

WRIGHT MEDICAL GROUP INC

Form 8-K/A

August 06, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K/A  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **June 14, 2007**

**WRIGHT MEDICAL GROUP, INC.**

(Exact name of registrant as specified in charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**000-32883**

(Commission  
File Number)

**13-4088127**

(IRS Employer  
Identification Number)

**5677 Airline Road, Arlington, Tennessee**

(Address of principal executive offices)

**38002**

(Zip Code)

Registrant's telephone number, including area code: **(901) 867-9971**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.05 Costs Associated with Exit or Disposal Activities.**

On June 14, 2007, we issued a press release announcing that, after completing a review of our worldwide operations, we are planning to close our manufacturing, distribution and administrative facility located in Toulon, France. Management continues to estimate that the pre-tax restructuring costs related to the closing of the Toulon facilities will be in the range of approximately \$20 million to \$25 million. These charges include both cash and non-cash items such as asset impairment charges, severance and benefits costs, external legal and professional fees, and other costs. On July 31, 2007, we determined to record \$7.5 million (\$5.0 million net of taxes) of restructuring charges for the three months ended June 30, 2007. These charges included a \$2.8 million impairment of property, plant and equipment, a \$4.0 million liability for legally-required severance obligations, and \$0.7 million for other related costs, including external legal and consulting fees. As a result of the plans to close the facilities, we performed an evaluation of the undiscounted future cash flows of the related asset group and recorded the impairment charge for the difference between the net book value of the assets and their estimated fair values. The estimated fair value of these assets was determined based upon a third-party appraisal for real estate and management's estimated salvage value for machinery and equipment.

The exact timing of the remaining estimated range of restructuring charges, as well as the remaining estimated cost ranges by category type and the amount of charges that will result in future cash expenditures, have not been finalized. Meetings with the local staff representatives must be completed before the total amount of the restructuring expenses, timing and ongoing benefits of the targeted changes can be definitively known. This process may span several months. This Form 8-K/A contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements reflect management's current knowledge, assumptions, beliefs, estimates, and expectations and express management's current views of future performance, results, and trends and may be identified by their use of terms such as anticipate, believe, could, estimate, expect, intend, may, plan, predict, project, will, and other similar terms. Forward-looking statements may differ materially from those described in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including the factors discussed in the Company's filings with the Securities and Exchange Commission (including the Company's annual report on Form 10-K for the year ended December 31, 2006, under the heading, Risk Factors and its quarterly reports), which could cause the Company's actual results to materially differ from those described in the forward-looking statements. Although the Company believes that the forward-looking statements are accurate, there can be no assurance that any forward-looking statement will prove to be accurate. A forward-looking statement should not be regarded as a representation by the Company that the results described therein will be achieved. Readers should not place undue reliance on any forward-looking statement. The forward-looking statements are made as of the date of this Form 8-K/A. The Company assumes no obligation to update any forward-looking statement after this date.

**Item 2.06 Material Impairments.**

The information provided in Item 2.05 is incorporated herein by reference.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 6, 2007

**WRIGHT MEDICAL GROUP, INC.**

By: /s/ Gary D. Henley  
Gary D. Henley  
President and Chief Executive Officer