthcare programs. Greater scrutiny of marketing practices in its industry has resulted in numerous government investigations by various government authorities and this industry-wide enforcement activity is expected to continue. If a governmental authority were to determine that Wright does not comply with these laws and regulations, then Wright and its directors, officers and employees could be subject to criminal and civil penalties, including exclusion from participation in federal healthcare reimbursement programs.

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In order to market its devices in the member countries of the European Union, Wright is required to comply with the European Medical Devices Directive and obtain CE mark certification. CE mark certification is the European symbol of adherence to quality assurance standards and compliance with applicable European Medical Device Directives. Under the European Medical Devices Directive, all medical devices including active implants must qualify for CE marking.

Wright must obtain regulatory approval from the FDA before Wright can market Augment® Bone Graft in the United States.

Augment® Bone Graft is a product candidate that is regulated by the FDA as a combination product. For a combination product, the FDA must determine which center or centers within the FDA will review the product candidate and under what legal authority the product candidate will be reviewed. The review of combination products is often more complex and more time consuming than the review of a product candidate under the jurisdiction of only one center within the FDA. For the current proposed orthopedic indications, Augment® Bone Graft is being reviewed by the medical device authorities at the Center for Devices and Radiological Health, with participation by the Center for Drug Evaluation and Research. Augment® Bone Graft will require approval of a PMA application before it can be marketed in the United States.

In June, 2010, the FDA accepted for review a three-part modular PMA application seeking approval of Augment® Bone Graft for use in hind foot and ankle fusions in the U.S. The FDA s Medical Devices Advisory Committee conducted a meeting of its Orthopedic and Rehabilitation Devices Panel (the panel) in May, 20111 during which the panel reviewed Augment® Bone Graft. The panel voted narrowly in support of the safety and efficacy of Augment® Bone Graft for use as an alternative to autograph in hind foot and ankle fusion procedures, and narrowly in support of the finding that Augment® Bone Graft demonstrates a reasonable benefit to risk profile for the same indication.

In January, 2012, a comprehensive post-panel response letter (the letter) was received from the FDA regarding the Augment® Bone Graft PMA. The FDA acknowledged that the panel voted in favor of a reasonable assurance of safety, effectiveness and a positive benefit to risk ratio; however, the FDA stated that notwithstanding the Advisory Panel s recommendation, the PMA, without additional information, must be considered not approvable and that to place the PMA in approvable form, the application must be amended. The letter listed the information that would need to be submitted for the PMA application to be approvable, and outlined a pathway that could potentially lead to approval without additional clinical trials to support the safety and effectiveness of Augment® Bone Graft. The FDA s key requests for additional information regarding the pivotal study that was conducted and used to support PMA approval included a re-reading of all 24-week CT scans, further analysis of all study adverse events, re-categorization of secondary surgeries as failures, and stratification of results by various subgroups.

In July, 2012, a PMA amendment was submitted to the FDA that provided supplemental information requested in the post-panel letter. There can be no assurance that the PMA amendment addresses all of the FDA s regulatory concerns or that additional clinical data from a new large scale study will not be required to support approval. If an additional pivotal study is required for approval Wright may be unable to design a study to adequately address the issues raised by the FDA. Even if Wright is able to design an adequate study, such study may be very time consuming and costly, and their results may be uncertain or negative. This could significantly delay or prevent the approval of Augment® Bone Graft. Furthermore, if Augment® Bone Graft is approved, the FDA may impose significant labeling restrictions that could significantly reduce Augment® Bone Graft s potential market. Any of these events would have a material, adverse effect on its business, financial condition and results of operations.

As part of its Augment® Bone Graft PMA review and approval process, Wright anticipates that the FDA will conduct a preapproval inspection of its Augment® Bone Graft manufacturing facilities and its suppliers and subcontractors. If the FDA identifies compliance issues during these inspections, then approval of its PMA could

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be significantly delayed or even denied. Wright may be required to make modifications to its manufacturing operations in response to these inspections which may require significant resources and may have material adverse effect upon its business, financial condition and results of operation.

If the FDA does not approve Augment® Bone Graft, delays approval, requires Wright to perform additional clinical trials prior to approval or imposes significant labeling restrictions that reduce Augment® Bone Graft s market potential, Wright may never achieve the expected benefits of the merger with BioMimetic and the market price of its common stock would decline.

At the closing of the merger, Wright will pay more than approximately $190 million in value in a combination of cash and Wright stock, with no assurance that the FDA will approve Augment® Bone Graft as anticipated. If the FDA does not approve Augment® Bone Graft or if the FDA delays approval or imposes labeling restrictions that reduce Augment® Bone Graft s market potential, Wright may not realize a return on its investment. In such event, its reputation and business would be harmed and its stock price would decline.

Product liability lawsuits could harm its business.

The manufacture and sale of medical devices exposes Wright to significant risk of product liability claims. Wright has received more than 200 claims for personal injury associated with its metal-on-metal hip products. The number of claims continues to increase, Wright believes due to the increasing negative publicity in the industry regarding metal-on-metal hip products. Wright believes it has data that proves the efficacy and safety of its metal-on-metal hip products, and Wright intends to vigorously defend itself in these matters.

Claims for personal injury have also been made against Wright associated with fractures of its PROFEMUR® long titanium modular neck product. Wright believes that the overall fracture rate for the product is low and the fractures appear, at least in part, to relate to patient demographics, and Wright intends to vigorously defend itself in these matters.

Legal defenses are costly, regardless of the outcome. Wright may experience increased legal expenses as Wright defends itself in these matters, and Wright could incur liabilities associated with adverse outcomes that exceed its products liability insurance coverage.

In the future, Wright may be subject to additional product liability claims. Additionally, Wright could experience a material design or manufacturing failure in its products, a quality system failure, other safety issues, or heightened regulatory scrutiny that would warrant a recall of some of its products. Product liability lawsuits and claims, safety alerts and product recalls, regardless of their ultimate outcome, could have a material adverse effect on its business and reputation and on its ability to attract and retain customers.

Wright s existing product liability insurance coverage may be inadequate to protect Wright from any liabilities Wright might incur.

If the product liability claims brought against Wright involve uninsured liabilities or result in liabilities that exceed its insurance coverage, its business, financial condition and results of operations could be materially and adversely affected. Further, such product liability matters may negatively impact its ability to obtain insurance coverage or cost-effective insurance coverage in future periods.

Fluctuations in insurance cost and availability could adversely affect its profitability or its risk management profile.

Wright holds a number of insurance policies, including product liability insurance, directors and officers liability insurance, property insurance and workers compensation insurance. If the costs of maintaining adequate insurance coverage should increase significantly in the future, its operating results could be materially adversely

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impacted. Likewise, if the availability of any of its current insurance coverage should become unavailable to Wright or become economically impractical, Wright would be required to operate its business without indemnity from commercial insurance providers.

A competitor s recall of modular hip stems could negatively impact sales of its PROFEMUR® modular hip system.

On July 6, 2012, Stryker announced the voluntary recall of its Rejuvenate Modular and ABG II modular neck hip stems citing risks including the potential for fretting and/or corrosion at or about the modular neck junction. Although Stryker s recalled modular hip stems differ in design and material from its PROFEMUR® modular neck hip stems, there is a risk that Stryker s recall and the resultant publicity could negatively impact sales of modular neck systems of other manufacturers, including its PROFEMUR® system, even if the issues cited by Stryker are unique to Stryker products.

Modifications to Wright s marketed devices may require FDA regulatory clearances or approvals or require Wright to cease marketing or recall the modified devices until such additional clearances or approvals are obtained.

The FDA requires device manufacturers to make a determination of whether or not a modification to a cleared and commercialized medical device requires a new approval or clearance. However, the FDA can review a manufacturer s decision not to submit for additional approvals or clearances. Any modification to an FDA approved or cleared device that would significantly affect its safety or efficacy or that would constitute a major change in its intended use would require a new premarket approval or 510(k) clearance and could be considered misbranded if the modified device is commercialized and such additional approval or clearance was not obtained. Wright cannot assure you that the FDA will agree with its decisions not to seek approvals or clearances for particular device modifications or that Wright will be successful in obtaining additional approvals or 510(k) clearances for modifications.

Wright obtained 510(k) premarket clearance for certain devices it currently markets in the United States. Wright has subsequently modified some of those devices or device labeling since obtaining 510(k) clearance under the view that these modifications did not significantly affect the safety or efficacy of the device, and did not require new approvals or clearances. If the FDA disagrees with Wright s decisions and requires Wright to obtain additional premarket approvals or 510(k) clearances for any modifications to its products and Wright fails to obtain such approvals or clearances or fails to secure approvals or clearances in a timely manner, Wright may be required to cease manufacturing and marketing the modified device or to recall such modified device until Wright obtains FDA approval or clearance and Wright may be subject to significant regulatory fines or penalties.

If Wright fails to comply with the terms of the Corporate Integrity Agreement, Wright may be subject to criminal prosecution and/or exclusion from federal healthcare programs.

As previously reported, on September 29, 2010, Wright s wholly-owned subsidiary, Wright Medical Technologies, Inc., referred to as WMT, entered into a 12-month Deferred Prosecution Agreement (DPA) with the United States Attorney s Office for the District of New Jersey, referred to as the USAO. WMT also entered into a five-year Corporate Integrity Agreement (CIA) with the Inspector General of the United States Department of Health and Human Services, referred to as OIG-HHS. On September 15, 2011, WMT reached an agreement with the USAO and the OIG-HHS under which WMT voluntarily agreed to extend the term of its DPA for 12 months. On October 4, 2012, the USAO issued a press release announcing that the amended DPA expired on September 29, 2012, that the USAO had moved to dismiss the criminal complaint against WMT because WMT had fully complied with the terms of the DPA, and that the court had ordered dismissal of the complaint on October 4, 2012. WMT s obligations under the CIA expire as of September 29, 2015. The DPA imposed, and the CIA continues to impose, certain obligations on WMT to maintain compliance with U.S. healthcare laws. Wright s failure to do so could expose Wright to significant liability, including, but not limited to, exclusion from

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federal healthcare program participation, including Medicaid and Medicare, which would have a material adverse effect on Wright s financial condition, results of operations and cash flows, potential prosecution, civil and criminal fines or penalties, and additional litigation cost and expense.

The CIA acknowledges the existence of Wright s Corporate Compliance Program and provides for certain other compliance-related activities during the five-year term of the agreement. If Wright breaches the CIA, the OIG-HHS may take further action against Wright, up to and including excluding Wright from participation in federal healthcare programs, which exclusion would have a material adverse effect on Wright s financial condition, results of operations and cash flows.

Efforts to enhance Wright s Corporate Compliance Program require the cooperation of many individuals and may divert resources from its other business activities and require substantial investment.

Wright is committed to the continued enhancement of its Corporate Compliance Program. This requires additional financial and human resources. Successful implementation of its enhanced Corporate Compliance Program requires the full and sustained cooperation of its employees, distributors and sales agents, as well as the healthcare professionals with whom they interact. These efforts may require increased expenses and additional investments. Wright may also encounter inefficiencies in the implementation of its new compliance enhancements, including delays in medical education, research and development projects, and clinical studies, which may unfavorably impact its business and its relationships with customers.

Allegations of wrongdoing by the United States Department of Justice and OIG-HHS and related publicity could lead to further governmental investigations or actions by other third parties.

As a result of the allegations of wrongdoing made by the USAO and the publicity surrounding its recent settlement with the United States Department of Justice (DOJ) and OIG-HHS, and amendments to the DPA and CIA, other governmental agencies, including state authorities, could conduct investigations or institute proceedings that are not precluded by the terms of settlements reflected in the DPA and the CIA. In August 2012, Wright received a subpoena from the United States Attorney s Office for the Western District of Tennessee requesting records and documentation relating to its PROFEMUR series of hip replacement devices and for the period from January 1, 2000 to August 2, 2012. These interactions with the authorities could increase its exposure to lawsuits by potential whistleblowers, including under the federal false claims acts, based on new theories or allegations arising from the allegations made by the USAO. The costs of defending or resolving any such investigations or proceedings could have a material adverse effect on its financial condition, results of operations and cash flows.

The European Union and many of its world markets rely on the CE-Mark as the path to market its products.

The European Medical Device Directive requires that many of its products which bear the CE-Mark be supported by post market clinical data. Wright is in the process of implementing systems and procedures to control this activity in order to comply with these requirements, including establishing contractual relationships with the HCP clinical study sites in accordance with its internal compliance requirements. Wright intends to obtain the needed clinical data to support its marketed products, but there can be no assurance that European regulators will accept the results. This could potentially impact business performance.

A significant portion of its product sales are made through independent distributors and sales agents who Wright does not control.

A significant portion of its product sales are made through independent sales representatives and distributors. Because the independent distributor often controls the customer relationships within its territory, there is a risk that if its relationship with the distributor ends, its relationship with the customer will be lost. Also,

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because Wright does not control a distributor s field sales agents, there is a risk Wright will be unable to ensure that its sales processes and priorities will be consistently communicated and executed by the distributor. If Wright fails to maintain relationships with its key distributors, or fails to ensure that its distributors adhere to its sales processes and priorities, this could have an adverse affect on its operations. In the past, Wright has experienced turnover within its independent distributor organization. This did adversely affect short term financial results as Wright transitioned to direct sales employees or new independent representatives. While Wright believes these transitions were managed effectively, there is a risk that future transitions could have a greater adverse affect on its operations than Wright has previously experienced. In particular, Wright plans to aggressively transition a portion of its U.S. independent distributor foot and ankle product territories to a direct sales model. Wright believed its plan to effectuate this transition can be implemented within acceptable levels of cost and short term business disruption. However, there is a risk that its transition plan will be more costly and disruptive than presently anticipated, which could have a material adverse affect on its business and operations.

