

ORTHOFIX INTERNATIONAL N V

Form 8-K

January 10, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **January 9, 2012**

Orthofix International N.V.

(Exact name of Registrant as specified in its charter)

Curacao

(State or other jurisdiction of incorporation)

0-19961

(Commission File Number)

N/A

(IRS Employer Identification No.)

7 Abraham de Veerstraat

Curacao

(Address of principal executive offices)

N/A

(Zip Code)

Registrant's telephone number, including area code: **011-59-99-465-8525**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

Amendment No. 2 to Matrix Commercialization Collaboration Agreement with Musculoskeletal Transplant Foundation

Orthofix International N.V. (the Company) is party, through its wholly owned subsidiary, Orthofix Holdings, Inc. (Orthofix), to a Matrix Commercialization Collaboration Agreement, dated as of July 24, 2008, between Orthofix and Musculoskeletal Transplant Foundation (MTF), as amended by Amendment No. 1 thereto dated December 15, 2010 (as amended, the Existing Agreement).

Under the terms of the Existing Agreement, Orthofix and MTF agreed to commercialize Trinity® Evolution , a stem cell-based bone growth biologic matrix. Orthofix maintains exclusive marketing rights to Trinity® Evolution , and MTF supplies the product, in an allograft tissue form, to customers in accordance with orders received directly from Orthofix. MTF sources, processes and packages the tissue form and is the sole supplier of Trinity® Evolution to Orthofix's customers.

On January 9, 2012, Orthofix and MTF entered into Amendment No. 2 to Matrix Commercialization Collaboration Agreement (the Amendment). The Amendment amends the term of the Existing Agreement until the later of (i) 15 years after the date that certain development milestones were achieved under the Existing Agreement (which occurred during 2010) or (ii) the date that certain licensing arrangements between the Company and NuVasive, Inc. expire.

Under the Amendment, Orthofix and MTF have agreed to collaborate to develop and commercialize a next generation of the stem cell-based bone growth biologic matrix currently sold and marketed as Trinity® Evolution (the Matrix II). The Amendment provides that MTF will develop and improve the Matrix II, and that Orthofix will provide funding support to MTF in connection with this development. In addition, Orthofix will develop application tools and instruments in connection with the Matrix II. The Amendment also provides that the parties will share responsibility for contributing scientific or medical personnel, technical expertise and other resources to the development and improvement of the Matrix II, communicating findings and discoveries to one another with respect to the Matrix II and exchanging information related to such collaboration.

The Amendment provides that, upon commercialization of the Matrix II, Orthofix will be provided with exclusive marketing rights to the Matrix II, and MTF will supply the Matrix II to Orthofix's customers in accordance with orders received directly from Orthofix, as is currently the case with the current generation of the Trinity® Evolution product.

Item 2.02. Results of Operations and Financial Condition.

On January 10, 2012, the Company issued a press release announcing, among other things, its preliminary unaudited net sales for the fiscal quarter and year ended December 31, 2011. A copy of the press release is furnished herewith as Exhibit 99.1 and attached hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release, dated January 10, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Orthofix International N.V.

By:

/s/ Brian McCollum
Brian McCollum
Chief Financial Officer and Senior Vice President of
Finance

Date: January 10, 2012

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release, dated January 10, 2012.