

LVB Acquisition, Inc.
Form 10-Q/A
April 14, 2014

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

FORM 10-Q/A
(Amendment No. 1)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended February 28, 2014.

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____.

Commission File Number 000-54505

Commission File Number 001-15601

LVB ACQUISITION, INC.

BIOMET, INC.

(Exact name of registrant as specified in its charter)

| | |
|--|--|
| Delaware | 26-0499682 |
| Indiana (State or other jurisdiction of incorporation or organization) | 35-1418342 (I.R.S. Employer Identification No.) |
| 56 East Bell Drive, Warsaw, Indiana (Address of principal executive offices) | 46582 (Zip Code) |
| (574) 267-6639 | |

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

LVB ACQUISITION, INC. Yes No

BIOMET, INC. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

LVB ACQUISITION, INC. Yes No

BIOMET, INC. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

LVB ACQUISITION, INC.

Large accelerated filer

Accelerated filer

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Non-accelerated filer
BIOMET, INC.

Smaller reporting company

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

LVB ACQUISITION, INC. Yes No

BIOMET, INC. Yes No

The number of shares of the registrants' common stock outstanding as of March 31, 2014:

LVB ACQUISITION, INC. 552,401,196 shares of common stock

BIOMET, INC. 1,000 shares of common stock

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to LVB Acquisition, Inc. (LVB) and Biomet, Inc. s (Biomet) Form 10-Q for the period ended February 28, 2014, filed with the Securities and Exchange Commission (the SEC) on April 7, 2014 (the Original 10-Q), is to amend Part II Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

In accordance with applicable SEC rules, this Amendment includes new certifications required under the Securities and Exchange Act of 1934, as amended, dated as of the filing date of this Amendment.

Except for the item amended in this Amendment described above, we have not updated items in this Amendment to reflect events occurring after the Original 10-Q date. Accordingly, this Amendment should be read in conjunction with the Original 10-Q and LVB and Biomet s subsequent filings with the SEC.

PART II. OTHER INFORMATION**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds***Sales of unregistered securities.*

The following table provides information regarding LVB's sale of common shares in connection with the exercise by certain holders of options issued pursuant to its 2007 Management Equity Incentive Plan during the fiscal year to date. In each sale, the exercise price paid was \$7.88 per share for an aggregate offering price of \$627,382. The sales were exempt from registration under Section 4(a)(2) of the Securities Act. Biomet had no sales of equity securities in this period.

| Date of Sale | Number of Shares |
|---------------------|-------------------------|
| August 21, 2013 | 28,550 |
| October 24, 2013 | 8,417 |
| January 17, 2014 | 37,500 |
| February 6, 2014 | 150 |
| February 7, 2014 | 5,000 |
| Total | 79,617 |

Issuer purchases of equity securities

None.

Item 6. Exhibits.

(a) Exhibits. See Index to Exhibits.

Signatures

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

LVB ACQUISITION, INC.

BIOMET, INC.

Date: April 11, 2014

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

Date: April 11, 2014

By: /s/ DANIEL P. FLORIN
Daniel P. Florin
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit

| No. | Exhibit |
|------------|---|
| 10.1 | Stockholders Agreement, dated April 25, 2008, by and between LVB Acquisition, Inc. and Dane A. Miller Trust.* |
| 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 | Certification 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* |

Management contract or compensatory plan or arrangement.

* *Previously filed.*