If Wright loses one of its key suppliers, Wright may be unable to meet customer orders for its products in a timely manner or within its budget.

Wright relies on a limited number of suppliers for the components used in its products. Its reconstructive joint devices are produced from various surgical grades of titanium, cobalt chrome, stainless steel, various grades of high-density polyethylenes and ceramics. Wright relies on one source to supply Wright with a certain grade of cobalt chrome alloy, one supplier for the silicone elastomer used in some of its extremity products, one supplier of ceramics for use in its hip products, and one foundry which casts metal components of certain of its implant products.

Its Biologic product line includes a single sourced supplier for its GRAFTJACKET® family of soft tissue repair and graft containment products. In addition, certain biologic products depend upon a single supplier as its source for DBM and CBM, and any failure to obtain DBM and CBM from this source in a timely manner will deplete levels of on-hand raw materials inventory and could interfere with its ability to process and distribute allograft products. During 2012, Wright is expecting a single not-for-profit tissue bank to meet all of its DBM and CBM order requirements, a key component in the allograft products Wright currently produces, markets and distributes. In addition, Wright relies on a single supplier of soft tissue graft for BIOTAPE® XM.

Wright cannot be sure that its supply of DBM, CBM and soft tissue graft for BIOTAPE® XM will continue to be available at current levels or will be sufficient to meet its needs, or that future suppliers of DBM, CBM and soft tissue graft for BIOTAPE® XM will be free from FDA regulatory action impacting their sale of DBM, CBM and soft tissue graft for BIOTAPE® XM. As there are a small number of suppliers, if Wright cannot continue to obtain DBM, CBM and soft tissue graft for BIOTAPE® XM from its current sources in volumes sufficient to meet its needs, Wright may not be able to locate replacement sources of DBM, CBM and soft tissue graft for BIOTAPE® XM on commercially reasonable terms, if at all. This could interrupt its business, which could adversely affect its sales.

Suppliers of raw materials and components may decide, or be required, for reasons beyond its control to cease supplying raw materials and components to Wright. FDA regulations may require additional testing of any raw materials or components from new suppliers prior to its use of these materials or components and in the case of a device with a PMA application, Wright may be required to obtain prior FDA permission, either of which could delay or prevent its access to or use of such raw materials or components.

Wright s biologics business is subject to emerging governmental regulations that can significantly impact its business.

The FDA has statutory authority to regulate allograft-based products, processing and materials. The FDA, European Union and Health Canada have been working to establish more comprehensive regulatory frameworks for allograft-based, tissue-containing products, which are principally derived from cadaveric tissue. The framework developed by the FDA establishes risk-based criteria for determining whether a particular human tissue-based product will be classified as human tissue, a medical device or biologic drug requiring 510(k)

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clearance or PMA approval. All tissue-based products are subject to extensive FDA regulation, including establishment of registration requirements, product listing requirements, good tissue practice requirements for manufacturing and screening requirements that ensure that diseases are not transmitted to tissue recipients. The FDA has also proposed extensive additional requirements addressing sub-contracted tissue services, traceability to the recipient/patient and donor records review. If a tissue-based product is considered human tissue, FDA requirements focus on preventing the introduction, transmission and spread of communicable diseases to recipients. Clinical data or review of safety and efficacy is not required before the tissue can be marketed. However, if tissue is considered a medical device or biologic drug, then FDA clearance or approval is required.

Additionally, its biologics business involves the procurement and transplantation of allograft tissue, which is subject to federal regulation under the National Organ Transplant Act (NOTA). NOTA prohibits the sale of human organs, including bone and other human tissue, for valuable consideration within the meaning of NOTA. NOTA permits the payment of reasonable expenses associated with the transportation, processing, preservation, quality control and storage of human tissue. Wright currently charges its customers for these expenses. In the future, if NOTA is amended or reinterpreted, Wright may not be able to charge these expenses to its customers, and, as a result, its business could be adversely affected.

Its principal allograft-based biologics offerings include ALLOMATRIX®, GRAFTJACKET® and IGNITE® products.

If Wright fails to compete successfully in the future against its existing or potential competitors, its sales and operating results may be negatively affected, and Wright may not achieve future growth.

The markets for its products are highly competitive and dominated by a small number of large companies. Wright may not be able to meet the prices offered by its competitors or to offer products similar to or more desirable than those offered by its competitors.

Wright derives a significant portion of its sales from operations in international markets that are subject to political, economic and social instability.

Wright derives a significant portion of its sales from operations in international markets. Its international distribution system consists of eight direct sales territories and approximately 80 stocking distribution partners, which combined employ approximately 750 sales representatives who sell in approximately 60 countries. Most of these countries are, to some degree, subject to political, social and economic instability. For the year ended December 31, 2011, 42% of its net sales were derived from its international operations and 40% and 39% in each of 2010 and 2009. Its international sales operations expose Wright and its representatives, agents and distributors to risks inherent in operating in foreign jurisdictions.

These risks include:

- the imposition of additional foreign governmental controls or regulations on orthopaedic implants and biologic products;
- new export license requirements, particularly related to its biologic products;
- economic instability, including currency risk between the U.S. dollar and foreign currencies, in its target markets;
- a shortage of high-quality international salespeople and distributors;
- loss of any key personnel who possess proprietary knowledge or are otherwise important to its success in international markets;
- changes in third-party reimbursement policy that may require some of the patients who receive its implant products to directly absorb medical costs or that may necessitate its reducing selling prices for its products;

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changes in tariffs and other trade restrictions, particularly related to the exportation of its biologic products;

work stoppages or strikes in the healthcare industry, such as those that have affected its operations in France, Canada, Korea and Finland in the past;

a shortage of nurses in some of its target markets; and

exposure to different legal and political standards due to its conducting business in approximately 60 countries.

As a U.S.-based company doing business in foreign jurisdictions, not only is Wright subject to the laws of other jurisdictions, Wright is also subject to U.S. laws governing its activities in foreign countries, such as the Foreign Corrupt Practices Act (FCPA), as well as various import-export laws, regulations, and embargoes. If Wright s business activities were determined to violate these laws, regulations or rules, Wright could suffer serious consequences.

Any material decrease in its foreign sales may negatively impact its profitability. Wright s international sales are predominately generated in Europe. In Europe, healthcare regulation and reimbursement for medical devices vary significantly from country to country. This changing environment could adversely affect its ability to sell its products in some European countries.

The collectability of Wright s accounts receivable may be affected by general economic conditions.

Wright s liquidity is dependent on, among other things, the collection of its accounts receivable. Collections of its receivables may be affected by general economic conditions. Although current economic conditions have not had a material adverse effect on its ability to collect such receivables, Wright can make no assurances regarding future economic conditions or their effect on its ability to collect its receivables, particularly from its international stocking distributors.

As of December 31, 2011 and 2010, the balance due from its stocking distributor in Turkey was $6.8 million and $8.9 million, or 4.8% and 5.8% of its gross accounts receivable balance, respectively, a significant portion of which was past due. As of December 31, 2011 and 2010, its recorded allowance for doubtful accounts for potential losses related to this trade receivable was $6.2 million and $5.6 million, respectively.

Wright has a significant amount of indebtedness. Wright may not be able to generate enough cash flow from its operations to service its indebtedness, and Wright may incur additional indebtedness in the future, which could adversely affect its business, financial condition and results of operations.

Wright has a significant amount of indebtedness, including $300 million in aggregate principal with additional accrued interest of indebtedness under its 2.00% Convertible Senior Notes due 2017. Its ability to make payments on, and to refinance, its indebtedness, including these notes, and to fund planned capital expenditures, research and development efforts, working capital, acquisitions and other general corporate purposes depends on its ability to generate cash in the future. This, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors, some of which are beyond its control. If Wright does not generate sufficient cash flow from operations or if future borrowings are not available to Wright in an amount sufficient to pay its indebtedness, including payments of principal upon conversion of outstanding convertible notes or on their maturity or in connection with a transaction involving Wright that constitutes a fundamental change under the indenture governing the convertible notes, or to fund its liquidity needs, Wright may be forced to refinance all or a portion of its indebtedness, including the convertible notes, on or before the maturity thereof, sell assets, reduce or delay capital expenditures, seek to raise additional capital or take other similar actions. Wright may not be able to execute any of these actions on commercially reasonable terms or at all. Its ability to refinance its indebtedness will depend on its financial condition at the time, the restrictions in the instruments governing its indebtedness and other factors, including market conditions. In addition, in the event of a default under the convertible notes, the holders and/or the trustee under the indentures

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governing the convertible notes may accelerate its payment obligations under the convertible notes, which could have a material adverse effect on its business, financial condition and results of operations. Its inability to generate sufficient cash flow to satisfy its debt service obligations, or to refinance or restructure its obligations on commercially reasonable terms or at all, would likely have an adverse effect, which could be material, on its business, financial condition and results of operations.

In addition, its significant indebtedness, combined with its other financial obligations and contractual commitments, could have other important consequences. For example, it could:

- make Wright more vulnerable to adverse changes in general U.S. and worldwide economic, industry and competitive conditions and adverse changes in government regulation;
- limit its flexibility in planning for, or reacting to, changes in its business and its industry;
- place Wright at a competitive disadvantage compared to its competitors who have less debt; and
- limit its ability to borrow additional amounts for working capital, capital expenditures, research and development efforts, acquisitions, debt service requirements, execution of its business strategy or other purposes.

Any of these factors could materially and adversely affect its business, financial condition and results of operations. In addition, if Wright incurs additional indebtedness, the risks related to its business and its ability to service its indebtedness would increase.

In addition, under Wright s 2.00% Convertible Senior Notes due 2017, Wright is required to offer to repurchase the convertible notes upon the occurrence of a fundamental change, which could include, among other things, any acquisition of Wright for consideration other than publicly traded securities. The repurchase price must be paid in cash, and this obligation may have the effect of discouraging, delaying or preventing an acquisition of Wright that would otherwise be beneficial to its security holders.

Hedge and warrant transactions entered into in connection with the issuance of its convertible notes may affect the value of its common stock.

In connection with the issuance of its 2.00% Convertible Senior Notes due 2017, Wright entered into hedge transactions with various financial institutions with the objective of reducing the potential dilutive effect of issuing its common stock upon conversion of the convertible notes and the potential cash outlay from the cash conversion of the convertible notes. Wright also entered into separate warrant transactions with the same financial institutions. In connection with its hedge and warrant transactions associated with the convertible notes, these financial institutions purchased its common stock in secondary market transactions and entered into various over-the-counter derivative transactions with respect to its common stock. These entities or their affiliates are likely to modify their hedge positions from time to time prior to conversion or maturity of the convertible notes by purchasing and selling shares of its common stock, other of its securities or other instruments they may wish to use in connection with such hedging. Any of these transactions and activities could adversely affect the value of its common stock and, as a result, the number of shares and the value of the common stock holders will receive upon conversion of the convertible notes. In addition, subject to movement in the price of its common stock, if the hedge transactions settle in its favor, Wright could be exposed to credit risk related to the other party with respect to the payment Wright is owed from such other party. If any of the participants in the hedge transactions is unwilling or unable to perform its obligations for any reason, Wright would not be able to receive the benefit of such transaction. Wright cannot provide any assurances as to the financial stability or viability of any of the participants in the hedge transactions.

Rating agencies may provide unsolicited ratings on its convertible notes that could reduce the market value or liquidity of its common stock.

Wright has not requested a rating of its convertible notes from any rating agency and Wright does not anticipate that the convertible notes will be rated. However, if one or more rating agencies independently elects

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to rate the convertible notes and assigns the convertible notes a rating lower than the rating expected by investors, or reduces such rating in the future, the market price or liquidity of its convertible notes and its common stock could be harmed. Should a decline in the market price of its convertible notes, as compared to the price of its common stock, this may trigger the right of the holders of its convertible notes to convert such notes into cash and shares of its common stock, as applicable.

Turmoil in the credit markets and the financial services industry may negatively impact its business.

The credit markets and the financial services industry have been experiencing a period of unprecedented turmoil and upheaval characterized by the bankruptcy, failure, collapse or sale of various financial institutions and an unprecedented level of intervention from the U.S. and foreign governments. While the ultimate outcome of these events cannot be predicted, they may have an adverse effect on its customers ability to borrow money from their existing lenders or to obtain credit from other sources to purchase its products. In addition, the economic crisis could also adversely impact its suppliers ability to provide Wright with materials and components, either of which may negatively impact its business.

Efforts to acquire and integrate other companies or product lines could adversely affect its operations and financial results.

In addition to the merger with BioMimetic, Wright may pursue acquisitions of other companies or product lines. Its ability to grow through acquisitions depends upon its ability to identify, negotiate, complete and integrate suitable acquisitions and to obtain any necessary financing. With respect to the acquisitions completed, the proposed merger with BioMimetic, other future acquisitions, Wright may also experience:

- difficulties in integrating any acquired companies, personnel and products into its existing business;
- delays in realizing the benefits of the acquired company or products;
- diversion of its management s time and attention from other business concerns;
- limited or no direct prior experience in new markets or countries Wright may enter;
- higher costs of integration than Wright anticipated; or
- difficulties in retaining key employees of the acquired business who are necessary to manage these acquisitions.

In addition, any future acquisitions could materially impair its operating results by causing Wright to incur debt or requiring Wright to amortize acquired assets.

If Wright s patents and other intellectual property rights do not adequately protect its products, Wright may lose market share to its competitors and be unable to operate its business profitably.

