

DOMINION RESOURCES INC /VA/
Form SC TO-I/A
July 30, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Amendment No. 2

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

DOMINION RESOURCES, INC.

(Name of Subject Company (Issuer))

DOMINION RESOURCES, INC.

(Names of Filing Persons (Issuer and Offeror))

Common Stock, Without Par Value

(Title of Class of Securities)

25746U 10 9

(CUSIP Number of Class of Securities)

Patricia A. Wilkerson, Vice President and Corporate Secretary

James P. Carney, Assistant Treasurer

Dominion Resources, Inc.

120 Tredegar Street

Richmond, Virginia 23219

(804) 819-2000

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

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James F. Stutts
Mark O. Webb
Dominion Resources, Inc.
120 Tredegar Street
Richmond, Virginia 23219

Jane Whitt Sellers
McGuireWoods LLP
One James Center
Richmond, Virginia 23219-4030

CALCULATION OF FILING FEE

Transaction Valuation*
\$5,060,000,000

Amount of Filing Fee**
\$155,342

- * Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 55,000,000 shares of common stock at the maximum tender offer price of \$92.00 per share.
- ** The amount of the filing fee, calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$30.70 per million dollars of the value of the transaction. Fees previously paid.
- “ Check the box if any part of the filing fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

- “ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

- “ third party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- “ going private transaction subject to Rule 13e-3.
- “ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: “

INTRODUCTION

This Amendment No. 2 (the Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the SEC) on July 10, 2007, as amended and supplemented by Amendment No. 1 to the Schedule TO filed with the SEC on July 13, 2007 (collectively, the Schedule TO) relating to the offer by Dominion Resources, Inc., a Virginia corporation (the Company), to purchase up to 55,000,000 shares of its common stock, without par value, at a price not greater than \$92.00 nor less than \$82.00 per share, net to the seller in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 10, 2007 (the Offer to Purchase) and in the related Letter of Transmittal (the Letter of Transmittal). The information contained in the Offer to Purchase and the related Letter of Transmittal, which were previously filed with the Schedule TO, is incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

ITEMS 1-11.

Items 1 through 11 of the Schedule TO incorporate by reference the information contained in the Offer to Purchase, a copy of which was filed with the Schedule TO as exhibit (a)(1)(A).

The Offer to Purchase is hereby amended and supplemented as follows:

(1) In the Summary Term Sheet section of the Offer to Purchase, the answer to sixth question will be replaced with the following:

On June 27, 2007, the last full trading day before we announced our intention to make the Offer, the reported closing price of our common stock on the NYSE was \$83.55 per share. On July 6, 2007, the last trading day prior to printing this Offer to Purchase, the reported closing price of our common stock on the NYSE was \$86.19 per share. Please note that during the second quarter of this year, our common stock traded higher than the price range for the Offer. We cannot provide you with any assurances concerning the future price of our common stock, but there is a risk that security holders who tender into the Offer may receive a lower price than they would have received in an open market sale. You are urged to obtain current market quotations for the shares before deciding whether to tender your shares. See Section 8.

(2) In Section 4 of the Offer to Purchase, the following paragraph will be inserted following the second bullet point explaining the requirements for an effective notice of withdrawal:

A stockholder who has tendered shares at more than one price or with separate letters of transmittal must complete a separate notice of withdrawal for the shares tendered at each price or with each letter of transmittal.

(3) In Section 7 of the Offer to Purchase, the second bullet point will be replaced with the following:

There has occurred any change, not within our direct or indirect control, on or after July 8, 2007 that we deem material in the general political, market, economic or financial conditions in the United States or abroad that is reasonably likely to adversely affect the business, condition (financial or otherwise), assets, results of operations or prospects of us or any of our subsidiaries or affiliates, taken as a whole, or value of the shares or otherwise materially impairs the benefits of the Offer to us or the contemplated future conduct of our business, or adversely affects trading in the shares;

(4) In Section 7 of the Offer to Purchase, the fourth bullet point will be replaced with the following:

There has occurred, on or after July 8, 2007 a commencement or escalation of a war, armed hostilities or other international or national calamity, not within our direct or indirect control, including, but not limited to, an act of terrorism, directly or indirectly involving the United States or any country in which we conduct operations that are material to our business;

(5) In Section 7 of the Offer to Purchase, the fifth bullet point will be replaced with the following:

There has been a limitation, whether or not mandatory, by any governmental, regulatory or administrative agency or authority on, or any event, not within our direct or indirect control, that, in Dominion's reasonable judgment, could materially affect the extension of credit by banks or other lending institutions in the United States;

(6) In Section 7 of the Offer to Purchase, the last sentence will be replaced with the following:

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Any determination by Dominion concerning the events described above will be final and binding on all parties, subject to the rights of security holders to challenge Dominion's determinations in a court of competent jurisdiction.

(7) In Section 8 of the Offer to Purchase, the paragraph following the table will be replaced with the following:

On July 6, 2007, the last trading day prior to printing this Offer to Purchase, the last reported closing price of our common stock on the NYSE was \$86.19 per share. We announced our intention to make the Offer before the open of trading on the NYSE during the morning of June 28, 2007. On June 27, 2007, the closing sales price of the shares on the NYSE was \$83.55 per share. Please note that during the second quarter of this year, our common stock traded higher than the price range for the Offer. We cannot provide you with any assurances concerning the future price of our common stock, but there is a risk that security holders who tender into the Offer may receive a lower price than they would have received in an open market sale. We urge stockholders to obtain a current market price for the shares before deciding whether, and at what price or prices, to tender their shares. Dividends on Dominion common stock are paid as declared by our Board of Directors. Dividends are typically paid on the 20th day of March, June, September and December.

SIGNATURE

After due 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.

Date: July 30, 2007

DOMINION RESOURCES, INC.

