

BIOMET INC
Form 424B3
April 06, 2012

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-150655

PROSPECTUS SUPPLEMENT

(to prospectus dated September 12, 2011 and the prospectus supplements dated October 6, 2011, October 14, 2011, December 9, 2011, December 19, 2011, January 10, 2012, January 13, 2012 and March 28, 2012)

BIOMET, INC.

\$775,000,000 10% Senior Notes due 2017

\$775,000,000 10³/₈%/11¹/₈% Senior Toggle Notes due 2017

\$1,015,000,000 11⁵/₈% Senior Subordinated Notes due 2017

This prospectus supplement updates and supplements the prospectus dated September 12, 2011 and the prospectus supplements dated October 6, 2011, October 14, 2011, December 9, 2011, December 19, 2011, January 10, 2012, January 13, 2012 and March 28, 2012.

See the Risk Factors section beginning on page 5 of the prospectus and the Risk Factors section in our Quarterly Report on Form 10-Q filed with the SEC on January 13, 2012, for a discussion of certain risks that you should consider before investing in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

This prospectus supplement and the accompanying prospectus have been prepared for and may be used by Goldman, Sachs & Co. and any affiliates of Goldman, Sachs & Co. in connection with offers and sales of the notes related to market-making transactions in the notes affected from time to time. Goldman, Sachs & Co. or its affiliates may act as principal or agent in such transactions, including as agent for the counterparty when acting as principal or as agent for both counterparties, and may receive compensation in the form of discounts and commissions, including from both counterparties, when it acts as agents for both. Such sales will be made at prevailing market prices at the time of sale, at prices related thereto or at negotiated prices. We will not receive any proceeds from such sales.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not authorized any person to provide you with any information or represent anything about us or this offering that is not contained in this prospectus supplement and the accompanying prospectus. If given or made, any such other information or representation should not be relied upon as having been authorized by us. This prospectus supplement and the accompanying prospectus does not offer to sell nor ask for offers to buy any of the securities in any jurisdiction where it is unlawful, where the person

making the offer is not qualified to do so, or to any person who cannot legally be offered the securities. You should not assume that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate as of any date other than the date on the front cover of this prospectus supplement and the accompanying prospectus or the date of any document incorporated by reference herein.

The date of this prospectus supplement is April 6, 2012.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): April 2, 2012

LVB ACQUISITION, INC.
BIOMET, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware	000-54505	26-0499682
Indiana	001-15601	35-1418342

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(State or other jurisdiction
of incorporation)

(Commission
File Number)
56 East Bell Drive

(IRS Employer
Identification No.)

Warsaw, Indiana 46582

(Address of Principal Executive Offices, Including Zip Code)

(574) 267-6639

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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:

- .. 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))

Item 1.01 Entry into a Material Definitive Agreement.

The following description relates primarily to Biomet, Inc., an Indiana corporation, and its subsidiaries (individually and collectively referred to as Biomet, the Company, we, us, or our). Biomet is a wholly owned subsidiary of LVB Acquisition, Inc., a Delaware corporation (LVB). Biomet has no other operations beyond its ownership of Biomet.

On April 2, 2012, the Company entered into a binding offer letter (the Offer Letter) with DePuy Orthopaedics, Inc., an Indiana corporation (DePuy). In the Offer Letter, the Company made an irrevocable offer (the Offer) to purchase certain assets pertaining to DePuy's trauma business, which involves researching, developing, manufacturing, marketing, distributing and selling products to treat certain bone fractures or deformities in the human body, including certain intellectual property assets, and to assume certain liabilities, for approximately \$280 million in cash.

The Offer is made on the terms and subject to the conditions of an asset purchase agreement dated as of April 2, 2012 (the Asset Purchase Agreement) attached to the Offer Letter and executed by the Company in connection with its making of the Offer. The Offer Letter was submitted in order to permit DePuy to comply with its consultation obligations with certain works councils prior to entering into the mutually negotiated asset purchase agreement attached to the Offer Letter.

The Offer is subject to exclusivity protection. It expires on June 1, 2012 but can be extended under certain circumstances. The transaction is also subject to receipt of regulatory approvals and additional closing conditions. Under the Asset Purchase Agreement, the Company and DePuy will also agree to indemnify one another against certain damages, with certain exceptions and limitations.

The foregoing description of the Offer Letter is qualified entirely by reference to the Offer Letter, which is filed as Exhibit 10.1 and is incorporated herein by reference. The foregoing description of the Asset Purchase Agreement is qualified entirely by reference to the Asset Purchase Agreement, which is filed as Exhibit 10.2 and is incorporated herein by reference.

The Offer Letter and the Asset Purchase Agreement (collectively, the Agreements) have been attached as exhibits to provide investors with information regarding their respective terms. The Agreements are not intended to provide any other factual information about Biomet or DePuy or any of their respective subsidiaries or affiliates. The representations, warranties and covenants contained in the Agreements were made solely for the purposes of the Agreements and the benefit of the parties to the Agreements, and may be subject to limitations agreed upon by the contracting parties. Certain of the representations and warranties have been made for the purposes of allocating contractual risk between the parties to the Agreements instead of establishing these matters as facts. Investors are not third-party beneficiaries under the Agreements. In addition, the representations and warranties contained in the Agreements (i) are qualified by information in a confidential disclosure letter that the parties have exchanged, (ii) were made only as of the dates specified in the Agreements or the confidential disclosure letter, and (iii) in some cases are subject to qualifications with respect to materiality, knowledge and/or other matters, including standards of materiality applicable to the contracting parties that differ from those applicable to investors. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Agreements, which subsequent information may or may not be fully reflected in Biomet's public disclosures. Accordingly, investors should not rely on the representations and warranties as characterizations of the actual state of facts or condition of Biomet or any of its subsidiaries or affiliates.

Item 8.01 Other Events.

On April 3, 2012, the Company issued a press release announcing that it had submitted the Offer Letter. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number

Description

10.1 Binding Offer Letter, dated April 2, 2012, between Biomet, Inc. and DePuy Orthopaedics, Inc.

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- 10.2 Asset Purchase Agreement, dated as of April 2, 2012, attached to the Binding Offer Letter and executed by Biomet, Inc.
- 99.1 Press Release, dated April 3, 2012, issued by Biomet, Inc.

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.

Date: April 5, 2012

LVB ACQUISITION, INC.

/s/ Daniel P. Florin

By: Daniel P. Florin

Its: Senior Vice President and
Chief Financial Officer

BIOMET, INC.

/s/ Daniel P. Florin

By: Daniel P. Florin

Its: Senior Vice President and

Chief Financial Officer

EXHIBIT INDEX

Exhibit

Number	Description
10.1	Binding Offer Letter, dated April 2, 2012, between Biomet, Inc. and DePuy Orthopaedics, Inc.
10.2	Asset Purchase Agreement, dated as of April 2, 2012, attached to the Binding Offer Letter and executed by Biomet, Inc.
99.1	Press Release, dated April 3, 2012, issued by Biomet, Inc.