Wright relies on patents, trade secrets, copyrights, know-how, trademarks, license agreements and contractual provisions to establish its intellectual property rights and protect its products. These legal means, however, afford only limited protection and may not completely protect its rights. In addition, Wright cannot be assured that any of its pending patent applications will issue. The USPTO may deny or require a significant narrowing of the claims in its pending patent applications and the patents issuing from such applications. Any patents issuing from the pending patent applications may not provide Wright with significant commercial protection. Wright could incur substantial costs in proceedings before the USPTO. These proceedings could result in adverse decisions as to the priority of its inventions and the narrowing or invalidation of claims in issued patents. In addition, the laws of some of the countries in which its products are or may be sold may not protect its intellectual property to the same extent as U.S. laws or at all. Wright also may be unable to protect its rights in trade secrets and unpatented proprietary technology in these countries.

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In addition, Wright holds licenses from third parties that are necessary to utilize certain technologies used in the design and manufacturing of some of its products. The loss of such licenses would prevent Wright from manufacturing, marketing and selling these products, which could harm its business.

Wright seeks to protect its trade secrets, know-how and other unpatented proprietary technology, in part, with confidentiality agreements with its employees, independent distributors and consultants. Wright cannot be assured, however, that the agreements will not be breached, adequate remedies for any breach would be available or its trade secrets, know-how, and other unpatented proprietary technology will not otherwise become known to or independently developed by its competitors.

If Wright loses any existing or future intellectual property lawsuits, a court could require Wright to pay significant damages or prevent Wright from selling its products.

The medical device industry is litigious with respect to patents and other intellectual property rights. Companies in the medical device industry have used intellectual property litigation to gain a competitive advantage.

Wright may become party to lawsuits involving patents or other intellectual property. A legal proceeding, regardless of the outcome, could drain its financial resources and divert the time and effort of its management. If Wright loses one of these proceedings, a court, or a similar foreign governing body, could require Wright to pay significant damages to third parties, require Wright to seek licenses from third parties, pay ongoing royalties, redesign its products, or prevent Wright from manufacturing, using or selling its products. In addition to being costly, protracted litigation to defend or prosecute its intellectual property rights could result in its customers or potential customers deferring or limiting their purchase or use of the affected products until resolution of the litigation.

If Wright is unable to continue to develop and market new products and technologies, Wright may experience a decrease in demand for its products, or its products could become obsolete, and its business would suffer.

Wright is continually engaged in product development and improvement programs, and new products represent a significant component of its growth rate. Wright may be unable to compete effectively with its competitors unless Wright can keep up with existing or new products and technologies in the orthopaedic market. If Wright does not continue to introduce new products and technologies, or if those products and technologies are not accepted, Wright may not be successful. Additionally, its competitors new products and technologies may beat its products to market, may be more effective or less expensive than its products or may render its products obsolete.

Wright s inability to maintain contractual relationships with healthcare professionals could have a negative impact on its research and development and medical education programs.

Wright maintains contractual relationships with respected physicians and medical personnel in hospitals and universities who assist in product research and development and in the training of surgeons on the safe and effective use of its products. Wright continues to place emphasis on the development of proprietary products and product improvements to complement and expand its existing product lines as well as providing high quality training on those products. If Wright is unable to maintain these relationships, its ability to develop and market new and improved products and train on the use of those products could decrease, and future operating results could be unfavorably affected.

Wright s business could suffer if the medical community does not continue to accept allograft technology.

New allograft products, technologies and enhancements may never achieve broad market acceptance due to numerous factors, including:

- lack of clinical acceptance of allograft products and related technologies;

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the introduction of competitive tissue repair treatment options that render allograft products and technologies too expensive and obsolete;

lack of available third-party reimbursement;

the inability to train surgeons in the use of allograft products and technologies;

the risk of disease transmission; and

ethical concerns about the commercial aspects of harvesting cadaveric tissue.

Market acceptance will also depend on the ability to demonstrate that existing and new allograft products and technologies are attractive alternatives to existing tissue repair treatment options. To demonstrate this, Wright relies upon surgeon evaluations of the clinical safety, efficacy, ease of use, reliability and cost effectiveness of its tissue repair options and technologies. Recommendations and endorsements by influential surgeons are important to the commercial success of allograft products and technologies. In addition, several countries, notably Japan, prohibit the use of allografts. If allograft products and technologies are not broadly accepted in the marketplace, Wright may not achieve a competitive position in the market.

If adequate levels of reimbursement from third-party payors for its products are not obtained, surgeons and patients may be reluctant to use its products and its sales may decline.

In the U.S., healthcare providers who purchase its products generally rely on third-party payors, principally federally-funded Medicare, state Medicaid and private health insurance plans, to pay for all or a portion of the cost of joint reconstructive procedures and products utilized in those procedures. Wright may be unable to sell its products on a profitable basis if third-party payors deny coverage or reduce their current levels of reimbursement. Its sales depend largely on governmental healthcare programs and private health insurers reimbursing patients medical expenses. Surgeons, hospitals and other healthcare providers may not purchase its products if they do not receive appropriate reimbursement from third-party payors for procedures using its products. In light of healthcare reform measures and the continued downturn in its economy, payors continue to review their coverage policies for existing and new therapies and may deny coverage for treatments that include the use of its products.

In addition, some healthcare providers in the U.S. have adopted or are considering bundled payment methodologies and/or managed care systems in which the providers contract to provide comprehensive healthcare for a fixed cost per person. Healthcare providers may attempt to control costs by authorizing fewer elective surgical procedures, including joint reconstructive surgeries, or by requiring the use of the least expensive implant available. Changes in reimbursement policies or healthcare cost containment initiatives that limit or restrict reimbursement for its products may cause its revenues to decline.

If adequate levels of reimbursement from third-party payors outside of the U.S. are not obtained, international sales of its products may decline. Outside of the U.S., reimbursement systems vary significantly by country. Many foreign markets have government-managed healthcare systems that govern reimbursement for medical devices and procedures. Canada, and some European and Asian countries, in particular France, Japan, Taiwan and Korea, have tightened reimbursement rates. Additionally, Brazil, China, Russia and the United Kingdom have recently begun landmark reforms that will significantly alter their healthcare systems. Finally, some foreign reimbursement systems provide for limited payments in a given period and therefore result in extended payment periods.

Wright s business could be significantly and adversely impacted if certain types of healthcare reform programs are adopted and other legislative proposals are enacted into law.

In March 2010, comprehensive health care reform legislation in the form of the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act (collectively known as the Affordable Care Act) was enacted. Among other provisions, these bills impose a 2.3% excise tax on U.S. sales of medical devices following December 31, 2012. The Affordable Care Act also includes numerous provisions to

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limit Medicare spending through reductions in various fee schedule payments and by instituting more sweeping payment reforms, such as bundled payments for episodes of care and the establishment of accountable care organizations under which hospitals and physicians will be able to share savings that result from cost control efforts. Many of these provisions will be implemented through the regulatory process, and policy details have not yet been finalized. Various healthcare reform proposals have also emerged at the state level. Wright cannot predict with certainty the impact that these federal and state health reforms will have on Wright. However, an expansion in government s role in the U.S. healthcare industry may lower reimbursements for its products, reduce medical procedure volumes, and adversely affect its business and results of operations, possibly materially.

There is an increasing trend for more criminal prosecutions and compliance enforcement activities for noncompliance with the Health Insurance Portability and Accountability Act (HIPAA) as well as for data breaches involving protected health information (PHI). In the ordinary course of its business, Wright may receive PHI. If Wright is unable to comply with HIPAA or experiences a data breach involving PHI, Wright could be subject to criminal and civil sanctions.

If third-party payors decline to reimburse its customers for its products or reduce reimbursement levels, the demand for its products may decline and its ability to sell its products profitably may be harmed.

Wright sell its products to hospitals and other healthcare providers, which receive reimbursement for the healthcare services provide to their patients from third-party payors, such as domestic and international government programs, private insurance plans and managed care programs. These third-party payors may deny reimbursement if they determine that a device used in a procedure was not in accordance with cost-effective treatment methods, as determined by the third-party payor, or was used for an unapproved indication. If its products are not considered cost-effective by third-party payors, its customers may not be reimbursed for its products.

In addition, third-party payors are increasingly attempting to contain healthcare costs by limiting both coverage and the level of reimbursement for medical products. If third-party payors reduce reimbursement levels to hospitals and other healthcare providers for its products, demand for its products may decline, or Wright may experience pressure to reduce the prices of its products, which could have a material adverse effect on its sales and results of operations.

Outside of the United States, reimbursement systems vary significantly from country to country. In the majority of the international markets in which its products are sold, government-managed healthcare systems mandate the reimbursement rates and methods for medical devices and procedures. If adequate levels of reimbursement from third-party payors outside of the United States are not obtained, international sales of its products may decline. Many foreign markets, including Canada, and some European and Asian countries, have tightened reimbursement rates. Its ability to continue to sell certain products profitably in these markets may diminish if the government-managed healthcare systems continue to reduce reimbursement rates.

If Wright cannot retain its key personnel, Wright will not be able to manage and operate successfully, and Wright may not be able to meet its strategic objectives.

Its continued success depends, in part, upon key managerial, scientific, sales and technical personnel, as well as its ability to continue to attract and retain additional highly qualified personnel. Wright competes for such personnel with other companies, academic institutions, governmental entities and other organizations. There can be no assurance that Wright will be successful in retaining its current personnel or in hiring or retaining qualified personnel in the future. Loss of key personnel or the inability to hire or retain qualified personnel in the future could have a material adverse effect on its ability to operate successfully. Further, any inability on its part to enforce non-compete arrangements related to key personnel who have left the business could have a material adverse effect on its business.

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If a natural or man-made disaster strikes its manufacturing facility, Wright could be unable to manufacture its products for a substantial amount of time, and its sales could be disrupted.

Wright relies on a single manufacturing facility in Arlington, Tennessee, which is located near the New Madrid fault line. The Arlington facility and the manufacturing equipment Wright use to produce its products would be difficult to replace and could require substantial lead-time to repair or replace. Wright s facility may be affected by natural or man-made disasters. In the event its facility is affected by a disaster, Wright would be forced to rely on third-party manufacturers. Although Wright believes Wright has adequate disaster recovery plans in place and Wright possess adequate insurance for damage to its property and the disruption of its business from casualties, such plans and insurance may not cover such disasters and all of its potential losses and may not continue to be available to Wright on acceptable terms or at all.

Wright is dependent on various information technology systems, and failures of, interruptions to, or unauthorized tampering of those systems could harm its business.

Many of its business processes depend upon its information technology systems, the systems and processes of third parties, and on interfaces with the systems of third parties. If those systems fail or are interrupted, or if its ability to connect to or interact with one or more networks is interrupted, its processes may function at a diminished level or not at all. In addition, its servers are vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering. These occurrences could harm its ability to ship products, and its financial results would likely be harmed.

Wright s business plan relies on certain assumptions about the market for its products, which, if incorrect, may adversely affect its profitability.

Wright believes that the aging of the general population and increasingly active lifestyles will continue and that these trends will increase the need for its orthopaedic implant products. The projected demand for its products could materially differ from actual demand if its assumptions regarding these trends and acceptance of its products by the medical community prove to be incorrect or do not materialize, or if non-surgical treatments gain more widespread acceptance as a viable alternative to orthopaedic implants.

Fluctuations in foreign currency exchange rates could result in declines in its reported sales and earnings.

Because a majority of its international sales are denominated in local currencies and not in U.S. dollars, its reported sales and earnings are subject to fluctuations in foreign exchange rates. Approximately 31%, 29% and 28% of its total net sales were denominated in foreign currencies during the years ended December 31, 2011, 2010 and 2009, respectively, and Wright expects that foreign currencies will continue to represent a similarly significant percentage of its net sales in the future. Its international net sales were favorably impacted by the impact of foreign currency fluctuations of approximately $10.5 million in 2011, compared to the favorable impact of $1.5 million in 2010, and the unfavorable impact of $3.0 million in 2009. Operating costs related to these sales are largely denominated in the same respective currencies, thereby partially limiting its transaction risk exposure. However, cost of sales related to these sales are primarily denominated in U.S. dollars; therefore, as the U.S. dollar strengthens, the gross margin associated with its sales denominated in foreign currencies experience declines.

Wright currently employs a derivative program using 30-day foreign currency forward contracts to mitigate the risk of currency fluctuations on its intercompany receivable and payable balances that are denominated in foreign currencies. These forward contracts are expected to offset the transactional gains and losses on the related intercompany balances. These forward contracts are not designated as hedging instruments under Financial Accounting Standards Board (FASB) Accounting Standard Codification (ASC) Section 815, *Derivatives and Hedging Activities.* Accordingly, the changes in the fair value and the settlement of the contracts are recognized in the period incurred. Wright has not historically entered into hedging activities to mitigate the risk of foreign currency fluctuations in its statement of operations.

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Wright s quarterly operating results are subject to substantial fluctuations, and you should not rely on them as an indication of its future results.

Wright s quarterly operating results may vary significantly due to a combination of factors, many of which are beyond its control. These factors include:

- demand for products, which historically has been lowest in the third quarter;
- its ability to meet the demand for its products;
- increased competition;
- the number, timing and significance of new products and product introductions and enhancements by Wright and its competitors;
- its ability to develop, introduce and market new and enhanced versions of its products on a timely basis;
- changes in pricing policies by Wright and its competitors;
- changes in the treatment practices of orthopaedic surgeons;
- changes in distributor relationships and sales force size and composition;
- the timing of material expense- or income-generating events and the related recognition of their associated financial impact;
- prevailing interest rates on its excess cash investments;
- fluctuations in foreign currency rates;
- the timing of significant orders and shipments;
- ability to obtain reimbursement for its products;
- availability of raw materials;
- work stoppages or strikes in the healthcare industry;

changes in FDA and foreign governmental regulatory policies, requirements and enforcement practices;

changes in accounting policies, estimates and treatments;

restructuring charges, costs associated with its U.S. governmental inquiries and other charges;

variations in cost of sales due to the amount and timing of excess and obsolete inventory charges, commodity prices and manufacturing variances;

income tax fluctuations; and

general economic factors.

