

**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): **June 21, 2023**

INTEGRA LIFSCIENCES HOLDINGS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	0-26224 (Commission File Number)	51-0317849 (IRS Employer Identification No.)
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1100 Campus Road
Princeton, NJ 08540
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: **(609) 275-0500**

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 (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)).

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, Par Value \$.01 Per Share	IART	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On June 21, 2023, Integra LifeSciences Holdings Corporation (the “Company”) announced the appointment of Lea Daniels Knight to serve as its Executive Vice President and Chief Financial Officer effective June 28, 2023 (the “Effective Date”). In this capacity, Ms. Knight will be the Company’s principal financial officer.

Ms. Knight, 52, previously served as Executive Vice President of Business Finance at Booz Allen Hamilton, from September 2022 to June 2023, and was responsible for providing strategic and financial leadership. Prior to her role at Booz Allen Hamilton, she worked for 18 years in the pharmaceuticals sector of Johnson & Johnson (and its subsidiaries), most recently serving as Chief Financial Officer and Vice President of Finance of Janssen NA Pharmaceuticals from October 2021 to July 2022, Vice President of Finance of Janssen Supply Group LLC from July 2018 to October 2021, and Vice President, Global Services – NA Finance Service Delivery of Johnson & Johnson, Services Inc. from April 2016 to July 2018. While at Johnson & Johnson, Ms. Knight partnered with various functions across multiple sectors and operating companies to shape strategy, manage risk and oversee financial processes. Ms. Knight holds a B.S. in Accounting from the University of Virginia and an M.B.A. in Finance and Strategic Management from the Wharton School of the University of Pennsylvania, and is a licensed certified public accountant in Pennsylvania.

In connection with Ms. Knight’s appointment as the Company’s Executive Vice President and Chief Financial Officer, she will be entitled to receive an annual base salary of \$600,000. Ms. Knight will be eligible to participate in the Company’s annual cash bonus program with a target bonus opportunity equal to 90% of her base salary. Her actual bonus will be based on the achievement of Company performance targets as well as individual strategic objectives established under the annual cash bonus program. Ms. Knight also will receive a one-time award of restricted stock with an aggregate grant date value of \$1,000,000 under the Integra LifeSciences Holdings Corporation Fifth Amended and Restated 2003 Equity Incentive Plan. This award will be made on or around July 1, 2023 in two separate grants, the first of which shall consist of \$750,000 of restricted stock which shall vest in three substantially equal annual installments starting on the first anniversary of the grant date and the second of which shall consist of \$250,000 of restricted stock which shall vest on the third anniversary of the grant date, subject, in each case, to Ms. Knight’s continued service with the Company through the applicable vesting dates. Ms. Knight also will receive a one-time cash sign-on payment of \$350,000. If, during the twenty-four month period following the Effective Date, Ms. Knight voluntarily leaves the Company, she will be required to repay the full amount of this cash sign-on payment. In addition, Ms. Knight’s target long-term incentive grant value for performance year 2024 will be \$1,650,000, with the type and terms of such long-term incentive awards the same as those for the Company’s named executive officers (other than the chief executive officer) as described in the Company’s Definitive Proxy Statement for the 2023 Annual Meeting of Stockholders, filed on Schedule 14A with the Securities and Exchange Commission (the “SEC”) on April 6, 2023 (the “Proxy Statement”). The Company also will reimburse Ms. Knight for up to \$30,000 of certain relocation-related expenses.

As of the Effective Date, Ms. Knight will become an executive participant in the Company’s change in control severance program. Ms. Knight also will be eligible to participate in the Company’s other benefit plans and programs such as health and life insurance, income protection in a circumstance of long-term and short-term disability, education assistance, and retirement and severance benefits plans, descriptions of which are included in the Proxy Statement.

In connection with her appointment, Ms. Knight also will enter into the Company’s standard indemnification agreement (the “Indemnification Agreement”), the form of which is filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the SEC on July 19, 2022. Pursuant to the terms of the Indemnification Agreement, the Company may be required, among other things, to indemnify Ms. Knight for some expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by her in any action or proceeding arising out of her services as an executive officer of the Company.