By: /s/ Mark O. Webb
Name: Mark O. Webb
Title: Deputy General Counsel
(Authorized Signatory)

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Dane A. Miller, Ph.D.⁽¹⁾

400,000

400,000

Jeffrey K. Rhodes⁽²⁾

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Andrew Y. Rhee⁽²⁾

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On January 14, 2010, we entered into a consulting agreement with Dr. Dane A. Miller Ph.D., pursuant to which it will pay Dr. Miller a consulting fee of \$0.25 million per fiscal year for Dr. Miller's consulting services and will reimburse Dr. Miller for out-of-pocket fees and expenses relating to an off-site office and administrative support in an amount of \$0.1 million per year. The term of the agreement extends through the earlier of September 1, 2011, an initial public offering or a change of control. The agreement also contains certain restrictive covenants prohibiting Dr. Miller from competing with us and soliciting our employees during the term of the agreement and for a period of one year following such term. On September 6, 2011, we entered into an amendment to the consulting agreement with Dr. Miller, pursuant to which we agreed to increase the expenses relating to an off-site office and (1) administrative support from \$0.1 million per year to \$0.15 million per year and extend the term of the agreement through the earlier of September 1, 2013, an initial public offering or a change of control. On August 19, 2013, we entered into a second amendment to the consulting agreement with Dr. Miller, pursuant to which we agreed to extend the term of the agreement through the earlier of September 1, 2014, certain initial public offerings or a change of control. Dr. Miller received \$0.4 million of payment, under the consulting agreement during the year ended May 31, 2014. On April 22, 2014, Biomet entered into a third amendment to the consulting agreement with Dr. Miller, pursuant to which it agreed to pay him, upon a termination of his consulting agreement, consulting fees owed to date and a termination fee of \$2 million upon the earlier of a change in control or an initial public offering, provided such event occurs prior to January 1, 2016.

Table excludes payments of an annual fee of \$2.76 million that was paid to each of our Principal Stockholders (or one or more of their affiliates) pursuant to our management services agreement for the fiscal year ended May 31, 2014 for services provided thereunder by employees of our Principal Stockholders, which, may from time to time include the directors. No such services required substantial time or resources, nor were any employees specifically identified in the agreement as a service provider. Certain of our directors have relationships with the Principal (2) Stockholder entities which received such fees as follows: Mr. Coslet is a TPG Partner and Mr. Rhodes is a TPG Principal; Mr. Akazhanov and Mr. Chu are officers of certain affiliates of The Blackstone Group L.P.; Mr. Jones is a Managing Director and Mr. Rhee is a Vice President of Goldman, Sachs & Co.; and Messrs. Michelson and Lin are executives of Kohlberg Kravis Roberts & Co. L.P. None of the directors are compensated directly on the basis of fees received by our Principal Stockholders under the management services agreement. Please see "Note 18-Related Parties—Management Services Agreement" to our audited financial statements included in Part II, Item 8 of this report.

In addition, we have certain other relationships with our Principal Stockholders from time to time, including a consulting engagement with KKR Capstone (a related party of Kohlberg Kravis Roberts & Co) as described under "Note 18—Related Parties" in notes to our audited financial statements included in Part II, Item 8 of this report. Neither Mr. Michelson nor Mr. Lin is employed by or is a director or officer of KKR Capstone.

Business Expenses

Our non-employee directors are reimbursed for their business expenses related to their attendance at our meetings, including room, meals and transportation to and from Board and committee meetings. On rare occasions, a director's spouse may accompany a director when traveling on Biomet business. At times, a director may travel to and from our meetings on our corporate aircraft. Directors are also eligible to be reimbursed for attendance at qualified director education programs.

Director and Officer Liability (or D&O) Insurance and Travel Accident Insurance

D&O insurance individually insures our directors and officers against certain losses that they are legally required to bear as a result of their actions while performing duties on our behalf. Our D&O insurance policy does not break out the premium for directors versus officers and, therefore, a dollar amount cannot be assigned to the coverage provided for individual directors.

We also maintain an Aviation Insurance Policy that provides benefits to each director in the event of death or disability (permanent and total) during travel on our corporate aircraft. This policy also covers employees and others while traveling on our corporate aircraft and, therefore, a dollar amount cannot be assigned to the coverage provided for individual directors.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Holding owns 97.16% of the issued and outstanding capital stock of Parent. All equity interests in Holding are owned, directly or indirectly, by the Principal Stockholder Funds and the Co-Investors.

The following table sets forth information with respect to the ownership of as of July 31, 2014 for (a) each person known by us to own beneficially more than a 5% equity interest in Parent, (b) each member of our board of directors, (c) each of our named executive officers, and (d) all of our executive officers and directors as a group. Biomet has 1,000 shares of common stock outstanding, all of which are owned directly by Parent. Share amounts indicated below reflect beneficial ownership, indirectly through Holding or directly through Parent, by such entities or individuals of these 1,000 shares of Biomet.

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The amounts and percentages of shares beneficially owned are reported on the basis of SEC regulations governing the determination of beneficial ownership of securities. Under SEC rules, a person is deemed to be a “beneficial owner” of a security if that person has or shares voting power or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Securities that can be so acquired are deemed to be outstanding for purposes of computing such person’s ownership percentage, but not for purposes of computing any other person’s percentage. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities and a person may be deemed to be a beneficial owner of securities as to which such person has no economic interest.

Based solely on its review of the copies of the reports it has received, the Company believes that each of its executive officers and directors has complied with applicable reporting requirements for transactions in Company common stock during the fiscal year ended May 31, 2014.

Except as otherwise indicated in the footnotes below, each of the beneficial owners has, to our knowledge, sole voting and investment power with respect to the indicated shares. Unless otherwise noted, the address of each beneficial owner is c/o Biomet, Inc., 56 East Bell Drive, Warsaw, Indiana 46582.

Name and address of Beneficial Owner	Beneficial Ownership of Biomet Common Shares	Percentage Owned	
LVB Acquisition Holding, LLC ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	536,034,330	97.16	%
Jeffrey R. Binder ⁽⁶⁾	4,127,300	0.74	%
Daniel P. Florin ⁽⁷⁾	764,001	0.14	%
Daniel E. Williamson ⁽⁸⁾	360,000	0.07	%
Renaat Vermeulen ⁽⁹⁾	399,997	0.07	%
Adam R. Johnson ⁽¹⁰⁾	226,251	0.04	%
Jonathan J. Coslet ⁽¹¹⁾	0	0.00	%
Timur Akazhanov ⁽¹²⁾	0	0.00	%
Adrian Jones ⁽¹³⁾	0	0.00	%
Max Lin ⁽¹⁴⁾	0	0.00	%
Chinh E. Chu ⁽¹²⁾	0	0.00	%
Michael Michelson ⁽¹⁴⁾	0	0.00	%
Dane A. Miller ⁽¹⁵⁾	11,591,881	2.10	%
Andrew Y. Rhee ⁽¹³⁾	0	0.00	%
Jeffrey K. Rhodes ⁽¹¹⁾	0	0.00	%
All executive officers and directors as a group (20 persons) ⁽¹⁶⁾	546,108,580	98.99	%

(1) 95.93% of the membership units of Holding are held by The Blackstone Funds (as defined below), The Goldman Sachs Group, Inc., KKR Biomet LLC and TPG Funds (as defined below).