Wright believes its quarterly sales and operating results may vary significantly in the future and period-to-period comparisons of its results of operations are not necessarily meaningful and should not be relied upon as indications of future performance. Wright cannot assure you that its sales will increase or be sustained in future periods or that Wright will be profitable in any future period. Any shortfalls in sales or earnings from levels expected by securities or orthopaedic industry analysts could have an immediate and significant adverse effect on the trading price of its common stock in any given period.

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Potential stockholder litigation may result in financial losses or harm its reputation and may divert management resources.

Although, to its knowledge, no Wright stockholder complaints have been filed, it is possible that litigation could be brought by Wright stockholders, including private securities litigation and stockholder derivative suits, that if initiated, could divert management s attention, harm its business and/or reputation, and result in significant liabilities.

Recent restructuring efforts could adversely affect its operations and financial results.

In September 2011, Wright announced plans to implement a cost restructuring plan to foster growth, to enhance profitability and cash flow and build stockholder value. Wright has implemented, and is continuing to implement, numerous initiatives to reduce spending, including streamlining select aspects of its international selling and distribution operations, reducing the size of its international product portfolio, adjusting plant operations to align with its volume and mix expectations and rationalizing its research and development projects. In total, Wright reduced its workforce by approximately 80 employees, or 6%. With respect to these restructuring activities, including those in process, Wright may experience:

- higher costs of restructuring than Wright anticipated;
- difficulties in completing all restructuring activities within the budgeted time;
- diversion of its management s time and attention from other business concerns;
- loss of customers; or
- lower than expected future benefits due to unforeseen or changing business conditions.

If Wright experiences any or all of the foregoing, its operations and financial results could be adversely affected.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus and the documents incorporated by reference herein contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, referred to as the Exchange Act, that involve risks and uncertainties, as well as assumptions and information that are based on the current beliefs and expectations of the respective managements of BioMimetic and Wright, as the case may be. All statements other than statements of historical fact, are statements that could be deemed forward-looking statements, including any projections of earnings, revenues, synergies, margins, royalties, profit split payments, product sales or other financial items; any statements of the plans, strategies and objectives of management for future operations, including integration and any potential restructuring plans and the anticipated timing of filings and approvals relating to the merger; any statements concerning proposed new products, services, developments or industry rankings; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. In addition to the foregoing, when used in or incorporated by reference into this proxy statement/prospectus, the words anticipate, believe, plan, estimate, expect, and intend and other expressions, as they relate to BioMimetic or Wright or their respective managements or stockholders, are intended to identify forward-looking statements.

Such forward-looking statements, whether expressed or implied, reflect the current views of BioMimetic and Wright with respect to future events and are subject to a number of known and unknown risks, delays, uncertainties and other important factors which could cause the actual results of BioMimetic or Wright to differ materially from those implied by such forward-looking statements, due to a number of factors, many of which are beyond either BioMimetic s or Wright s control, which include, but are not limited to, those set forth under the heading Risk Factors, the risks described in BioMimetic s filings with the SEC, including BioMimetic s Annual Report on Form 10-K for the year ended December 31, 2011 and its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012; the risks described in Wright s filings with the SEC, including Wright s Annual Report on Form 10-K for the year ended December 31, 2011 and its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012; and the following important factors and assumptions that could affect the future results of Wright following the merger, or the future results of BioMimetic and Wright if the merger does not occur, and could cause actual results to differ materially from the results, performance or other expectations implied or expressed in any forward-looking statements:

- the market adoption of and demand for existing and new medical device products;
- the ability to maintain and/or improve revenues and/or earnings;
- the ability to successfully manufacture products in an efficient, timely and cost-effective manner;
- anticipated dates on which BioMimetic and Wright will begin marketing certain products or will reach specific milestones in the development and implementation of their respective business strategies;
- the impact on products and revenues of patents and other owned or licensed proprietary rights;
- compliance with laws, regulations and standards, and the application and interpretation of those laws, regulations and standards, that govern or affect the medical device industry, the non-compliance with which may delay or prevent the sale of products;
- the possibility that the merger may involve unexpected costs;
- the difficulty in predicting the timing or outcome of product development efforts and regulatory approvals;

risks that the merger disrupts BioMimetic s current plans and operations, and the potential difficulties for BioMimetic s employee retention as a result of the announcement or completion of the merger;

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- the outcome of any pending or future litigation and administrative claims;
- the ability of Wright to achieve the approval milestone and the product sales milestones on the terms specified in the CVR Agreement;
- the value of the merger consideration that BioMimetic stockholders will be entitled to receive in the merger;
- risks that the price of Wright common stock could decline in connection with the merger;
- the possibility that regulatory approvals to complete the merger may not be received, may take longer than expected or may impose unanticipated conditions;
- the impact of the merger on BioMimetic s and Wright s business relationships;
- the ability to successfully complete the merger;
- the ability of BioMimetic stockholders to sell Wright common stock or CVRs received in the merger when desired or at a desirable price;
- challenges of integration and restructuring associated with the merger or other planned acquisitions and the challenges of achieving anticipated synergies; and
- other matters that are not historical facts and other risks that are described in the section titled Risk Factors and in the documents that are incorporated by reference into this proxy statement/prospectus.

If any of these risks or uncertainties materialize or any of these assumptions prove incorrect, results of BioMimetic and Wright could differ materially from the expectations in these statements. BioMimetic and Wright do not undertake any obligation to update these forward-looking statements, except as required by law.

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INFORMATION ABOUT THE SPECIAL MEETING

This section contains information about the special meeting that has been called to consider and act on the proposals to adopt the Merger Agreement, to approve the golden parachute compensation and to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the adoption of the Merger Agreement.

Date, Time and Place of the Special Meeting

BioMimetic stockholders will hold the special meeting at 389 Nichol Mill Lane, Franklin, Tennessee 37067, on [ ], 2013, at [ ] a.m. local time, unless the special meeting is adjourned or postponed.

Purpose of the Special Meeting

At the special meeting, BioMimetic stockholders will be asked to consider and act on proposals to adopt the Merger Agreement, to approve the golden parachute compensation that will or may be paid by BioMimetic to its named executive officers in connection with the merger and to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the adoption of the Merger Agreement.

Record Date; Shares Entitled to Vote; Outstanding Shares

Only stockholders listed on BioMimetic s records at the close of business on January 2, 2013, the record date for the special meeting, are entitled to receive notice of and to vote at the special meeting, or any adjournments or postponements of the special meeting. As of the close of business on the record date, there were [ ] shares of BioMimetic common stock outstanding and entitled to vote at the special meeting. Each holder of BioMimetic common stock is entitled to one vote for each share of BioMimetic common stock held as of the record date.

A complete list of BioMimetic stockholders entitled to vote at the special meeting will be available for inspection at the principal place of business of BioMimetic during regular business hours for a period of no less than 10 days before the special meeting, as well as at the place of the special meeting.

Ownership of Shares

If your shares are registered directly in your name with BioMimetic s transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares, the stockholder of record. If you are a stockholder of record, this proxy statement/prospectus and the enclosed proxy card have been sent directly to you by BioMimetic.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name. This proxy statement/prospectus has been forwarded to you by your broker, bank or other nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner of shares held in street name, you have the right to direct your broker, bank or other nominee how to vote your shares by using the voting instruction card included in the mailing.

Quorum

In order to transact business at the special meeting, a quorum of BioMimetic stockholders must be present. A quorum will exist if holders of a majority of the outstanding shares of BioMimetic stock entitled to vote as of the close of business on the record date are present in person, or represented by proxy, at the special meeting. The presence at the special meeting, either in person or by proxy, of the committed stockholders will establish a quorum. If a quorum is not present, the special meeting may be adjourned to a later date.

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Holders of shares of BioMimetic common stock present in person at the special meeting but not voting, and shares of BioMimetic common stock for which BioMimetic has received proxies indicating that their holders have abstained, will be counted as present at the special meeting for purposes of determining whether a quorum is established.

Vote Required

Provided a quorum of stockholders is present in person or by proxy at the special meeting, in order to adopt the Merger Agreement, holders of a majority of the outstanding shares of BioMimetic common stock must cast a vote in favor of the proposal. Because approval is based on the affirmative vote of a majority of the outstanding shares of BioMimetic common stock, a BioMimetic stockholder s failure to submit a proxy card or to vote in person at the special meeting or an abstention from voting, or the failure of a BioMimetic stockholder who holds his or her shares in street name through a broker, bank or other nominee to give voting instructions to such broker, bank or other nominee, will have the same effect as a vote **AGAINST** the proposal to adopt the Merger Agreement.

Provided a quorum of stockholders is present in person or by proxy at the special meeting, in order to approve the golden parachute compensation proposal, holders of a majority of the shares of BioMimetic common stock present in person or represented by proxy at the special meeting and entitled to vote must cast a vote in favor of the proposal. Abstentions will have the effect of a vote **AGAINST** the proposal, while broker non-votes will have no effect on the proposal.

If there are not sufficient votes to adopt the Merger Agreement at the time of the special meeting, a majority of the votes present in person or by proxy (whether or not a quorum is present) may adjourn the special meeting to another time and place in order to solicit additional proxies. Abstentions will have the same effect as a vote **AGAINST** the proposal to adjourn the special meeting. Shares not in attendance at the special meeting and broker non-votes will have no effect on the outcome of any vote to adjourn the special meeting.

Recommendation of the BioMimetic Board of Directors

The BioMimetic Board unanimously determined that the transactions contemplated by the Merger Agreement, including the merger, are advisable and fair to, and in the best interest of, BioMimetic and its stockholders, adopted the Merger Agreement and declared advisable the merger. The BioMimetic Board unanimously recommends that BioMimetic stockholders vote **FOR** the proposals to adopt the Merger Agreement, to approve the golden parachute compensation and to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the first proposal. See The Merger Reasons for the Merger.

BioMimetic stockholders should carefully read this proxy statement/prospectus in its entirety for more detailed information concerning the Merger Agreement and the transactions contemplated by the Merger Agreement, including the merger. In addition, BioMimetic stockholders are directed to the Merger Agreement, which is attached as Annex A to this proxy statement/prospectus.

Stock Ownership of, and Voting by, Committed Stockholders

On November 19, 2012, the committed stockholders entered into voting agreements with Wright, under which they agreed to vote all of their shares of BioMimetic common stock in favor of the adoption of the Merger Agreement and the approval of the transactions contemplated by the Merger Agreement and against, among other things, any business combination or extraordinary corporate transaction involving BioMimetic or any or its subsidiaries, other than the merger or any business combination or transaction with BioMimetic or any of its affiliates. Each of the committed stockholders also granted an irrevocable proxy to Wright to vote or execute consents with respect to such committed stockholder s shares of BioMimetic common stock in accordance with

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the preceding sentence. Additionally, the committed stockholders agreed, among other things, not to transfer their shares of BioMimetic common stock, subject to certain exceptions. The voting agreements will terminate upon the earliest to occur of: (1) the valid termination of the Merger Agreement in accordance with its terms; (2) the completion of the merger; (3) any amendment to the Merger Agreement that has not been approved by the committed stockholders reduces the merger consideration payable to the committed stockholders; or (4) September 30, 2013.

Stock Ownership of, and Voting by, BioMimetic s Directors and Executive Officers

As of the record date, directors and executive officers of BioMimetic, as well as their stockholder affiliates, beneficially owned [ ] shares of BioMimetic common stock, entitling them to collectively cast up to approximately [ ]% of the votes entitled to be cast at the special meeting. As noted above, the committed stockholders have agreed collectively to vote their shares of BioMimetic common stock in favor of the adoption of the Merger Agreement.

Except as described above as to shares held by the committed stockholders, none of BioMimetic s directors or officers has entered into any agreement requiring them to vote for or against the proposal to adopt the Merger Agreement.

How to Vote

Whether you plan to attend the special meeting or not, you are urged to vote by proxy. Voting by proxy will not affect your right to attend the special meeting.

If your shares are registered directly in your name through BioMimetic s stock transfer agent, American Stock Transfer & Trust Company, or you have physical stock certificates, you may vote:

By Mail. You can vote by mail by completing, signing, dating and mailing your proxy card or voting instruction card in the postage-paid envelope included with this proxy statement/prospectus. BioMimetic must receive your proxy card no later than the close of business on [ ], 2013.

By Internet or By Telephone. Follow the instructions attached to the proxy card to vote by Internet or telephone.

In Person at the Special Meeting. If you attend the special meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot, which will be available at the special meeting.

If your shares are held in street name (held in the name of a bank, broker or other nominee), you must provide the bank, broker or other nominee with instructions on how to vote your shares and can generally do so as follows:

By Mail. You will receive instructions from your broker or other nominee explaining how to vote your shares.

By Internet or By Telephone. Follow the instructions attached to the proxy card to vote by Internet or telephone.

In Person at the Special Meeting. Contact the bank, broker or other nominee who holds your shares to obtain a broker s proxy card and a Legal Proxy letter indicating that you have not already voted by mail, Internet or telephone and therefore are eligible for vote in person at the special meeting. Bring these materials with you to the special meeting. You will not be able to vote at the special meeting unless you have a proxy card and a Legal Proxy letter from your broker.

