

LVB ACQUISITION, INC.

Reported by
KKR & CO. INC.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/26/15 for the Period Ending 06/24/15

Address CORPORATION TRUST CENTER
1209 ORANGE ST.
WILMINGTON, DE, 19801

Telephone 212-750-8300

CIK 0001402366

SIC Code 3842 - Orthopedic, Prosthetic, and Surgical Appliances and Supplies

Fiscal Year 05/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person - *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
KKR Associates 8 NA L.P.			LVB Acquisition, Inc. [NONE]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200			6/24/2015					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10019						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	6/24/2015		J	(U)	134008582.5	D	(U)	0	I	See Footnotes (2)(3)(4)(5)(6)(7)(8)(9)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- On June 24, 2015, Zimmer Holdings, Inc., (subsequently renamed Zimmer Biomet Holdings, Inc.), a Delaware corporation ("Zimmer"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger between the Issuer, Zimmer and Owl Merger Sub, Inc., a Delaware corporation and an indirect wholly-owned subsidiary of Zimmer ("Merger Sub"), dated as of April 24, 2014 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation and an indirect wholly-owned subsidiary of Zimmer (the "Merger"). Pursuant to the Merger Agreement, on June 24, 2015, the effective date of the Merger, each share of Issuer common stock ("Common Stock") was exchanged for \$8.94 in cash and 0.0562 shares of Zimmer common stock.
- Immediately prior to the Merger, KKR Biomet LLC may have been deemed to indirectly beneficially own these shares of Common Stock by virtue of the 1,340,085.82482 membership units of LVB Acquisition Holding, LLC ("Holding") that it holds. Immediately prior to the Merger, Holding was the holder of 536,034,330 shares of Common Stock. KKR Biomet LLC is owned by the following entities: KKR 2006 Fund L.P. (the "KKR 2006 Fund"), KKR PEI Investments, L.P. ("PEI Investments"), 8 North America Investor L.P. ("8 North America"), OPERF Co-Investment, LLC ("OPERF"), and KKR Partners III, L.P. ("KKR Partners III").
- As the sole general partner of the KKR 2006 Fund and as the manager of OPERF, immediately prior to the Merger, KKR Associates 2006 L.P. may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by the KKR 2006 Fund and by OPERF. As the sole general partner of KKR Associates 2006 L.P., immediately prior to the Merger, KKR 2006 GP LLC may also have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by the KKR 2006 Fund and by OPERF. As the sole general partner of PEI Investments, immediately prior to the Merger, KKR PEI Associates, L.P. may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by PEI Investments.
- As the sole general partner of KKR PEI Associates, L.P., immediately prior to the Merger, KKR PEI GP Limited may also have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by PEI Investments.
- As the sole general partner of 8 North America, immediately prior to the Merger, KKR Associates 8 NA L.P. may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by 8 North America. As the sole general partner of KKR Associates 8 NA L.P., immediately prior to the Merger, KKR 8 NA Limited may have been deemed to share voting and dispositive power with respect to any shares of

Common Stock beneficially owned by 8 North America.

- (6) Immediately prior to the Merger, each of KKR Fund Holdings L.P. (as the designated member of KKR 2006 GP LLC and the sole shareholder of KKR PEI GP Limited and KKR 8 NA Limited); KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.); KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited); KKR Group Limited (as the sole general partner of KKR Group Holdings L.P.); KKR & Co. L.P. (as the sole shareholder of KKR Group Limited) and KKR Management LLC (as the sole general partner of KKR & Co. L.P.) may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by the KKR 2006 Fund, OPERF, PEI Investments and 8 North America.
- (7) As the sole general partner of KKR Partners III, immediately prior to the Merger, KKR III GP LLC may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by KKR Partners III. As the designated members of KKR Management LLC and the managers of KKR III GP LLC, immediately prior to the Merger, Henry R. Kravis and George R. Roberts may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by the KKR 2006 Fund, OPERF, 8 North America, PEI Investments and KKR Partners III.
- (8) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Persons state that this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (9) Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR Biomet LLC, KKR 2006 Fund L.P., KKR PEI Investments, L.P., 8 North America Investor L.P., OPERF Co-Investment, LLC, KKR Partners III, L.P., KKR Associates 2006 L.P., KKR 2006 GP LLC, KKR PEI Associates, L.P., KKR PEI GP Limited, Henry R. Kravis, George R. Roberts and KKR III GP LLC have made separate Form 4 filings.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Associates 8 NA L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR 8 NA Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		

Signatures

****KKR ASSOCIATES 8 NA L.P. By: KKR 8 NA Limited, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director**

6/26/2015

--Signature of Reporting Person

Date

****KKR 8 NA LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director**

6/26/2015

—Signature of Reporting Person

Date

****KKR FUND HOLDINGS L.P. By: KKR Fund Holdings GP Limited, a general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director**

6/26/2015

—Signature of Reporting Person

Date

****KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director**

6/26/2015

—Signature of Reporting Person

Date

****KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director**

6/26/2015

—Signature of Reporting Person

Date

****KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director**

6/26/2015

—Signature of Reporting Person

Date

****KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer**

6/26/2015

—Signature of Reporting Person

Date

****KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer**

6/26/2015

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

POWER OF ATTORNEY

Know all men by these presents that William J. Janetschek does hereby make, constitute and appoint David J. Sorkin, Terence P. Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ William J. Janetschek

Name: William J. Janetschek

Date: May 28, 2014