The Blackstone Funds beneficially own 130,841,915.8326 shares of our common stock, including

(i) 61,012,316.50820 shares of our common stock held by Blackstone Capital Partners V, L.P.,
(ii) 9,773,455.10131 shares of our common stock held by Blackstone Capital Partners V-AC L.P.,

(2) (iii) 28,905,000.00388 of our common stock held by BCP V-S L.P., (iv) 1,373,175.00018 shares of our common stock held by Blackstone Family Investment Partnership V L.P., (v) 2,171,255.30029 shares of our common stock held by Blackstone Family Investment Partnership V-SMD L.P., (vi) 229,127.31503 shares of our common stock held by Blackstone Participation Partnership V L.P., and (vii) 27,377,586.60368 shares of our common stock held by BCP V Co-Investors L.P., or collectively, the Blackstone Funds.

Blackstone Management Associates V L.L.C is the general partner of each of Blackstone Capital Partners V L.P., Blackstone Capital Partners V-AC L.P., BCP V-S L.P., and BCP V Co-Investors L.P. BMA V L.L.C. is the sole member of Blackstone Management Associates V L.L.C. BCP V Side-By-Side GP L.L.C. is the general partner of Blackstone Family Investment Partnership V L.P. and Blackstone Participation Partnership V L.P. Blackstone Family GP L.L.C. is the general partner of Blackstone Family Investment Partnership V-SMD L.P.

Blackstone Holdings III L.P. is the managing member and the owner of a majority in interest of BMA V L.L.C. and the sole member of BCP V Side-By-Side GP L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. Blackstone Family GP L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Mr. Schwarzman. Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the common stock

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beneficially owned by the Blackstone Funds directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such common stock except to the extent of its or his indirect pecuniary interest therein. The address of Mr. Schwarzman and each of the other entities listed in this footnote is c/o The Blackstone Group L.P., 345 Park Avenue, New York, New York 10154.

- The Goldman Sachs Group, Inc. beneficially owns 130,841,915.83258 shares of our common stock, including
- (i) 43,367,915.81383 shares of our common stock held by GS Capital Partners VI Fund, L.P.,
 - (ii) 1,541,318.75521 shares of our common stock held by GS Capital Partners VI GmbH & Co. KG,
 - (iii) 36,071,875.83785 shares of our common stock held by GS Capital Partners VI Offshore Fund, L.P.,
 - (iv) 11,925,384.82060 shares of our common stock held by GS Capital Partners VI Parallel, L.P.,
 - (v) 6,187,599.00083 shares of our common stock held by GS LVB Co-Invest, L.P., (vi) 6,313,795.00085 shares of our common stock held by Goldman Sachs BMET Investors, L.P., (vii) 18,478,545.00248 shares of our common stock held by Goldman Sachs BMET Investors Offshore Holdings, L.P., (viii) 4,446,381.60060 shares of our common stock held by GS PEP Bass Holdings, L.L.C., (ix) 630,980.00008 shares of our common stock held by Goldman Sachs Private Equity Partners, 2004-Direct Investment Fund, L.P., (x) 901,320.00012 shares of our
- (3) common stock held by Goldman Sachs Private Equity Partners, 2005-Direct Investment Fund, L.P., and (xi) 976,800.00013 shares of our common stock held by Goldman Sachs Private Equity Partners IX-Direct Investment Fund, L.P., or collectively, the GS Entities. Affiliates of The Goldman Sachs Group, Inc. and Goldman, Sachs & Co. are the general partner, managing limited partner, managing partner or manager of the GS Entities. Goldman, Sachs & Co. is the investment manager for certain of the GS Entities. Goldman, Sachs & Co. is a direct and indirect wholly-owned subsidiary of The Goldman Sachs Group, Inc. The GS Entities share voting power and dispositive power with respect to the shares of our common stock beneficially owned by them with certain of their respective affiliates. Adrian Jones is a managing director and Andrew Y. Rhee is a vice president of Goldman, Sachs & Co. Each of Mr. Jones, Mr. Rhee and these entities disclaims beneficial ownership of these shares of our common stock, except to the extent of their pecuniary interest therein, if any. The address of the GS Entities and The Goldman Sachs Group, Inc. is c/o Goldman, Sachs & Co., 200 West Street, New York, NY 10282.
- KKR Biomet LLC beneficially owns 134,008,582.50000 shares of our common stock. The address of KKR Biomet, LLC is c/o Kohlberg Kravis Roberts & Co. L.P., 2800 Sand Hill Road, Suite 200, Menlo Park, CA 94025. KKR Biomet LLC is owned by the following entities (with percentage ownership of KKR Biomet LLC):
- (4) KKR 2006 Fund L.P. (83.4%), or KKR 2006 Fund, KKR PEI Investments, L.P. (11.3%), or PEI Investments, 8 North America Investor L.P. (3.6%), 8 North America, OPERF Co-Investment, LLC (0.7%), or OPERF, and KKR Partners III, L.P. (1.0%), or KKR Partners III.

As the sole general partner of the KKR 2006 Fund and as the manager of OPERF, KKR Associates 2006 L.P. may be deemed to share voting and dispositive power with respect to any common stock beneficially owned by the KKR 2006 Fund and by OPERF but disclaims beneficial ownership of such common stock. As the sole general partner of KKR Associates 2006 L.P., KKR 2006 GP LLC may also be deemed to share voting and dispositive power with respect to any common stock beneficially owned by the KKR 2006 Fund and by OPERF but disclaims beneficial ownership of such common stock.

As the sole general partner of PEI Investments, KKR PEI Associates, L.P. may be deemed to share voting and dispositive power with respect to any common stock beneficially owned by PEI Investments but disclaims beneficial ownership of such common stock. As the sole general partner of KKR PEI Associates, L.P., KKR PEI GP Limited may also be deemed to share voting and dispositive power with respect to any common stock beneficially owned by PEI Investments but disclaims beneficial ownership of such common stock.

As the sole general partner of 8 North America, KKR Associates 8 NA L.P. may be deemed to share voting and dispositive power with respect to the common stock beneficially owned by 8 North America but disclaims beneficial ownership of such common stock. As the sole general partner of KKR Associates 8 NA L.P., KKR 8 NA Limited may be deemed to share voting and dispositive power with respect to the common stock beneficially owned by 8 North

America but disclaims beneficial ownership of such common stock.

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 be deemed to share voting and dispositive power with respect to the common stock beneficially owned by the KKR 2006 Fund, OPERF, PEI Investments and 8 North America. KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P. and KKR Management LLC disclaim beneficial ownership of such common stock.