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Attending the Special Meeting

All BioMimetic stockholders as of the close of business on the record date may attend the special meeting by showing photo identification and signing in at the special meeting. If you are a stockholder of record (i.e., your shares are held in your name), you must list your name exactly as it appears on your stock ownership records from American Stock Transfer & Trust Company. If you hold shares through a broker, bank or other nominee, you must also provide a copy of your latest bank or broker statement showing your ownership as of the close of business on the record date.

Voting of Proxies

If you vote by completing, signing, dating and mailing your proxy card or voting instruction card, your shares will be voted in accordance with your instructions. If you are a stockholder of record and you sign, date and return your proxy card but do not indicate how you want to vote or do not indicate that you wish to abstain, your shares will be voted **FOR** the adoption of the Merger Agreement, to approve, the golden parachute compensation proposal and to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the adoption of the Merger Agreement.

Revoking Your Proxy

If you give BioMimetic your proxy, you may revoke it at any time before it is voted at the special meeting. There will be no double counting of votes. You may revoke your proxy in any one of the following ways:

- entering a new vote or by granting a new proxy card or new voting instruction bearing a later date (which automatically revokes the earlier instructions);
- if your shares are held in street name, re-voting by Internet or by telephone as instructed above. Only your latest Internet or telephone vote will be counted;
- notifying the Company s corporate secretary in writing before the special meeting that you have revoked your proxy; or
- attending the special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

Solicitation of Proxies

BioMimetic will pay all of the costs of solicitation of proxies. BioMimetic s directors and employees may solicit proxies in person or by telephone, fax or email. No additional compensation will be paid to such directors and employees for those services. BioMimetic will ask banks, brokers and other institutions, nominees and fiduciaries to forward these proxy materials to their principals and to obtain authority to execute proxies. BioMimetic will then reimburse the banks, brokers and other institutions, nominees and fiduciaries for the reasonable out-of-pocket expenses they incur in connection with this process.

BioMimetic has retained Alliance Advisors, LLC to solicit proxies of BioMimetic stockholders to be voted at the special meeting with respect to the proposals contained within this proxy statement. BioMimetic expects to pay the proxy solicitation firm approximately $10,000 to $15,000, including out-of-pocket expenses, if applicable, for its services.

Stockholders should not send stock certificates with their proxies. A letter of transmittal and instructions for the surrender of BioMimetic common stock certificates will be mailed to BioMimetic stockholders shortly after the completion of the merger.

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Stockholders Sharing an Address

Consistent with SEC rules regarding notices sent to record stockholders sharing a single address, BioMimetic is sending only one copy of this proxy statement/prospectus to an address unless BioMimetic received contrary instructions from any stockholder at that address. This householding practice reduces BioMimetic s printing and postage costs. Stockholders may request to discontinue householding, or may request a separate copy of this proxy statement/prospectus by one of the following methods:

- record stockholders wishing to discontinue or begin householding, or any record stockholder residing at a household address wanting to request delivery of a copy of this proxy statement/prospectus should (a) direct a written request to: Investor Relations, BioMimetic Therapeutics, Inc., 389 Nichol Mill Lane, Franklin, Tennessee 37067 or (b) call Investor Relations at (615) 844-1280; and

- stockholders owning their shares through a bank, broker or other holder of record who wish to either discontinue or begin householding should contact their record holder.

Other Business

The BioMimetic Board is not aware of any other business to be acted upon at the special meeting.

Assistance

If you need assistance in completing your proxy card or have questions regarding the special meeting, please contact:

BioMimetic Therapeutics, Inc.
Attention: Investor Relations
389 Nichol Mill Lane
Franklin, TN 37067
Telephone Number: (615) 844-1280
Email: ir@biomimetics.com

Alliance Advisors, LLC
200 Broadacres Drive, 3rd Floor
Bloomfield, NJ 07003
Tel: (877) 777-4270 (toll free for investors)
(973) 873-7721 (for banks and brokers)

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THE PARTIES TO THE MERGER

Wright Medical Group, Inc.

5677 Airline Road

Arlington, TN 38002

Telephone Number: (901) 867-4680

Wright Medical Group, Inc., a corporation organized under the laws of Delaware, is a global orthopedic medical device company and a leading provider of surgical solutions for the foot and ankle market. Wright specializes in the design, manufacture and marketing of devices and biologic products for extremity, hip and knee repair and reconstruction.

Wright common stock is listed on The NASDAQ Global Select Market under the symbol WMGI.

Wright owns 1,125,000 shares of BioMimetic common stock, which represents approximately 4.0% of BioMimetic s outstanding common stock. The calculation of this percentage is based on 28,225,241 shares of BioMimetic common stock issued and outstanding as of November 14, 2012, as represented by BioMimetic in the Merger Agreement.

Additional information about Wright is included in the documents incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information.

BioMimetic Therapeutics, Inc.

389 Nichol Mill Lane

Franklin, TN 37067

Telephone Number: (615) 844-1280

BioMimetic Therapeutics, Inc., a corporation organized under the laws of Delaware, is a biotechnology company specializing in the development and commercialization of clinically proven products to promote the healing of musculoskeletal injuries and diseases, including therapies for orthopedics, sports medicine and spine applications. All Augment® branded products are based upon recombinant human platelet-derived growth factor (rhPDGF-BB), which is an engineered form of PDGF, one of the body s principal agents to stimulate and direct healing and regeneration.

BioMimetic has received regulatory approvals to market Augment® Bone Graft in Canada, Australia and New Zealand for use in hindfoot and ankle fusion indications. Augment® is pending regulatory decisions in the U.S. and European Union for similar indications. BioMimetic also markets a bone graft substitute line of products for orthopedic indications called Augmatrix Biocomposite Bone Graft.

BioMimetic common stock is listed on The NASDAQ Global Select Market under the symbol BMTI.

Additional information about BioMimetic is included in the documents incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information.

Achilles Merger Subsidiary, Inc.

5677 Airline Road

Arlington, TN 38002

Telephone: (901) 867-4680

Achilles Merger Subsidiary, Inc., a corporation organized under the laws of Delaware, was formed solely for the purpose of facilitating the merger. Merger sub has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the transactions

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contemplated by the Merger Agreement. By operation of the merger, merger sub will be merged with and into BioMimetic, merger sub s separate existence will cease and BioMimetic will become an interim direct or indirect wholly owned subsidiary of Wright.

Achilles Acquisition Subsidiary, LLC

5677 Airline Road

Arlington, TN 38002

Telephone: (901) 867-4680

Achilles Acquisition Subsidiary, LLC, a limited liability company organized under the laws of Delaware, was formed solely for the purpose of facilitating the subsequent merger. Sister subsidiary has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the transactions contemplated by the Merger Agreement. Immediately following the merger of merger sub with and into BioMimetic, BioMimetic will be merged with and into sister subsidiary, and by operation of this merger, BioMimetic s separate existence will cease and sister subsidiary will become the final surviving entity and a direct or indirect wholly owned subsidiary of Wright.

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THE MERGER

The following is a description of the material aspects of the merger. While the following description is intended to cover the material terms of the merger, the description may not contain all of the information that may be important to you. The discussion of the merger in this proxy statement/prospectus is qualified in its entirety by reference to the Merger Agreement, which is attached to this proxy statement/prospectus as Annex A and incorporated by reference into this proxy statement/prospectus. You are encouraged to read carefully this entire proxy statement/prospectus, including the Merger Agreement, for a more complete understanding of the merger.

Background of the Merger

As part of its normal strategic review process, BioMimetic s management has periodically considered, and discussed with the BioMimetic Board, strategic alternatives for BioMimetic. BioMimetic has from time to time in the past engaged in discussions with various parties regarding potential business combinations.

In early February 2012, during the annual meeting of the American Academy of Orthopedic Surgeons, Timothy E. Davis, Jr., Senior Vice President, Corporate Development of Wright, approached Samuel E. Lynch, D.M.D., D.M.Sc., President and Chief Executive Officer of BioMimetic, to discuss Wright s interest in a potential business combination with BioMimetic and to suggest that the parties engage in discussions concerning a potential transaction. Dr. Lynch and Mr. Davis did not discuss the terms or conditions of a potential transaction and agreed to speak again in the future. Later the same day, Dr. Lynch discussed the conversation with Chris Ehrlich, a member of the BioMimetic Board who is affiliated with a significant BioMimetic stockholder, who was also attending the conference. Subsequently, Dr. Lynch described his conversation with Mr. Davis to the BioMimetic Board at its next regularly scheduled meeting.

Several months later, on July 10, 2012, Mr. Davis sent a note to Dr. Lynch in regards to BioMimetic s amendment to its pre-market approval application with respect to Augment® Bone Graft submitted to the FDA on June 28, 2012. Mr. Davis suggested that he and Dr. Lynch should speak soon about Augment® Bone Graft s prospects and Wright s continued interest in BioMimetic. Dr. Lynch thanked Mr. Davis and agreed that they should speak later.

Between July 10 and August 23, 2012, Mr. Davis and Dr. Lynch held multiple telephone calls and meetings during which they discussed BioMimetic s responses to the FDA s questions regarding Augment® Bone Graft, their respective businesses and a potential business combination of the companies without setting forth specific terms and conditions. As a result of these conversations, Dr. Lynch requested that Goldman Sachs, which had acted as a financial advisor to BioMimetic since 2009, prepare a presentation for the BioMimetic Board s next meeting that would include a financial analysis of BioMimetic and an overview of Wright s business.

On August 17, 2012, Mr. Davis notified Dr. Lynch that Wright would submit a formal proposal for a business combination between BioMimetic and Wright the following week.

On August 23, 2012, Wright delivered to BioMimetic a non-binding proposal for a transaction with BioMimetic at an upfront price per share of $4.50 in Wright stock, based on a fixed exchange ratio to be determined prior to signing, and a contingent value right worth up to $1.50 cash per share upon FDA approval and commercialization of Augment® Bone Graft. Wright stated that it believed the proposal would be attractive to BioMimetic stockholders because, among other things, the proposed transaction would (1) reduce BioMimetic s downside risk in the event the FDA did not approve Augment® Bone Graft, while enabling BioMimetic to maintain upside potential through ownership in the combined company if the FDA approved Augment® Bone Graft; (2) eliminate the need for dilutive equity or significant debt financings if BioMimetic remained a standalone company; (3) reduce the risk associated with the potential commercialization roll-out of Augment® Bone Graft and leverage Wright s existing distribution network and sales force; and (4) potentially

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result in a tax-free reorganization that would allow BioMimetic stockholders to defer taxes on the Wright stock portion of the merger consideration. Wright s proposal was subject to certain conditions, including completion of financial and legal due diligence and negotiation of acceptable transaction documentation, and requested a 45-day exclusivity period. Subsequent to receiving the proposal, Dr. Lynch forwarded it to the BioMimetic Board and scheduled a meeting to discuss its terms.

On August 28, 2012, the BioMimetic Board convened a telephonic meeting attended by all of the members of the BioMimetic Board to discuss Wright s proposal and to formulate a preliminary response. Representatives from Ropes & Gray LLP, referred to as Ropes & Gray, BioMimetic s legal advisors, and Goldman Sachs attended this meeting. Dr. Lynch described Wright s proposal and summarized his discussions with Wright to date. Representatives of Goldman Sachs then presented a financial analysis of BioMimetic that had been circulated to the BioMimetic Board prior to the meeting. Members of the BioMimetic Board asked the representatives of Goldman Sachs questions about the presentation and various assumptions underlying the financial analysis. The BioMimetic Board and representatives of Goldman Sachs and Ropes & Gray then discussed potential timelines for the proposed transaction with Wright. The BioMimetic Board next examined potential benefits to BioMimetic stockholders of a business combination, such as minimizing their FDA and commercialization risk and avoiding dilution as a result of equity financings that would likely be necessary to fund commercialization of Augment® Bone Graft, and potential risks, including whether Wright would be able to commercialize Augment® Bone Graft as successfully as BioMimetic. A representative from Ropes & Gray then described to the BioMimetic Board its fiduciary duties and responsibilities in connection with Wright s proposal. After extensive discussion, the BioMimetic Board unanimously determined that Wright s current proposal was inadequate and directed Dr. Lynch to deliver that message to Wright.

On August 29, 2012, Dr. Lynch called Robert J. Palmisano, President and Chief Executive Officer of Wright, and Mr. Davis to discuss Wright s proposal and explain the BioMimetic Board s position. Dr. Lynch stated that the financial terms of Wright s offer were inadequate, but suggested that BioMimetic s Board would consider an offer that more fairly reflected BioMimetic s intrinsic value.

On September 5, 2012, Wright delivered a revised non-binding proposal to BioMimetic. In its proposal, Wright offered to pay holders of BioMimetic s outstanding shares consideration comprised of $5.50 in Wright stock, based on a fixed exchange ratio to be determined prior to signing, and a contingent value right worth up to $2.50 cash per share upon FDA approval and commercialization of Augment® Bone Graft. Wright s proposal continued to be subject to certain conditions and Wright stated that it was unwilling to proceed with transaction discussions unless they were conducted on an exclusive basis.

On September 6, 2012, the BioMimetic Board held a meeting attended by each member of the BioMimetic Board, which included representatives of Ropes & Gray and Goldman Sachs. A representative of Goldman Sachs presented to the BioMimetic Board both an updated financial analysis of BioMimetic, which incorporated feedback about certain assumptions for approval and future sales of Augment® Bone Graft, among other things, from the BioMimetic Board and BioMimetic s management, and its financial analysis of Wright s proposal. Extensive discussion ensued regarding the analyses and the various assumptions built into the financial model prepared by BioMimetic s management and used by Goldman Sachs for purposes of its analyses. A representative of Ropes & Gray then reviewed again for the BioMimetic Board its fiduciary duties. The BioMimetic Board discussed other strategic options potentially available to BioMimetic, including remaining a standalone company or pursuing alternative transactions with other parties, and the nature of BioMimetic s response to Wright. The BioMimetic Board agreed that it would continue discussions with Wright to enter into a possible business combination transaction, but clearly communicated that Wright would need to increase the financial terms of its proposal in order to complete a transaction. The BioMimetic Board directed Dr. Lynch to continue negotiating with Wright on those terms.

