

Tornier N.V.
Form DEFA14A
May 18, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

TORNIER N.V.

(Name of Registrant as Specified In Its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

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- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on June 27, 2012.**

Meeting Information

TORNIER N.V.

Meeting Type: Annual General Meeting
For holders as of: May 30, 2012

Date: June 27, 2012 **Time:** 9:00 AM CET

Location: Fred. Roeskestraat 123
1076 EE Amsterdam
The Netherlands

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT ON FORM 10-K DUTCH ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before June 13, 2012 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following proposals:

1. Election of three directors nominated by the Board of Directors

4. Appointment of E&Y Accountants LLP as auditor for Dutch statutory annual accounts for the fiscal year ending December 30, 2012.

1a. Election of Sean D. Carney or Richard B. Emmitt for non-executive director. Mark **For** to elect Carney, mark **Against** to elect Emmitt.

5. Adoption of Dutch statutory annual accounts for the fiscal year ended January 1, 2012.

1b. Election of Richard B. Emmitt or Kevin M. Klemz for non-executive director. Mark **For** to elect Emmitt, mark **Against** to elect Klemz.

6. Release of the members of the Board of Directors from liability with respect to the exercise of their duties during the fiscal year ended January 1, 2012.

1c. Election of Douglas W. Kohrs or Kevin M. Klemz for executive director. Mark **For** to elect Kohrs, mark **Against** to elect Klemz.

7. Authorization of the Board of Directors to repurchase up to 10% of the Company's issued share capital (including depositary receipts issued for shares) until December 27, 2013 on the open market, through privately negotiated transactions or in one or more self-tender offers for a price per share (or depositary receipt) not less than the nominal value of a share and not higher than 110% of the market price per share (or depositary receipt) at the time of the transaction.

2. Approval of amendment to Tornier N.V. 2010 Incentive Plan to increase the number of ordinary shares available for issuance under the plan by 2,700,000.

NOTE: In his discretion, upon such other matters as may properly come before the meeting.

3. Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ending December 30, 2012.

Said attorneys and proxies, or their substitutes (or if only one, that one), at said meeting, or any adjournments thereof, may exercise all of the powers hereby given. Any proxy heretofore given is hereby revoked.