As the sole general partner of KKR Partners III, KKR III GP LLC may be deemed to share voting and dispositive power with respect to any common stock beneficially owned by KKR Partners III but disclaims beneficial ownership of such common stock.

As the designated members of KKR Management LLC and the managers of KKR III GP LLC, Henry R. Kravis and George R. Roberts may be deemed to share voting and dispositive power with respect to the common stock beneficially owned by the KKR 2006 Fund, OPERF, 8 North America, PEI Investments and KKR Partners III but disclaim beneficial ownership of such common stock.

The TPG Funds (as defined below) beneficially own 130,841,915.83258 shares of our common stock, including (i) 5,000,000.00067 common stock held by TPG Partners IV, L.P., a Delaware limited partnership, or TPG Partners IV, whose general partner is TPG GenPar IV, L.P., a Delaware limited partnership, whose general partner is TPG GenPar IV Advisors, LLC, a Delaware limited liability company, whose sole member is TPG Holdings I, L.P., a Delaware limited partnership, or TPG Holdings, (ii) 101,502,030.54563 common stock held by TPG Partners V, L.P., a Delaware limited partnership (“TPG Partners V”), whose general partner is TPG GenPar V, L.P., a Delaware limited partnership, or TPG GenPar V, whose general partner is TPG GenPar V Advisors, LLC, a Delaware limited liability company, whose sole member is TPG Holdings, (iii) 265,560.48304 common stock held by TPG FOF V-A, L.P., a Delaware limited partnership, or TPG FOF A, whose general partner is TPG GenPar V, (iv) 214,161.68003 common stock held by TPG FOF V-B, L.P., a Delaware limited partnership, or TPG FOF B, whose general partner is TPG GenPar V, (v) 23,584,363.02317 common stock held by TPG LVB Co-Invest LLC, a Delaware limited liability company, or TPG Co-Invest I, whose managing member is TPG GenPar V, (vi) 275,800.10004 common stock held by TPG LVB Co-Invest II LLC, a Delaware limited liability company, or TPG Co-Invest II and, together with TPG Partners IV, TPG Partners V, TPG FOF A, TPG FOF B and TPG Co-Invest I, the TPG Funds, whose managing member is TPG GenPar V. The general partner of TPG Holdings is TPG Holdings I-A, LLC, a Delaware limited liability company, whose sole member is TPG Group Holdings (SBS), L.P., a Delaware limited partnership, whose general partner is TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation, or TPG Advisors. David Bonderman and James G. Coulter are officers and sole shareholders of TPG Advisors and may therefore be deemed to be the beneficial owners of the common stock held by the TPG Funds. Messrs. Bonderman and Coulter disclaim beneficial ownership of the common stock held by the TPG Funds except to the extent of their pecuniary interest therein. The address of TPG Advisors and Messrs. Bonderman and Coulter is c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102.

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- Shares of our common stock shown as beneficially owned by Mr. Binder reflect an aggregate of the following:
- (6)(i) 147,500 shares owned outright and (ii) 3,979,800 shares issuable upon exercise of vested options and options that will vest within 60 days of this filing.
- Shares of our common stock shown as beneficially owned by Mr. Florin reflect an aggregate of the following:
- (7)(i) 60,000 shares owned outright and (ii) 704,001 shares issuable upon exercise of vested options and options that will vest within 60 days of this filing.
- Shares of our common stock shown as beneficially owned by Mr. Williamson reflect an aggregate of the following:
- (8)(i) 75,000 shares owned outright and (ii) 285,000 shares issuable upon exercise of vested options and options that will vest within 60 days of this filing.
- Shares of our common stock shown as beneficially owned by Mr. Vermeulen reflect an aggregate of the following:
- (9)(i) 19,997 shares owned outright and (ii) 380,000 shares issuable upon exercise of vested options and options that will vest within 60 days of this filing.
- Shares of our common stock shown as beneficially owned by Mr. Johnson reflect an aggregate of the following:
- (10)(i) 10,000 shares owned outright and (ii) 216,251 shares issuable upon exercise of vested options and options that will vest within 60 days of this filing.
- Jonathan J. Coslet is a TPG Partner and Jeffrey K. Rhodes is a TPG Principal. Neither Mr. Coslet or Mr. Rhodes have voting or investment power over and each disclaim beneficial ownership of the common stock held by the TPG Funds. The address of Messrs. Coslet and Rhodes is c/o TPG Global, LLC is 301 Commerce Street, Suite 3300, Fort Worth, TX 76102.
- (11)
- Timur Akazhanov and Chinh E. Chu are officers of affiliates of the Blackstone Funds and each such person disclaims beneficial ownership of the common stock held by the Blackstone Funds. The address of Mr. Akazhanov and Mr. Chu is c/o The Blackstone Group, 345 Park Avenue, New York, NY 10154.
- (12)
- Each of Adrian Jones, managing director, and Andrew Y. Rhee, Vice President, may be deemed to be a beneficial owner of the common stock held by the GS Entities due to his status with Goldman, Sachs & Co., and each such person disclaims beneficial ownership of any such interests in which he does not have a pecuniary interest. The address of Mr. Jones and Mr. Rhee is c/o Goldman, Sachs & Co., 200 West Street, New York, NY 10282.
- (13)
- Michael M. Michelson and Max C. Lin are executives of Kohlberg Kravis Roberts & Co. L.P. Affiliates of Kohlberg Kravis Roberts & Co. L.P. may be deemed to have beneficial ownership of 1,340,085.82482 shares of our common stock. Messrs. Michelson and Lin disclaim beneficial ownership of such common stock. The address of Messrs. Michelson and Lin is c/o Kohlberg Kravis Roberts & Co. L.P., 2800 Sand Hill Road, Suite 200, Menlo Park, CA 94025.
- (14)
- The Dane A. Miller Trust owns 5,795,936 shares and the Mary Louise Miller Trust owns 5,795,945 shares. The trustee of the Dane A. Miller Trust is Dane A. Miller. The trustee of the Mary Louise Miller Trust together with the Dane A. Miller Trust, (the “Miller Trusts”) is Mary Louise Miller. The business address of the Miller Trusts is 700 Park Avenue, Suite G, Winona Lake, IN 46590.
- (15)
- Inclusive of 7,982,369 shares issuable upon exercise of vested options and options held by all executive officers and directors as a group that will vest within 60 days of this filing. Also, includes shares owned by The Blackstone Funds, The Goldman Sachs Group, Inc., KKR Biomet LLC and TPG Funds, that may be deemed to be beneficially owned by certain of our directors. See footnotes (1), (2), (3) and (4) above. See “Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities” for the number of securities authorized for issuance under equity compensation plans.
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Item 13. Certain Relationships and Related Transactions, and Director Independence.