On September 7, 2012, Dr. Lynch called Messrs. Palmisano and Davis to discuss Wright s proposal. Dr. Lynch explained that the BioMimetic Board continued to believe that the financial terms of Wright s

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proposal were insufficient to justify initiating an exchange of non-public information or negotiating transaction documentation, but that the BioMimetic Board would consider a proposal with higher consideration.

On September 12, 2012, Dr. Lynch met with Mr. Palmisano and Mr. Davis in New York to discuss BioMimetic s response to Wright s current proposal and Wright s expectations for the commercialization and sales of Augment® Bone Graft. During the course of the discussion, Mr. Palmisano indicated that Wright might be willing to increase its offer to $6.00 per share of upfront consideration, consisting of Wright stock valued at $5.50, based on a fixed exchange ratio to be determined prior to signing, and $0.50 of cash, plus a contingent value right worth up to an aggregate of $5.00 upon FDA approval of Augment® Bone Graft and achievement of certain sales milestones. Dr. Lynch responded that the mix of consideration being proposed was potentially acceptable, but that he believed the amount of the aggregate proposed consideration continued to undervalue BioMimetic and that Wright should consider increasing the upfront cash payment and the potential value of the contingent value right. Dr. Lynch also stated that if a portion of the contingent payments were based on achieving product sales milestones, Wright should add a member of the BioMimetic Board to Wright s Board after closing.

On September 14, 2012, representatives of Goldman Sachs and J.P. Morgan Securities, LLC, referred to as J.P. Morgan, Wright s financial advisor, had a telephone conversation to discuss Wright s most recent offer.

On September 16, 2012, Mr. Davis called Dr. Lynch to discuss the proposed transaction. Mr. Davis indicated that Wright would modify the terms of its proposed contingent value right such that $3.00 in cash would be payable to former BioMimetic stockholders upon FDA approval of Augment® Bone Graft and Wright would pay either (a) $2.00 upon FDA approval of Augment Injectable or (b) $1.00 upon achieving each of $60 million, $70 million and $80 million of sales of Augment® Bone Graft. He also stated that Wright would consider nominating a member of the BioMimetic Board for election to the Wright Board after the closing of the proposed transaction.

On September 17, 2012, Dr. Lynch called Mr. Palmisano to discuss Wright s proposal. In particular, Dr. Lynch reviewed their prior discussion in New York and emphasized the importance of increasing both the upfront and contingent value rights payments. Mr. Palmisano responded that Wright might be willing to offer up to an aggregate of $10.00 for upfront payment and contingent payment upon FDA approval of Augment® Bone Graft plus additional consideration upon achievement of certain sales milestones, but that Wright would need to adjust the timing and threshold amounts for the contingent sales milestone payments discussed on September 16, 2012.

On September 18, 2012, the BioMimetic Board held a telephonic meeting attended by each member of the BioMimetic Board and representatives of Ropes & Gray and Goldman Sachs. Dr. Lynch provided a summary of his recent discussions with Wright and responded to questions from the BioMimetic Board. A representative of Goldman Sachs then described Wright s current proposal and presented updated financial analyses of BioMimetic and the proposed transaction. The BioMimetic Board asked questions and received answers about the presentation and about the projections underlying Goldman Sachs financial analysis. The BioMimetic Board then requested that BioMimetic s management further refine its projections and Goldman Sachs update its presentation accordingly. The BioMimetic Board next discussed the proposed terms of the transaction, including the structure of the proposed contingent value right and asked the representatives of Ropes & Gray and Goldman Sachs to describe various forms of market checks, either prior to or after executing a definitive agreement with Wright, and the potential timeline for a transaction with Wright. After further discussion, the BioMimetic Board determined that Wright s current offer remained inadequate to justify the exchange of diligence materials and negotiation of definitive documents, but authorized Dr. Lynch to continue urging Wright to increase both the proposed upfront and contingent consideration. The BioMimetic Board agreed that aggregate consideration of $10.00 through FDA approval of Augment® Bone Graft, with $6.50 being upfront in a mix of cash and Wright common stock and a cash payment of $3.50 upon approval of Augment® Bone Graft, plus additional cash payments equal to $3.00 upon achievement of certain sales milestones would be likely acceptable and if Wright and BioMimetic s negotiations continued, the BioMimetic Board would consider a pre-signing market check.

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On September 19, 2012, Dr. Lynch had multiple telephone conversations with Messrs. Palmisano and Davis. During the course of such conversations, Dr. Lynch stated that Wright would need to raise its offer price in order for the BioMimetic Board to support a potential transaction. In particular, Wright would need to pay BioMimetic stockholders at least $6.50 of upfront consideration and $3.50 upon receipt of FDA approval of Augment® Bone Graft and Wright would need to decrease the product sales milestones thresholds for the contingent value right. Mr. Palmisano stated that he believed the Wright Board would agree to increase the value of the upfront payment to $6.50, to consist of $5.50 worth of Wright common stock, based on a fixed exchange ratio set at signing, plus $1.00 of cash, and contingent payments based on receipt of FDA approval for Augment® Bone Graft to $3.50, but that there was little flexibility on the sales milestones. After further discussion, Mr. Palmisano suggested that, pending approval of the Wright Board, Wright would agree to pay $1.50 upon achieving each of $40 million and $70 million of certain product sales, but, even if achieved sooner, such payment would be made no sooner than 24 months and 36 months after the closing of the transaction, respectively. He also indicated that the contingent value rights would expire six years following the closing. Dr. Lynch and Mr. Palmisano agreed to take these terms to their respective boards.

On September 20, 2012, the BioMimetic Board held a telephonic meeting attended by each member of the BioMimetic Board and representatives of Ropes & Gray and Goldman Sachs. Dr. Lynch described his most recent interactions with Wright and summarized the terms proposed by Wright. A representative from Goldman Sachs followed with a presentation of its financial analysis of those terms. The BioMimetic Board discussed the financial analysis and determined it was satisfied with the consideration proposed by Wright and did not believe Wright would be willing to pay more. The BioMimetic Board then discussed whether to conduct a pre-signing market check and concluded that Goldman Sachs should contact third parties on behalf of BioMimetic. With input from BioMimetic s management and Goldman Sachs, the BioMimetic Board assessed which companies would be most likely have an interest in acquiring BioMimetic based on their financial capacity and strategic focus on BioMimetic s business area. The BioMimetic Board s views were further informed by past discussions with various parties regarding potential business combinations, including with Wright, as well as directors knowledge of the industry and particular companies. The BioMimetic Board determined to focus the pre-market check on a select group of 15 strategic counter-parties in order to concentrate resources on the most likely acquirors. The BioMimetic Board, in consultation with Goldman Sachs, determined not to contact private equity firms because they were not likely to be interested in acquiring BioMimetic. After considerable discussion, it was the unanimous view of the BioMimetic Board that, while BioMimetic was not currently for sale, management and BioMimetic s advisors should simultaneously (1) engage with Wright, by providing diligence materials, conducting reverse due diligence, and discussing possible non-price terms for a potential business combination; and (2) contact potential other counter-parties to explore their interest in a possible business combination transaction.

On September 20, 2012, Dr. Lynch called Mr. Davis to discuss the outcome of the meeting of the BioMimetic Board. Dr. Lynch explained that the BioMimetic Board had authorized BioMimetic s management and advisors to engage in diligence and to discuss possible non-price terms for a potential business combination, although BioMimetic would not agree to negotiate with Wright exclusively. The parties discussed potential timelines and agreed to schedule diligence meetings and to direct their respective advisors to begin drafting documents. At the request of the BioMimetic Board, representatives of Goldman Sachs also communicated to J.P. Morgan on September 20 that BioMimetic was unwilling to accept an exclusivity period with Wright.

Between September 20 and October 1, 2012, representatives of Goldman Sachs contacted 15 parties that the BioMimetic Board, with input from BioMimetic s management and in consultation with Goldman Sachs, had identified as potentially being interested in a transaction with BioMimetic.

On September 24, 2012, Wright delivered to BioMimetic a further revised non-binding proposal that reflected the economic terms discussed by the parties on September 19, 2012, including upfront consideration of $6.50, comprised of $5.50 worth of Wright stock, based on a fixed exchange ratio to be determined prior to signing, and $1.00 in cash, and a contingent value right worth up to $6.50 based upon achievement of FDA

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approval of Augment® Bone Graft and certain product sales milestones. Wright s proposal also provided that the Wright Board was open to the possibility of nominating an independent member of the BioMimetic Board for election to the Wright Board at Wright s next annual meeting of stockholders. Wright s proposal did not insist on exclusivity, but other non-economic terms remained substantially similar to those included in Wright s proposal of September 5, 2012. After receiving the proposal, BioMimetic s management discussed certain terms with certain members of the BioMimetic Board and its advisors, including the timing of potential contingent payments and the addition of a BioMimetic representative on the Wright Board, and subsequently Dr. Lynch called Mr. Davis to convey BioMimetic s counter-proposal.

On September 26, 2012, in response to conversations with BioMimetic s management, Wright delivered to BioMimetic a final non-binding letter of intent. This final non-binding letter of intent remained substantially similar to the non-binding letter of intent delivered by Wright on September 24, 2012, other than changes to the timing of potential contingent payments based on the achievement of the $40 million and $70 million product sales milestones, which the new proposal stated could be made as early as 24 months and 36 months following closing of the proposed transaction, respectively, rather than 24 months and 36 months following commercialization of Augment® Bone Graft as provided in Wright s prior offer. The proposal also stated that, subject to certain conditions included in the proposal, the Wright Board would nominate an independent member of the BioMimetic Board for election to the Wright Board at Wright s next annual meeting of stockholders. After discussing the terms of the letter with BioMimetic s financial and legal advisors and determining that it satisfied the terms and conditions required by the BioMimetic Board, Dr. Lynch responded to Wright with an e-mail acknowledging that the terms outlined in Wright s letter reflected the parties discussions and formed the basis for exploring a potential transaction.

Also on September 26, 2012, a representative of Wilson Sonsini Goodrich & Rosati, P.C., referred to as WSGR, Wright s legal advisors, contacted a representative of Ropes & Gray to discuss adding a mutual standstill provision to an existing non-disclosure agreement between Wright Medical Technology, Inc., a subsidiary of Wright, and BioMimetic executed in October 2010. The representative of Ropes & Gray then discussed the proposed terms with BioMimetic s management and after further conversations between the parties and their representatives about the terms of the non-disclosure agreement, diligence process and high-priority diligence requests, the parties to the original non-disclosure agreement entered into an amendment to that agreement to include a mutual standstill provision.

On September 27, 2012, Bidder A contacted Goldman Sachs to express its interest in a potential transaction with BioMimetic. Prior to providing Bidder A with non-public information about BioMimetic, Goldman Sachs provided Bidder A with a draft non-disclosure agreement, with substantially similar terms to those included in the amended non-disclosure agreement between BioMimetic and Wright.

On September 28, 2012, Bidder B contacted Goldman Sachs to engage in discussions about BioMimetic. Goldman Sachs provided Bidder B with a draft non-disclosure agreement, with substantially similar terms to those included in the amended non-disclosure agreement between BioMimetic and Wright, which Bidder B signed on October 1, 2012, after negotiations with BioMimetic s advisors. Over the course of the following week, representatives of Goldman Sachs attempted to schedule a management presentation and coordinate diligence with Bidder B. Bidder B subsequently notified Goldman Sachs that it determined not to pursue the opportunity given the stage of BioMimetic s development.

Between September 30, 2012 and October 30, 2012, at the direction of the BioMimetic and Wright Boards, management of both parties, together with the assistance of their respective legal and financial advisors, exchanged financial, operational and legal due diligence materials and held several telephonic and in person diligence sessions regarding, among other things, the parties respective operations, finances, regulatory affairs, compliance and commercial strategies, and the status of the FDA approval process for Augment® Bone Graft.

On October 5, 2012, the BioMimetic Board held a telephonic meeting attended by each member of the BioMimetic Board and representatives of Ropes & Gray and Goldman Sachs. Dr. Lynch began with a summary of recent diligence activities between BioMimetic and Wright. A representative of Goldman Sachs then reported on the pre-signing market check activities, noting that 14 of the 15 parties Goldman Sachs had contacted chose not to pursue a

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transaction, including Bidder A, who did not sign the draft non-disclosure agreement provided by Goldman Sachs. Certain of the parties who had been contacted by Goldman Sachs had responded that they were not interested in acquiring companies without a product approved by the FDA and other parties business development strategies did not include orthopedics or biologic products. The representative of Goldman Sachs noted, however, that Bidder B had signed a non-disclosure agreement. A representative of Ropes & Gray then updated the BioMimetic Board regarding the status of the transaction documentation. Thorkil Christensen, a member of the BioMimetic Board who is affiliated with Novo A/S, a significant stockholder of BioMimetic, referred to as Novo, left the meeting. Then Larry Bullock, Chief Financial Officer of BioMimetic, described for the BioMimetic Board a potential debt facility offered to BioMimetic by Novo as a financing option in the event that a business combination transaction did not occur with Wright or another third party. The BioMimetic Board discussed the terms and conditions and directed Mr. Bullock to continue negotiating certain terms with Novo and to seek competitive proposals from other institutions, so that BioMimetic would be able to raise money quickly if it did not sign a definitive business combination agreement.

