

ZIMMER BIOMET HOLDINGS, INC.
 Form 4
 June 26, 2015

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Blackstone Group L.P.

2. Issuer Name and Ticker or Trading Symbol
 ZIMMER BIOMET HOLDINGS, INC. [ZBH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE

06/24/2015

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10154

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Cash-Settled Equity Swap	\$ 113.6648	06/24/2015	X/K				14,152	<u>(1)(2)</u>	08/01/2017	Common Stock	14,152
Cash-Settled Equity Swap	\$ 113.4561	06/25/2015	X/K				42,594	<u>(1)(2)</u>	08/01/2017	Common Stock	42,594

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Group L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		

Signatures

** The Blackstone Group L.P. By: Blackstone Group Management L.L.C., its General Partner By: /s/ John G. Finley Title: Chief Legal Officer 06/26/2015

__Signature of Reporting Person Date

** Blackstone Group Management L.L.C. By: /s/ John G. Finley Title: Chief Legal Officer 06/26/2015

__Signature of Reporting Person Date

** /s/ Stephen A. Schwarzman 06/26/2015

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) An affiliate of The Blackstone Group L.P. established a short position through cash-settled equity swaps (the "Swaps") with respect to 56,746 shares of common stock of the issuer ("Common Stock"). This position was established prior to the Reporting Persons becoming subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This position was part of a basket of short positions, which was intended to hedge such affiliate's long position in another issuer.

(2) Under the terms of these Swaps, on the designated settlement date or earlier termination of such swaps (the "Settlement Date"), such affiliate was obligated to pay to the counterparty any positive price performance of the reference shares between the reference price (\$110.26) and the market value of such reference shares as of such Settlement Date, and the counterparty was obligated to pay to such affiliate any negative price performance of the reference shares between the reference price and the market value of such reference shares as of such Settlement Date. The Swap holder has terminated early the Swaps that were otherwise set to expire on August 1, 2017.

(3) The Blackstone Group L.P., Blackstone Group Management L.L.C. and Stephen A. Schwarzman may be deemed to indirectly beneficially own a portion of the Swaps described herein. The Blackstone Group L.P., Blackstone Group Management L.L.C. and Mr. Schwarzman each disclaims beneficial ownership of such Swaps except to the extent of its or his indirect pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under 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.

(4) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

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

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