A description of our Company's transactions with related persons is included in Note 18 to the consolidated financial statements.

Pursuant to our Code of Business Conduct and Ethics, all employees and directors (including our named executives) are required to avoid any personal or business influences or relationships that affect their ability to act in the best interests of the Company. If any matter exists that might be or creates the appearance of being a conflict of interest, the matter is required to be referred to our Compliance Department for interpretation and resolution. The Compliance Department reviews all such matters under the standard set forth in our Code of Business Conduct and Ethics as described above and does not approve any related party transaction unless it is in, or not inconsistent with, our best interests and, where applicable, the terms of such transaction are at least as favorable to us as could be obtained from an unrelated third party. As part of the resolution of such matters, the Compliance Department may determine that (i) no actual conflict exists, (ii) a conflict does exist which cannot be remediated, resulting in the cessation of the proposed transaction or arrangement, or (iii) a potential conflict does exist but the risk of the potential conflict can be remediated practically by imposing certain limitations on the affected employees or business transaction to ensure that the conflict does not materialize. Additionally, the LLC Agreement requires that affiliated party transactions involving the Principal Stockholders to be approved by a super-majority of Principal Stockholders not involved in the affiliated party transaction.

Other than as described under this heading, we have not adopted any formal policies or procedures for the review, approval or ratification of related-party transactions that may be required to be reported under the SEC's disclosure rules. Such transactions, if and when they are proposed or have occurred, have traditionally been (and will continue to be) reviewed by one or more of the Board of Directors, the Audit Committee or the Compensation Committee (other than the directors or committee members involved, if any) on a case-by-case basis, depending on whether the nature of the transaction would otherwise be under the purview of the Audit Committee, Compensation Committee or the Board of Directors.

Item 14. Principal Accountant Fees and Services.

Fees for professional services provided by Biomet's independent registered public accounting firm in each of the last two fiscal years, in each of the following categories are:

(in millions)	For the Year Ended May 31, 2014	For the Year Ended May 31, 2013
Audit fees	\$4.8	\$3.0
Audit-related fees	—	—
Total audit and audit related fees	4.8	3.0
Tax fees	1.6	1.5
All other fees	0.3	2.9
Total fees	\$6.7	\$7.4

Fees for audit services include fees associated with the annual audit of consolidated financial statements, the reviews of the Company's quarterly reports on Form 10-Q and SEC registration statements, audit-related accounting consultations, audit-related acquisition accounting and statutory audits required internationally. Audit-related fees principally included assistance with implementation of various rules and standards. Tax fees included tax compliance, tax advice and tax planning. All other fees primarily related to due diligence in connection with acquisitions. The Audit Committee has adopted policies and procedures for approving in advance all audit and permitted non-audit services to be performed for the Company by its independent registered public accounting firm, subject to certain de minimis exceptions approved by the Audit Committee. Prior to the engagement of the independent registered public accounting firm for the next year's audit, management, with the participation of the independent registered public accounting firm, submits to the Audit Committee for approval an aggregate request for services expected to be rendered during that year for various categories of services.

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Part IV.

Item 15. Exhibits, Financial Statement Schedules.

(a) The following financial statements and financial statement schedules are included in Item 8 herein.

(1) Consolidated Financial Statements:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of May 31, 2014 and 2013

Consolidated Statements of Operations for the years ended May 31, 2014, 2013 and 2012

Consolidated Statements of Shareholder's Equity for the years ended May 31, 2014, 2013 and 2012

Consolidated Statements of Cash Flows for the years ended May 31, 2014, 2013 and 2012

Notes to Consolidated Financial Statements

(2) Financial Statement Schedules:

Schedule I—Condensed Financial Information

Schedule II—Valuation and Qualifying Accounts

Quarterly Results (Unaudited)

(3) Exhibits:

Refer to the Index to Exhibits immediately following the signature page of this report, which is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, LVB Acquisition, Inc. and Biomet, Inc. has duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized on August 20, 2014.

LVB ACQUISITION, INC.

BIOMET, INC.

By: /S/ JEFFREY R. BINDER
Jeffrey R. Binder
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of LVB Acquisition, Inc. and Biomet, Inc. and in the capacities indicated on August 20, 2014.

By: /S/ TIMUR AKAZHANOV
Timur Akazhanov, Director

By: /S/ JEFFREY R. BINDER
Jeffrey R. Binder, President and
Chief Executive Officer and Director
(Principal Executive Officer)

By: /S/ CHINH E. CHU
Chinh E. Chu, Director

By: /S/ JONATHAN J. COSLET
Jonathan J. Coslet, Director

By: /S/ ADRIAN JONES
Adrian Jones, Director

By: /S/ MAX C. LIN
Max C. Lin, Director

By: /S/ MICHAEL MICHELSON
Michael Michelson, Director

By: /S/ DANE A. MILLER
Dane A. Miller, Director

By: /S/ ANDREW Y. RHEE
Andrew Y. Rhee, Director

By: /S/ JEFFREY K. RHODES
Jeffrey K. Rhodes, Director

By: /S/ DANIEL P. FLORIN

Daniel P. Florin, Senior Vice President and Chief
Financial Officer (Principal Financial And Principal Accounting Officer)