On October 8, 2012, WSGR delivered a draft merger agreement to Ropes & Gray. The draft provided that upon closing the proposed transaction BioMimetic stockholders would receive the consideration set forth in Wright s September 26, 2012 non-binding letter of intent, but that Wright could terminate the merger agreement as the result of adverse feedback from the FDA regarding Augment® Bone Graft. The draft agreement did not require Wright to pay a termination fee in the event it terminated the merger agreement upon such adverse FDA feedback, but noted that Wright may be willing to extend a loan to BioMimetic in such circumstance. The draft required BioMimetic to pay a termination fee, even in the absence of an alternative acquisition proposal, if BioMimetic stockholders did not vote in favor of the transaction. As initially proposed, BioMimetic would pay a break up fee equal to an unidentified percentage of BioMimetic s equity value. During the period between October 8, 2012, and the execution of the Merger Agreement on November 19, 2012, BioMimetic and Wright management and their respective financial advisors and outside counsel spent considerable time negotiating terms of the transaction and exchanged multiple drafts of the merger agreement, contingent value rights agreement and voting agreement.

On October 10, 2012, Dr. Lynch and Mr. Palmisano spoke by telephone to discuss certain provisions in Wright s draft merger agreement, including whether Wright could terminate the merger agreement as the result of adverse feedback from the FDA regarding Augment® Bone Graft and whether BioMimetic must pay a termination fee in the event BioMimetic stockholders did not vote in favor of the transaction even in the absence of an alternative acquisition proposal. Dr. Lynch subsequently contacted Mr. Ehrlich; Larry Papasan, Chairman of the BioMimetic Board; and Mr. Christensen to discuss their positions on certain issues raised by the merger agreement. After such conversations, with the support of Messrs. Papasan, Christensen and Ehrlich, BioMimetic s management suspended diligence activities pending further feedback from Wright.

On October 12, 2012, BioMimetic s management, along with representatives of Ropes & Gray and Goldman Sachs, held a call to update the BioMimetic Board about the negotiations with Wright. Dr. Lynch described his recent conversations with Wright and a representative of Goldman Sachs provided its analysis of alternatives if Wright continued to insist on a termination right based on adverse FDA feedback with respect to Augment® Bone Graft. After asking questions of BioMimetic s management and advisors and engaging in extensive discussions, the BioMimetic Board determined that it would agree to such a provision only if Wright agreed to a narrow definition of an adverse FDA event and to pay a reverse termination fee of $30 million upon termination of the merger agreement as a result of such an adverse FDA event.

Later in the day on October 12, 2012, Dr. Lynch called Mr. Davis to explain the BioMimetic Board s position, and Mr. Davis agreed to discuss the proposal with Wright s management.

On October 15, 2012, representatives of Goldman Sachs and J.P. Morgan discussed the terms of the current merger agreement draft and representatives of J.P. Morgan indicated that Wright was unwilling to pay a fee if it terminated the merger agreement as a result of adverse FDA feedback, but confirmed that it might be willing to

extend a loan to BioMimetic after such a termination. After the call, representatives of Goldman Sachs described the conversation to BioMimetic management, and BioMimetic s management reiterated the BioMimetic Board s position that Wright must agree to pay a termination fee.

On October 16, 2012, after BioMimetic determined that sufficient progress had been made in the negotiations and in order to complete regulatory diligence in a timely manner, BioMimetic reinitiated the diligence process and agreed to meet with Wright and their respective advisors for an in-person meeting in Franklin, Tennessee. During the meeting, Dr. Lynch spoke separately with Mr. Davis about the proposed terms in the merger agreement, and Mr. Davis agreed that Wright would pay a $30 million reverse termination fee if it terminated the merger agreement as a result of an adverse FDA event and that BioMimetic would not be responsible for paying a termination fee if its stockholders did not vote in favor of the transaction, so long as BioMimetic had not received an alternative acquisition proposal prior to such vote.

On October 19, 2012, the BioMimetic Board held a telephonic meeting attended by a quorum of the BioMimetic Board and representatives of Ropes & Gray and Goldman Sachs. Dr. Lynch began with a summary of recent diligence activities between BioMimetic and Wright, including the regulatory diligence sessions held on October 16, 2012, with outside counsel, and summarized his negotiation with Mr. Davis following the regulatory diligence session. The BioMimetic Board discussed Dr. Lynch s summary and authorized Dr. Lynch to proceed with the negotiations with Wright under the terms discussed by the BioMimetic Board. Dr. Lynch also noted that the parties had exchanged drafts of the proposed merger agreement and contingent value rights agreement. He then reviewed the tentative timeline for a transaction. A representative of Goldman Sachs also updated the BioMimetic Board on the market check activities and noted that Bidder B did not appear to be actively engaged and was unlikely to pursue the opportunity.

On October 24, 2012, members of Wright s management met with certain senior BioMimetic employees to discuss Wright s expectations for BioMimetic s employees and integration after the proposed merger. A member of Wright s management confirmed that Wright intended to maintain BioMimetic s operations in Franklin, Tennessee post-closing and intended to retain most of BioMimetic s employees. The parties also conducted further regulatory and financial diligence.

On October 25 and 26, 2012, WSGR and Ropes & Gray held telephonic conferences to discuss the drafts of the merger agreement and contingent value rights agreement. Among the issues discussed by legal counsel were Wright s proposal that the termination fee owed by BioMimetic if the merger agreement was terminated in certain circumstances be 5.5% of the upfront merger consideration, the circumstances under which the BioMimetic Board would be allowed to change its recommendation to stockholders or terminate the merger agreement to satisfy its fiduciary duties and Wright s expectation that each of the officers, directors and their affiliates holding shares of BioMimetic stock sign voting agreements. Between October 26, 2012 and November 18, 2012, at the direction of the BioMimetic Board and the Wright Board, the parties respective legal and financial advisors held several telephonic conferences regarding the transaction structure, economic and deal protection terms and other aspects of the proposed transaction.

Also on October 26, 2012, Wright and BioMimetic s management, along with Mr. Papasan, Charles Federico, a member of the BioMimetic Board, and representatives of Goldman Sachs held a diligence session in Arlington, Tennessee to cover financial and tax matters related to both companies and the general business and growth prospects for Wright. Additionally, Mr. Palmisano met with Dr. Lynch and Messrs. Papasan and Federico to discuss Dr. Lynch s role after closing the potential transaction. Dr. Lynch had recently expressed to Mr. Davis his preference not to continue with the combined company after closing, but Mr. Palmisano stated that it was important to Wright that Dr. Lynch remain an employee of the combined company during a transition period following the closing date.

On October 28, 2012, the BioMimetic Board held a telephonic meeting attended by each member of the BioMimetic Board and representatives of Ropes & Gray and Goldman Sachs. Dr. Lynch and Messrs. Papasan and Federico summarized their recent interactions with Wright, including their diligence meeting on October 26,

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2012. The BioMimetic Board then discussed the process to complete negotiations of the definitive agreements. After these discussions, the BioMimetic Board excused the representatives of BioMimetic s management (including Dr. Lynch) and Goldman Sachs from the meeting and held an executive session during which it continued its discussion regarding the possible transaction with Wright and Wright s position that Dr. Lynch must remain at the combined company after closing. The BioMimetic Board also formed a transaction committee comprised of Mr. Papasan, Mr. Federico and James Murphy to assist management with, and advise the BioMimetic Board about, negotiations with Wright. Dr. Lynch consulted periodically with members of the transaction committee throughout the negotiation process, but the transaction committee did not subsequently convene outside of meetings of the full BioMimetic Board because it determined that the frequency of such BioMimetic Board meetings provided the BioMimetic Board sufficient insight into the negotiation process and that BioMimetic s management received adequate, timely guidance from the BioMimetic Board.

On November 2, 2012, BioMimetic s management, along with representatives of Ropes & Gray and Goldman Sachs, held a call to update the BioMimetic Board about the negotiations with Wright. Dr. Lynch provided an update on the status of negotiations with Wright and the expected timing of the transaction. The BioMimetic Board then discussed significant issues related to the proposed merger agreement, including circumstances under which Wright could terminate in the event of an adverse FDA event, the consideration to be paid in the transaction and the tax-free nature of the transaction.

On November 8, 2012, members of management from each of Wright and BioMimetic and representatives of their respective legal advisors and Goldman Sachs met in Memphis, Tennessee to discuss the proposed terms of the transaction and to resolve open issues in the transaction documents, including the circumstances in which the BioMimetic Board would be allowed to change its recommendation to stockholders about the proposed transaction or to terminate the merger agreement in order to satisfy its fiduciary duties. The parties agreed that the termination fee owed by BioMimetic if the merger agreement was terminated under certain circumstances would be 4.5% of the upfront merger consideration, or 2.25% of the aggregate merger consideration if all of the milestones under the proposed contingent value rights were achieved. The parties also discussed a proposal from BioMimetic that the stock consideration be subject to a collar that would protect its value if the price of Wright s stock declined between the signing of the merger agreement and the closing date.

Also on November 8, 2012, WSGR delivered a draft voting agreement to Ropes & Gray. Under the terms of the proposed voting agreement, BioMimetic s officers, directors and their stockholding affiliates would agree, among other things, to vote all shares of BioMimetic common stock held by them in favor of adopting the definitive merger agreement. The draft also provided that the voting agreements expired only upon termination of the merger agreement or in the event the proposed transaction was consummated. Between November 8, 2012 and November 18, 2012, the stockholders expected to sign a voting agreement, and BioMimetic, Wright and their respective legal advisors exchanged multiple drafts and engaged in several discussions about the terms of the proposed voting agreements. Among the significant issues addressed by the parties was the stockholders request that the voting agreements terminate if the BioMimetic Board changed its recommendation to stockholders. Wright rejected such a termination right.

On November 9, 2012, the BioMimetic Board held an in-person meeting attended by each member of the BioMimetic Board and representatives of Goldman Sachs and Ropes & Gray. Dr. Lynch provided an overview of negotiations with Wright, including the conversations during the meeting the prior day. Dr. Lynch and a representative of Ropes & Gray next summarized the current proposed terms and possible approaches to resolving the outstanding issues. Afterwards, representatives of Goldman Sachs provided a financial analysis of a potential transaction and summarized the results of outreach to other potential acquirors. The members of the BioMimetic Board then asked the representatives of Goldman Sachs various questions regarding the financial analysis and the results of Goldman Sachs outreach. The BioMimetic Board then discussed the transaction process, BioMimetic s negotiating positions and strategies to resolve certain open issues. The BioMimetic Board subsequently excused members of management (including Dr. Lynch) and representatives of Goldman Sachs from the meeting to hold an executive session. During the execution session, the directors discussed potential compensation arrangements to retain BioMimetic s executives between signing and closing.

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On November 13, 2012, members of Wright and BioMimetic management and their respective legal and financial advisors held a telephonic conference to discuss the terms of the proposed merger agreement. Among the topics discussed were the tax treatment of the transaction, including potential adjustments to the mix of cash and stock consideration to be paid to BioMimetic stockholders, BioMimetic s proposal that the stock consideration be subject to a collar and the definition of an adverse FDA event after which Wright could terminate the merger agreement upon payment of a $30 million reverse termination fee.

Later on November 13, 2012, the BioMimetic Board held a telephonic meeting attended by each member of the BioMimetic Board and representatives of Goldman Sachs and Ropes & Gray. Dr. Lynch provided an update on recent discussions with Wright. The BioMimetic Board then discussed the remaining open issues in the negotiations and provided management and BioMimetic s advisors direction on possible paths to resolve the open issues.

During the evening of November 13, 2012, WSGR delivered drafts of the proposed merger agreement and contingent value rights agreement to Ropes & Gray and, after further discussions between BioMimetic and Wright management and their respective legal and financial advisors, about, among other things, the tax treatment of the proposed transaction, the definition of an adverse FDA event and Wright s insistence that the stock consideration would not be subject to a collar, Ropes & Gray provided WSGR a further revised draft on November 14, 2012.

On November 15, 2012, the BioMimetic Board held a telephonic meeting attended by each member of the BioMimetic Board and representatives of Goldman Sachs and Ropes & Gray. The BioMimetic Board discussed recent developments in the negotiations and remaining open issues. It established positions to take on key open items, such as the definition of adverse FDA event and the tax treatment of the proposed transaction, and instructed management to convey those positions to Wright. The Compensation Committee of the BioMimetic Board then updated the other directors on certain compensation matters related to retention of executives.

On November 16, 2012, after further discussions among the managements of Wright and BioMimetic and their respective legal and financial advisors regarding the tax treatment of the proposed transaction, including a request from BioMimetic to increase the cash and decrease the Wright stock payable as the upfront consideration, WSGR delivered a draft of the merger agreement that provided for a revised mix of upfront consideration, such that BioMimetic stockholders would receive $1.30 of cash and Wright stock worth $5.20, based on a fixed exchange ratio to be determined prior to signing.

On the evening of November 16, 2012, the Wright Board held a meeting at which the Wright Board adopted and authorized the Merger Agreement and forms of the Contingent Value Rights Agreement and the Voting Agreement, in each case, in the forms presented to the Wright Board, and authorized Wright s Chief Executive Officer to finalize, on parameters approved by the Wright Board, the negotiations of these transaction documents. The Wright Board had held prior meetings on July 30, 2012, September 20, 2012 and October 29, 2019 to discuss and consider the proposed business combination transaction between Wright and BioMimetic and authorize appropriate Wright management to negotiate the terms of such business combination transaction on Wright Board approved parameters. J.P. Morgan attended all of the aforementioned Wright Board meetings (except the meeting held on July 30, 2012) and provided financial advisory advice at such meetings to the Wright Board with respect to the proposed business combination transaction between Wright and BioMimetic.

