

WRIGHT MEDICAL GROUP INC
Form SC 13G/A
February 26, 2003

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)

WRIGHT MEDICAL GROUP, INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

98235T-107

(CUSIP Number)

December 31, 2002

(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg, Pincus Equity Partners, L.P. -
(IRS Identification No. 13-3986317)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

14,342,609

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

14,342,609

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,342,609

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

43.7%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg Pincus & Co. - (IRS Identification No. 13-6358475)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER
14,342,609

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
14,342,609

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
14,342,609

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
43.7%

12 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg Pincus LLC- (IRS Identification No. 13-4069737)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

14,342,609

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

14,342,609

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,342,609

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

43.7%

12 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

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This Amendment No. 2 to Schedule 13G amends and restates in its entirety Amendment No. 1 to Schedule 13G, which amended the initial Schedule 13G filed by Warburg, Pincus Equity Partners, L.P. ("WPEP"), Warburg Pincus & Co. ("WP") and Warburg Pincus LLC ("WP LLC") with the Securities and Exchange Commission with respect to the common stock, par value \$.01 per share (the "Common Stock") of Wright Medical Group, Inc.

Item 1(a) Name of Issuer:

Wright Medical Group, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

5677 Airline Road
Arlington, TN 37002

Items 2(a) and 2(b) Name of Person Filing; Address of Principal Business Office:

This Amendment No. 2 to Schedule 13G is being filed by and on behalf of (a) WPEP; (b) WP; and (c) WP LLC. WPEP has three affiliated partnerships: Warburg, Pincus Netherlands Equity Partners I, C.V., a Netherlands limited partnership, Warburg, Pincus Netherlands Equity Partners II, C.V., a Netherlands limited partnership, and Warburg, Pincus Netherlands Equity Partners III, C.V., a Netherlands limited partnership. WP is the sole general partner of WPEP. WPEP is managed by WP LLC. The business address of each of the foregoing is 466 Lexington Avenue, New York, New York 10017.

Item 2(c) Citizenship:

WPEP is a Delaware limited partnership, WP is a New York general partnership and WP LLC is a New York limited liability company.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e) CUSIP Number:

98235T-107

Item 3 If this statement is filed pursuant to ss. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person is filing as a:

Not Applicable

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Item 4.

Ownership:

WPEP, WP and WP LLC have shared dispositive and voting power with respect to 14,342,609 shares of Common Stock, which includes 345,455 shares represented by Common Stock warrants acquired in December 1999.

Warburg, Pincus Equity Partners, L.P.

- (a) Amount beneficially owned: 14,342,609 shares of Common Stock, as of December 31, 2002.
- (b) Percent of Class: 43.7%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 14,342,609
- (iii) Sole power to dispose of or direct the disposition of: -0-
- (iv) Shared power to dispose of or direct the disposition of: 14,342,609

Warburg Pincus & Co.

- (a) Amount beneficially owned: 14,342,609 shares of Common Stock, as of December 31, 2002.
- (b) Percent of Class: 43.7%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 14,342,609
- (iii) Sole power to dispose of or direct the disposition of: -0-
- (iv) Shared power to dispose of or direct the disposition of: 14,342,609

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Warburg Pincus LLC

- (a) Amount beneficially owned: 14,342,609 shares of Common Stock, as of December 31, 2002.
- (b) Percent of Class: 43.7%
- (c) (i) Sole power to vote or direct the vote: -0-

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(ii) Shared power to vote or direct the vote:
14,342,609

(iii) Sole power to dispose of or direct the
disposition of: -0-

(iv) Shared power to dispose of or direct the
disposition of: 14,342,609

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as
of the date hereof the reporting person has ceased to be the
beneficial owner of more than five percent of the class of
securities, check the following.

Item 6 Ownership of More than Five Percent on Behalf of Another

Person:

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which

Acquired the Security Being Reported on By the Parent

Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

WPEP, WP and WP LLC are making this single, joint filing
because they may be deemed to constitute a "group" within
the meaning of Section 13(d) (3) of the Securities Exchange
Act of 1934, as amended. Each of WPEP, WP and WP LLC
disclaims

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beneficial ownership of all of the shares of Common Stock,
other than those reported herein as being owned by it.

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2003

WARBURG, PINCUS EQUITY PARTNERS, L.P.

By: Warburg Pincus & Co., General Partner

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Partner

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Partner

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Member