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EXHIBIT INDEX

Exhibit No.	Exhibit
2.1	Agreement and Plan of Merger, dated as of December 18, 2006, amended and restated as of June 7, 2007, among Biomet, Inc., LVB Acquisition, LLC and LVB Acquisition Merger Sub, Inc., incorporated herein by reference to Biomet, Inc.'s Current Report on Form 8-K filed on June 7, 2007.
2.2**	Agreement and Plan of Merger, dated as of April 24, 2014, among LVB Acquisition, Inc., Zimmer Holdings, Inc., and Owl Merger Sub, Inc. filed as Exhibit 2.1 to LVB Acquisition, Inc.'s Current Report on Form 8-K dated April 30, 2014 and incorporated herein by reference.
3.1	Amended and Restated Articles of Incorporation of Biomet, Inc., incorporated herein by reference to Exhibit 3.1 to Biomet, Inc.'s Current Report on Form 8-K filed on September 25, 2007.
3.2	Amended and Restated Bylaws of Biomet, Inc., incorporated herein by reference to Exhibit 3.2 to Biomet, Inc.'s Current Report on Form 8-K filed on September 25, 2007.
3.3	Amended and Restated Articles of Incorporation of LVB Acquisition, Inc., incorporated herein by reference to Exhibit 3.1 to LVB Acquisition, Inc.'s Registration Statement on Form 10 filed on September 28, 2011.
3.4	Amended and Restated Bylaws of LVB Acquisition, Inc., incorporated herein by reference to Exhibit 3.1 to LVB Acquisition, Inc.'s Current Report on Form 8-K filed on April 14, 2014.
4.1	Senior Subordinated Notes Indenture, dated as of October 2, 2012, among Biomet, Inc., the Guarantors listed therein and Wells Fargo Bank, National Association, as Trustee, filed as Exhibit 4.1 to LVB Acquisition, Inc.'s Current Report on Form 8-K filed on October 4, 2012 and incorporated herein by reference.
4.1.1	Form of 6.500% Senior Subordinated Notes due 2020 filed as Exhibit 4.1.1 to LVB Acquisition, Inc.'s Annual Report on Form 10-K dated August 29, 2013 and incorporated herein by reference.
4.2	First Supplemental Senior Notes Indenture, dated as of October 2, 2012, among Biomet, Inc., the Guarantors listed therein and Wells Fargo Bank, National Association, as Trustee, filed as Exhibit 4.2 to LVB Acquisition, Inc.'s Current Report on Form 8-K filed on October 4, 2012 and incorporated herein by reference.

4.2.1 Form of Rule 144A Global Note, Certificate No. A-3, 6.500% Senior Notes due 2020, filed as Exhibit 4.2.1 to LVB Acquisition, Inc.'s Current Report on Form 8-K filed on October 4, 2012 and incorporated herein by reference.

4.2.2 Form of 6.500% Senior Notes due 2020 filed as Exhibit 4.2.2 to LVB Acquisition, Inc.'s Annual Report on Form 10-K dated August 29, 2013 and incorporated herein by reference.

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Exhibit No.	Exhibit
4.3	Registration Rights Agreement for the 6.500% Senior Subordinated Notes due 2020, dated as of October 2, 2012, Biomet, Inc., the Guarantors listed therein, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co., Barclays Capital Inc., Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Wells Fargo Securities, LLC, HSBC Securities (USA) Inc., ING Financial Markets LLC, Natixis Securities Americas LLC, RBC Capital Markets, LLC, SMBC Nikko Capital Markets Limited and UBS Securities LLC, filed as Exhibit 4.3 to LVB Acquisition, Inc.'s Current Report on Form 8-K filed on October 4, 2012 and incorporated herein by reference.
4.4	Registration Rights Agreement for the 6.500% Senior Notes due 2020, dated as of October 2, 2012, Biomet, Inc., the Guarantors listed therein, and Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Wells Fargo Securities, LLC, HSBC Securities (USA) Inc., ING Financial Markets LLC, Natixis Securities Americas LLC, RBC Capital Markets, LLC, SMBC Nikko Capital Markets Limited and UBS Securities LLC, filed as Exhibit 4.4 to LVB Acquisition, Inc.'s Current Report on Form 8-K filed on October 4, 2012 and incorporated herein by reference.
4.5	Senior Notes Indenture, dated as of August 8, 2012, among Biomet, Inc., the Guarantors listed therein and Wells Fargo Bank, National Association, as Trustee, filed as Exhibit 4.5 to LVB Acquisition, Inc.'s Annual Report on Form 10-K dated August 20, 2012 and incorporated herein by reference.
4.6	Registration Rights Agreement, dated as of August 8, 2012, among Biomet, Inc., the Guarantors listed therein, and Goldman, Sachs & Co., Barclays Capital Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Wells Fargo Securities, LLC, HSBC Securities (USA) Inc., ING Financial Markets LLC, Natixis Securities Americas LLC, RBC Capital Markets, LLC, SMBC Nikko Capital Markets Limited, and UBS Securities LLC, filed as Exhibit 4.6 to LVB Acquisition, Inc.'s Annual Report on Form 10-K dated August 20, 2012 and incorporated herein by reference.
10.1	Credit Agreement, dated as of September 25, 2007, among Biomet, Inc., LVB Acquisition, Inc., Bank of America, N.A. and the Other Lenders party thereto, filed as Exhibit 10.1 to Biomet, Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.
10.1.1	Guaranty (Cash Flow), dated as of September 25, 2007, among LVB Acquisition, Inc., Certain Subsidiaries of Biomet, Inc. identified therein, and Bank of America, N.A., filed as Exhibit 10.2 to Biomet, Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.
10.1.2	

Pledge and Security Agreement (Cash Flow), dated as of September 25, 2007, among Biomet, Inc., LVB Acquisition, Inc., Certain Subsidiaries of Biomet, Inc. identified therein, and Bank of America, N.A., filed as Exhibit 10.3 to Biomet, Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.

10.1.3 Intercreditor Agreement, dated as of September 25, 2007, by and among Bank of America, N.A., as ABL Collateral Agent, and Bank of America, N.A., as CF Collateral Agent, filed as Exhibit 10.4 to Biomet, Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.

10.1.4 Patent Security Agreement, dated as of September 25, 2007, among LVB Acquisition, Inc., Biomet, Inc., Certain Subsidiaries of Biomet, Inc. and Bank of America, N.A., filed as Exhibit 10.5 to Biomet, Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.

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Exhibit No.	Exhibit
10.1.5	Trademark Security Agreement, dated as of September 25, 2007, among LVB Acquisition, Inc., Biomet, Inc., Certain Subsidiaries of Biomet, Inc. and Bank of America, N.A., filed as Exhibit 10.6 to Biomet, Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.
10.2	Credit Agreement, dated as of September 25, 2007, among Biomet, Inc., the Several Subsidiary Borrowers Party thereto, LVB Acquisition, Inc., Bank of America, N.A. and the Other Lenders Party thereto, filed as Exhibit 10.7 to Biomet, Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.
10.2.1	Guaranty (ABL), dated as of September 25, 2007 between LVB Acquisition, Inc. and Bank of America, N.A., filed as Exhibit 10.1 to Biomet, Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.
10.2.2	Pledge and Security Agreement (ABL), dated as of September 25, 2007 among Biomet, Inc., LVB Acquisition, Inc., Certain Subsidiaries of Biomet, Inc. identified therein and Bank of America, N.A., filed as Exhibit 10.9 to Biomet, Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.
10.3	Corporate Integrity Agreement, dated as of September 27, 2007, by and between the Office of Inspector General of the Department of Health and Human Services and Biomet, Inc., filed as Exhibit 10.24 to Biomet, Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.
10.3.1	Settlement Agreement, dated as of September 27, 2007, by and between Biomet, Inc. and the Office of Inspector General of the Department of Health and Human Services, filed as Exhibit 10.25 to Biomet, Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.
10.4†	Biomet, Inc. Deferred Compensation Plan (Post-409A Plan), effective January 1, 2005, filed as Exhibit 10.2 to Biomet Inc.'s Quarterly Report on Form 10-Q filed on January 14, 2009 and incorporated herein by reference.
10.5†	LVB Acquisition Management Stockholders' Agreement for Senior Executives, dated as of September 13, 2007, by and among LVB Acquisition, Inc. and the stockholders party thereto, filed as Exhibit 10.5 in Biomet, Inc.'s Annual Report on Form 10-K filed on August 12, 2011 and incorporated herein by reference.
10.5.1†	LVB Acquisition Management Stockholders' Agreement, dated as of November 6, 2007, by and among LVB Acquisition, Inc. and the stockholders party thereto, filed as Exhibit 10.5.1 in Biomet, Inc.'s Annual Report on Form 10-K filed on August 12, 2011 and incorporated herein by reference.
10.6	