On the afternoon of November 17, 2012, the BioMimetic Board held a telephonic meeting attended by a quorum of the members of the BioMimetic Board and representatives of Ropes & Gray and Goldman Sachs. Dr. Lynch provided an update concerning the current draft of the proposed merger agreement, and the BioMimetic Board discussed recent developments, including Wright s proposed change to the mix of upfront consideration in response to BioMimetic s requests to receive more cash and less Wright stock as upfront consideration and the resolution of the definition of adverse FDA event. The BioMimetic Board agreed that, assuming the mix of consideration was successfully determined, it was prepared to approve the transaction.

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On November 17, 2012, after the BioMimetic Board meeting, BioMimetic and Wright s managements and their respective legal and financial advisors discussed the remaining open issues and WSGR circulated a further revised draft of the merger agreement which provided that, among other things, BioMimetic stockholders would receive $1.50 of cash and Wright stock worth $5.00, based on a fixed exchange ratio to be determined prior to signing. The parties and their respective legal and financial advisors held several telephone calls to discuss the revised draft.

On the evening of November 18, 2012, the BioMimetic Board held a telephonic meeting to discuss the proposed terms of the transaction with Wright. All members of the BioMimetic Board were present, and certain members of BioMimetic s senior management and representatives of Ropes & Gray and Goldman Sachs also attended. Dr. Lynch began with a summary of the recent negotiations with Wright and described the outcome of certain key issues. A representative of Ropes & Gray next outlined for the BioMimetic Board its fiduciary duties in evaluating the proposed business combination transaction. The representative from Ropes & Gray then summarized the terms of the proposed merger agreement and contingent value rights agreement, and described the differences between the current draft and drafts previously circulated to the BioMimetic Board. The BioMimetic Board asked questions and discussion ensued regarding the process to complete a transaction. At the request of the BioMimetic Board, a representative of Goldman Sachs then reviewed its financial analysis of BioMimetic and the proposed transaction and orally rendered its opinion, which was subsequently confirmed in writing that, as of the date of its written opinion and based upon and subject to the factors and assumptions set forth therein, the 0.2482 shares of Wright common stock, $1.50 in cash and one CVR issued by Wright under the CVR Agreement per share of BioMimetic common stock to be paid to the holders of shares of BioMimetic common stock pursuant to the Merger Agreement was fair from a financial point of view to such holders. The representative of Goldman Sachs also confirmed that each of the parties it had contacted during the pre-market check, including Bidder B, had stated they were not interested in pursuing a transaction at this time. Members of the BioMimetic Board then asked the representative of Goldman Sachs questions about its financial analysis and opinion, and the representative of Goldman Sachs also stated that Goldman Sachs had not had prior investment banking engagements from Wright during the prior two-year period. The BioMimetic Board next discussed the terms of proposed transaction, including the amount and form of consideration, and concluded that it was in the best interests of BioMimetic stockholders. Thereafter, the BioMimetic Board voted unanimously to adopt and authorize the Merger Agreement and the forms of the Contingent Value Rights Agreement and Voting Agreement, to approve the merger and authorize certain officers of BioMimetic to take all actions required under the Merger Agreement.

On November 19, 2012, following the board meetings of each party, BioMimetic and Wright executed the Merger Agreement and certain of BioMimetic s officers, each of its directors and certain stockholders affiliated with directors executed voting agreements. Before the opening of trading on The NASDAQ Global Select Exchange on November 19, 2012, BioMimetic and Wright issued a joint press release announcing the proposed merger.

Reasons for the Merger

BioMimetic s Reasons for the Merger

In evaluating the Merger Agreement and the merger, the BioMimetic Board consulted with BioMimetic management and legal and financial advisors and, in reaching its decision to approve the Merger Agreement and to recommend that BioMimetic stockholders vote for the adoption of the Merger Agreement, the BioMimetic Board considered a variety of factors, including the following:

- the upfront consideration payable in a combination of cash and shares of Wright common stock represents a premium of (1) 56% over the closing price per share of the BioMimetic common stock on November 16, 2012; (2) 38% over the high per share price of the BioMimetic common stock over the 52-week period ended November 16, 2012; and (3) 64% over the volume weighted average price per share over the 30 calendar days ended November 16, 2012;

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approximately 75% of the upfront merger consideration is expected to be in the form of SEC-registered and transferable and tradable Wright common stock, which allows BioMimetic stockholders to participate in the benefits of a more diversified company with greater resources and to benefit from any future growth of the combined company;

approximately 25% of the upfront merger consideration is expected to be in the form of cash, which provides immediate liquidity and a high degree of certainty of value to BioMimetic stockholders;

in addition to cash, each BioMimetic stockholder will receive SEC-registered and transferable and tradable CVRs with a potential duration of six years, which may provide BioMimetic stockholders an opportunity to realize additional value by trading those CVRs in the public markets or, to the extent Augment® Bone Graft receives FDA approval and/or Wright and its affiliates generate product sales sufficient to meet certain milestones, through additional cash payments under the terms of the CVRs;

the fact that BioMimetic stockholders will receive consideration even if the FDA further delayed, imposed onerous conditions upon or determined to deny, approval of Augment® Bone Graft;

the BioMimetic Board s knowledge and familiarity with BioMimetic s business, financial condition and results of operations, as well as its financial plan and prospects if it were to remain a standalone public company and BioMimetic s short-term and long-term capital needs;

the likelihood that, if it remained a standalone company, BioMimetic would need to undertake dilutive equity financing or significant debt financing in order to fund commercialization of Augment® Bone Graft and operate the business;

trends in the industry in which BioMimetic s business operates and the available strategic alternatives, including remaining a standalone public company or pursuing a transaction with another company in the industry, as well as the risks and uncertainties associated with such alternatives;

the BioMimetic Board s view that BioMimetic stockholders will receive value in the merger that is materially greater than the value realizable by BioMimetic stockholders on a standalone basis and under any reasonably available transaction alternatives;

the BioMimetic Board s view that the sales process undertaken with the assistance of Goldman Sachs, in which multiple potential acquirors of BioMimetic were contacted, was an effective process;

the BioMimetic Board s view that the sale and negotiation process yielded a full and fair price for BioMimetic;

the belief that the business of BioMimetic could potentially benefit from being part of the larger Wright corporate group and having access to its sales force and customers, and that by virtue of the shares of Wright common stock and CVRs, BioMimetic stockholders would have an ongoing opportunity to participate in those potential benefits;

management s assessment, after consultation with J.P. Morgan, Wright s financial advisor in connection with the merger, and Wright s management that Wright will have adequate capital resources to pay the cash portion of the merger consideration;

the fact that BioMimetic stockholders who do not vote to adopt the Merger Agreement and who follow certain prescribed procedures are entitled to appraisal rights under Delaware law; and

the opinion of Goldman Sachs to the BioMimetic Board that, as of the date of its written opinion, and based upon and subject to the factors and assumptions set forth therein, the 0.2482 shares of Wright common stock, $1.50 in cash and one CVR issued by Wright under the CVR Agreement per share of BioMimetic common stock to be paid to the holders of shares of BioMimetic common stock pursuant to the Merger Agreement was fair from a financial point of view to such holders, and the financial analyses related thereto prepared by Goldman Sachs and described below under The Merger Opinion of BioMimetic s Financial Advisor.

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The BioMimetic Board also specifically considered the following terms of the Merger Agreement and related documents:

- the Merger Agreement permits BioMimetic to respond to, and engage in discussions with, third parties who make unsolicited written acquisition proposals, and permits BioMimetic to terminate the Merger Agreement to accept a superior proposal prior to the special meeting subject to the terms and conditions specified in the Merger Agreement;

- the voting agreements entered into by the committed stockholders terminate if the Merger Agreement is validly terminated by BioMimetic to accept a superior proposal, allowing the committed stockholders to support such superior proposal;

- the termination fee provisions of the Merger Agreement would not likely be a significant deterrent to competing offers that might constitute superior proposals to the merger;

- the mix of upfront cash and Wright stock consideration could be adjusted under certain circumstances in relation to certain provisions of the NASDAQ Marketplace Rules;

- BioMimetic will receive a $30 million reverse termination fee from Wright if Wright terminates the Merger Agreement after BioMimetic receives adverse FDA correspondence prior to the closing of the merger;

- the limited conditions to the parties obligations to complete the merger and the fact that there is no financing condition to Wright s obligations;

- the customary nature of the representations, warranties and covenants of BioMimetic in the Merger Agreement; and

- a covenant that the shares of Wright common stock and the CVRs to be issued in the merger be listed on The NASDAQ Global Select Market or The NASDAQ Global Market.

In addition to the Merger Agreement, the BioMimetic Board also reviewed, considered and discussed the terms and potential ramifications of the other transaction documents proposed to be executed in connection with the Merger Agreement, including the voting agreements and the form of CVR agreement.

In the course of its deliberations, the BioMimetic Board also considered a variety of risks and other potentially negative factors, including the following:

- the restrictions that the Merger Agreement imposes on soliciting alternative acquisition proposals;

- the obligation that BioMimetic pay a termination fee of $8.255 million under certain circumstances, and the potential effect of such termination fee in deterring other potential acquirers from proposing alternative transactions (for a full description of the reasons BioMimetic would be required to pay a termination fee to Wright, see The Merger Agreement Termination Fees Termination Fee Payable by BioMimetic);

the price of Wright common stock at the closing of the merger may vary significantly from the price of Wright common stock at the date of the announcement of the Merger Agreement and the date of this proxy statement/prospectus and the Merger Agreement does not provide for any mechanism to increase the exchange ratio of 0.2482 in such circumstances;

FDA approval of Augment® Bone Graft and the product sales milestones necessary to trigger payments under the CVRs may not be achieved, potentially impacting the value and marketability of the CVRs;

BioMimetic has incurred and will continue to incur significant transaction costs and expenses in connection with the proposed transaction, regardless of whether or not the merger is consummated;

since the merger consideration includes CVRs (which are unsecured obligations and are expressly subordinated to certain senior obligations of Wright specified in the CVR agreement), BioMimetic stockholders are subject, with respect to the portion of the merger consideration represented by the CVRs, to the risk that there may be limitations on paying amounts as and when they become payable to the holders of the CVRs;

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BioMimetic s directors and certain officers of BioMimetic, as well as their stockholder affiliates, who together beneficially own approximately 30% of the outstanding shares of BioMimetic common stock as of November 16, 2012, agreed to vote their shares in support of the adoption of the Merger Agreement pursuant to voting agreements;

the operations of BioMimetic will be restricted by interim operating covenants under the Merger Agreement during the period between signing the Merger Agreement and the closing of the merger, which could effectively prohibit BioMimetic from undertaking any strategic initiatives or other material transactions to the detriment of BioMimetic and its stockholders; and

certain of BioMimetic s directors and executive officers may receive certain benefits that are different from, and in addition to, those of BioMimetic s other stockholders. See The Merger Interests of Directors and Executive Officers of BioMimetic in the Merger.

The foregoing discussion of the information and factors considered by the BioMimetic Board is not exhaustive but is intended to reflect the material factors considered by the BioMimetic Board. The BioMimetic Board did not quantify or assign any relative or specific weight to the various factors that it considered. Rather, the BioMimetic Board based its recommendation on the totality of the information presented to and considered by it. In addition, individual members of the BioMimetic Board may have given different weight to different factors.

After careful consideration, the BioMimetic Board unanimously determined that the merger and the other transactions contemplated by the Merger Agreement are advisable, fair to and in the best interests of BioMimetic stockholders and unanimously approved the Merger Agreement.

Wright s Reasons for the Merger

The Wright Board unanimously approved the Merger Agreement and the transactions contemplated by the Merger Agreement, including the merger. In evaluating the Merger Agreement and the transactions contemplated by the Merger Agreement, including the merger, the Wright Board consulted with the management of Wright and outside legal and financial advisors for Wright. In determining to approve the Merger Agreement and the transactions contemplated by the Merger Agreement, including the merger, the Wright Board considered numerous factors, including the following:

the belief that the acquisition of BioMimetic complements Wright s strategy to grow its foot and ankle business by Augment® Bone Graft which, if approved by the FDA, would add a new biologic product that is targeted directly to foot and ankle indications and, combined with Wright s foot and ankle sales organizations and physician training expertise, would be expected to further accelerate growth opportunities in Wright s foot and ankle business;

the belief that BioMimetic s core technology, which includes Augment® Bone Graft, is clinically differentiated and provides future opportunities in both bone repair and soft tissue applications that would lead to Wright s biologics business becoming a high-growth business;

BioMimetic has talented employees with substantial experience in clinical and regulatory research and developments related to its technology that Wright believes will be a significant competitive advantage as Wright grows its extremities and biologics business;

the belief that the acquisition of BioMimetic at this time prior to the FDA s approval of Augment® Bone Graft (if the FDA makes this determination) provides Wright with the greatest likelihood for completion of this acquisition;

the exchange ratio of 0.2482 of a share of Wright common stock for each share of BioMimetic common stock is fixed and will not be adjusted for fluctuations in the market price of Wright common stock or BioMimetic common stock and the fact that, because the exchange ratio of 0.2482 under the Merger Agreement is fixed (except for adjustment under the Merger Agreement, if necessary, in relation to certain provisions of the NASDAQ Marketplace Rules), the per share value of the merger

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consideration to be paid to BioMimetic stockholders upon completion of the merger could be significantly more or less than its implied value immediately prior to the announcement of the Merger Agreement;

the resulting percentage ownership interests and voting power that current Wright stockholders would have in Wright following the merger;

the fact that the CVRs will require Wright to pay additional consideration only upon approval by the FDA of Augment® Bone Graft and if aggregate product sales of certain products exceed $40 million and $70 million, respectively, and on the other terms and conditions specified in the CVR Agreement