Governance Acknowledgement, dated as of September 25, 2007, by and between LVB Acquisition Holding, LLC, LVB Acquisition, Inc. and Biomet, Inc., filed as Exhibit 10.6 in Biomet Inc.'s Annual Report on Form 10-K filed on August 25, 2010 and incorporated herein by reference.

10.7 Amended and Restated Registration Rights Agreement, dated as of September 27, 2007, by and among LVB Acquisition Holding, LLC, LVB Acquisition, Inc., Biomet, Inc. and the stockholders party thereto, filed as Exhibit 10.7 in Biomet Inc.'s Annual Report on Form 10-K filed on August 25, 2010 and incorporated herein by reference.

10.8† LVB Acquisition, Inc. 2007 Management Equity Incentive Plan, adopted November 16, 2007, filed as Exhibit 10.21 to Biomet Inc.'s Registration Statement on Form S-4 dated May 6, 2008 and incorporated herein by reference.

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Exhibit No.	Exhibit
10.8.1†	LVB Acquisition, Inc. 2007 Management Equity Incentive Plan Amendment No. 1, adopted December 31, 2010, filed as Exhibit 10.1 to Biomet Inc.'s Form 8-K on January 6, 2011 and incorporated herein by reference.
10.9†	Biomet, Inc. Executive Annual Cash Incentive Plan, effective June 1, 2008, filed as Exhibit 10.26 to Biomet Inc.'s Annual Report on Form 10-K filed on August 28, 2008 and incorporated herein by reference.
10.10†	Amended and Restated Employment Agreement, dated January 14, 2013, by and between Biomet, Inc. and Jeffrey R. Binder, filed as Exhibit 10.1 to LVB Acquisition, Inc.'s Quarterly Report on Form 10-Q filed on January 14, 2013 and incorporated herein by reference.
10.10.1†	Amended and Restated Restricted Stock Unit Grant Agreement, dated January 14, 2013, by and between LVB Acquisition, Inc. and Jeffery R. Binder, filed as Exhibit 10.2 to the LVB Acquisition, Inc.'s Quarterly Report on Form 10-Q filed on January 14, 2013 and incorporated herein by reference.
10.10.2†	Amended and Restated Stock Option Grant Agreement, dated January 14, 2013, by and between LVB Acquisition, Inc. and Jeffrey R. Binder, filed as Exhibit 10.3 to the LVB Acquisition, Inc.'s Quarterly Report on Form 10-Q filed on January 14, 2013 and incorporated herein by reference.
10.11†	Employment Agreement, dated as of February 28, 2008, by and among Biomet, Inc. and Daniel P. Florin, filed as Exhibit 10.16 to Biomet Inc.'s Annual Report on Form 10-K filed on August 28, 2008 and incorporated herein by reference.
10.11.1†	First Amendment to Employment Agreement, dated as of December 31, 2008, by and between Biomet, Inc. and Daniel P. Florin, filed as Exhibit 10.4 to Biomet, Inc.'s Quarterly Report on Form 10-Q on January 14, 2009 and incorporated herein by reference.
10.12†	Consulting Agreement dated as of January 14, 2010 between Biomet, Inc. and Dane A. Miller, Ph. D., filed as Exhibit 10.2 to Biomet Inc.'s Quarterly Report on Form 10-Q filed on January 14, 2010 and incorporated herein by reference.
10.12.1†	First Amendment to Consulting Agreement, dated September 6, 2011 between Biomet, Inc. and Dane A. Miller, Ph. D., filed as Exhibit 10.16.1 to LVB Acquisition, Inc.'s Annual Report on Form 10-K on August 20, 2012 and incorporated herein by reference.
10.12.2†	Second Amendment to Consulting Agreement, dated August 8, 2013 between Biomet, Inc. and Dane A. Miller, Ph. D., filed as exhibit 10.17.2 to Biomet, Inc.'s Form S-1 filed on March 28,

2014.

10.12.3†* Third Amendment to Consulting Agreement, dated April 22, 2014 between Biomet, Inc. and Dane A. Miller, Ph.D., filed as exhibit 10.16.3 herewith and incorporated herein by reference.

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Exhibit No.	Exhibit
10.13	Indemnification Priority Agreement, dated as of January 11, 2010, among Biomet, Inc., LVB Acquisition, Inc., The Blackstone Group, L.P., The Goldman Sachs Group, Inc., Kohlberg Kravis Roberts & Co., L.P. and TPG Capital, L.P. filed as Exhibit 10.1 to the Biomet, Inc.'s Quarterly Report on Form 10-Q filed on January 14, 2010 and incorporated herein by reference.
10.14†	LVB Acquisition, Inc. 2012 Restricted Stock Unit Plan adopted July 31, 2012 and amended March 27, 2013, filed as Exhibit 10.24 to Biomet, Inc.'s Registration Statement on Form S-4 dated April 30, 2013 and incorporated herein by reference.
10.14.1†	LVB Acquisition, Inc. Form Restricted Stock Unit Grant Agreement, filed as Exhibit 10.2 to Biomet, Inc.'s Form 8-K filed on February 15, 2011 and incorporated herein by reference.
10.15	Deferred Prosecution Agreement, dated March 26, 2012, between Biomet, Inc. and the United States Department of Justice, Criminal Division, Fraud Section, filed as Exhibit 10.1 to LVB Acquisition, Inc.'s Current Report on Form 8-K on March 28, 2012 and incorporated herein by reference.
10.16	Asset Purchase Agreement, dated April 2, 2012, between Biomet, Inc. and DePuy Orthopaedics, Inc., filed as Exhibit 10.1 LVB Acquisition, Inc.'s Current Report on Form 8-K on April 5, 2012 and incorporated herein by reference.
10.16.1	Amendment No. 1 dated June 1, 2012, between DePuy Orthopaedics, Inc. and Biomet, Inc., to the Asset Purchase Agreement, dated as of April 2, 2012, filed as Exhibit 10.1 to LVB Acquisition, Inc.'s Current Report on Form 8-K on June 5, 2012 and incorporated herein by reference.
10.17†	LVB Acquisition, Inc. 2012 Restricted Stock Unit Plan dated July 31, 2012, filed as Exhibit 10.24 to the Biomet, Inc.'s exchange offer on Form S-4 on April 30, 2013 and incorporated herein by reference.
10.17.1†	LVB Acquisition, Inc. 2012 Form Restricted Stock Unit Grant Agreement, filed as Exhibit (d)(2) to LVB Acquisition, Inc.'s Schedule TO on July 2, 2012 and incorporated herein by reference.
10.18†	Form of Management Equity Incentive Plan Stock Option Grant Agreement, filed as Exhibit (d)(3) to LVB Acquisition, Inc.'s Schedule TO on July 2, 2012 and incorporated herein by reference.
10.19	

Amendment and Restatement Agreement dated as of August 2, 2012, among Biomet, Inc., LVB Acquisition, Inc., Bank of America, N.A., and each of the other lenders party thereto, filed as Exhibit 10.1 to LVB Acquisition, Inc.'s Current Report on form 8-K on August 6, 2012 and incorporated herein by reference.

10.20† Management Services Agreement dated September 25, 2007, by and among LVB Acquisition Merger Sub, Inc., LVB Acquisition Holding, LLC, LVB Acquisition, Inc., Blackstone Management Partners V L.L.C., Goldman, Sachs & Co., Kohlberg Kravis Roberts & Co. L.P. and TPG Capital, L.P., filed as Exhibit 10.26 to LVB Acquisition, Inc.'s Annual Report on Form 10-K dated August 20, 2012 and incorporated herein by reference.

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Exhibit No.	Exhibit
10.21	Joinder to Amendment and Restatement Agreement dated as of October 4, 2012, among Biomet, Inc., LVB Acquisition, Inc., Bank of America, N.A., each lender from time to time party thereto and each of the other parties identified as an “Extending Term Lender” on the signature pages thereto, filed as Exhibit 10.1 to LVB Acquisition, Inc.’s Current Report on Form 8-K dated October 9, 2012 and incorporated herein by reference.
10.22	ABL Credit Agreement dated as of November 14, 2012, among Biomet, Inc., LVB Acquisition, Inc., Bank of America, N.A., and each of the other parties thereto, filed as Exhibit 10.1 to LVB Acquisition, Inc.’s Current Report on Form 8-K dated November 19, 2012 and incorporated herein by reference.
10.23	Incremental Term Facility Amendment to Amended and Restated Credit Agreement, dated as of December 27, 2012, among Biomet, Inc., LVB Acquisition, Inc., the loan parties party thereto and Bank of America, N.A., as Administrative Agent and Additional Term Lender, filed as Exhibit 10.1 to LVB Acquisition, Inc.’s Current Report on Form 8-K dated January 2, 2013 and incorporated herein by reference.
10.24†	Employment Agreement, dated December 1, 2012, by and between Biomet, Inc. and Adam R. Johnson, filed as Exhibit 10.30 to LVB Acquisition, Inc.’s Annual Report on Form 10-K dated August 29, 2013 and incorporated herein by reference.
10.25†	Biomet, Inc. Deferred Savings Plan, effective January 1, 2011, filed as Exhibit 10.31 to LVB Acquisition, Inc.’s Annual Report on Form 10-K dated August 29, 2013 and incorporated herein by reference.
10.26†*	Employment Agreement, dated April 1, 2014, by and between Biomet, Inc. and Daniel E. Williamson.
10.27†	Form of Amendment to the Employment Agreement, dated April 24, 2014 by and between Biomet Inc. and Messrs. Florin, Williamson, Vermeulen and Johnson filed as Exhibit 10.1 to LVB Acquisition, Inc.’s Current Report on Form 8-K dated April 30, 2014 and incorporated herein by reference.
10.28†	First Amendment to the Amended and Restated Employment Agreement, dated April 24, 2014 by and between Biomet Inc. and Jeffery R. Binder filed as Exhibit 10.2 to the LVB Acquisition, Inc.’s Current Report on Form 8-K dated April 30, 2014 and incorporated herein by reference.
10.29†	Employment Agreement, dated August 30, 2010, by and between Biomet, Inc. and Renaat Vermeulen, filed as Exhibit 10.18 to Biomet, Inc.’s Annual Report on Form 10-K dated August 12, 2011 and incorporated herein by reference.

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10.30†	Employment Agreement, dated March 1, 2007, by and between Biomet Europe B.V. and Renaat Vermeulen, filed as Exhibit 10.19 to Biomet, Inc.'s Annual Report on Form 10-K dated August 12, 2011 and incorporated herein by reference.
10.30.1†	Employment Agreement Amendment, dated October 18, 2010, by and between Biomet Europe B.V. and Renaat Vermeulen, filed as Exhibit 10.19.1 to Biomet, Inc.'s Annual Report on Form 10-K dated August 12, 2011 and incorporated herein by reference.
10.31†	Stockholders Agreement, dated April 25, 2008, by and between LVB Acquisition, Inc. and Dane A. Miller Trust., filed as Exhibit 10.1 to LVB Acquisition, Inc.'s Quarterly Report on Form 10-Q dated April 7, 2014 and incorporation herein by reference.
12*	Computation of Ratio of Earnings to Fixed Charges.
14	Code of Business Conduct and Ethics, as amended on May 6, 2009, filed as Exhibit 14.1 to Biomet, Inc.'s Current Report on Form 8-K filed on May 12, 2009 and incorporated herein by reference.
21*	Subsidiaries of Biomet, Inc.
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Exhibit No.	Exhibit
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101. PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** Schedules and exhibits are omitted pursuant to Item 601(b)(2) of Regulation S-K. LVB and Biomet, Inc. agree to furnish a supplemental copy of any omitted schedules or exhibits to the Securities and Exchange Commission upon request.

† Management contract or compensatory plan or arrangement.