Other than with respect to the compensation matters described above, there are no arrangements or understandings between Ms. Knight and any other persons pursuant to which Ms. Knight was appointed the Company’s Executive Vice President and Chief Financial Officer. There are no family relationships between Ms. Knight and any director or executive officer of the Company and Ms. Knight has no direct or indirect interest in any transaction or proposed transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Jeffrey Mosebrook, who has served as the Company’s principal financial officer since February 2, 2023, will cease to serve in that role as of the Effective Date. Mr. Mosebrook will continue to serve as Senior Vice President, Finance and as the Company’s principal accounting officer.

ITEM 7.01 REGULATION FD DISCLOSURE

On June 21, 2023, the Company issued a press release announcing certain of the matters described under Item 5.02 of this Current Report on Form 8-K. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Information in this Item 7.01 and Exhibit 99.1 of Item 9.01 below shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise incorporated by reference into any filing pursuant to the Securities Act of 1933, as amended, or the Exchange Act except as otherwise expressly stated in such a filing.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**(d) Exhibits**

99.1 [Press Release, dated June 21, 2023, issued by Integra LifeSciences Holdings Corporation](#)

104 Cover Page Interactive Data File (embedded within the inline XRBL document).

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.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION

Date: June 21, 2023

By: /s/ Eric I. Schwartz
Eric I. Schwartz
Title: Executive Vice President, Chief Legal Officer and
Secretary

Integra LifeSciences Appoints Lea Daniels Knight, Executive Vice President and Chief Financial Officer

Princeton, New Jersey, June 21, 2023 (GLOBE NEWSWIRE) -- [Integra LifeSciences Holdings Corporation](#) (Nasdaq:IART) today announced the appointment of Lea Daniels Knight as executive vice president and chief financial officer, effective June 28, 2023.

Ms. Knight has over 30 years of experience in global companies with significant operating scale and complexity, leading and developing high-performing teams, and demonstrating success in combining financial acumen and business process leadership with strategic vision to deliver strong business outcomes.

Most recently, she served as the executive vice president of business finance for Booz Allen Hamilton where she was responsible for providing strategic and financial leadership to all of the company's business sectors to support above-market growth. Prior to Booz Allen Hamilton, she worked at Johnson & Johnson for 18 years, assuming finance roles with increasing responsibility, including as chief financial officer of Johnson & Johnson's North America pharmaceuticals business. Throughout her tenure at the company, Ms. Knight helped drive cost optimization initiatives, manage risk and create innovative solutions across six of the organization's operating companies within their consumer, pharmaceutical and corporate sectors. She started her career in public accounting at Arthur Andersen LLP where she spent nine years managing large, technically complex audit engagements and helped to stand-up the firm's Healthcare Consulting and Mergers & Acquisitions practices for the Philadelphia office.

"Lea brings a wealth of finance, accounting, and extensive healthcare industry experience, and has the necessary capabilities to successfully partner with me and our executive leadership to lead change and drive growth and financial outcomes," said Jan De Witte, president and chief executive officer, Integra LifeSciences. "She is passionate about leadership and talent development with broad experience leading geographically dispersed teams that have outperformed and created shareholder value."

"I deeply admire the company's purpose of restoring patients' lives and its mission of driving innovation and setting new treatment standards of care as it aligns with my own values," said Ms. Knight. "I look forward to leveraging my experience in finance, healthcare, global business services and operational organizations, and build on Integra's leadership position in surgical, neurologic and regenerative care to create long-term value for our customers, patients and shareholders."

Ms. Knight is a member of the board of trustees for Jefferson Abington Hospital in Abington, Pa. where she serves as the vice chair of the compliance committee. She is also a member of the Philadelphia Forum of Executive Women and a former member and chair of the board of directors for the Public Interest Law Center. Ms. Knight has an undergraduate degree in accounting from the University of Virginia and holds an MBA in finance and strategic management from the Wharton School, University of Pennsylvania. Ms. Knight is a certified public accountant licensed in Pennsylvania.

About Integra LifeSciences

At Integra LifeSciences, we are driven by our purpose of restoring patients' lives. We innovate treatment pathways to advance patient outcomes and set new standards of surgical, neurologic and regenerative care. We offer a comprehensive portfolio of high quality, leadership brands that include AmnioExcel®, Aurora®, Bactiseal®, BioD™, CerebroFlo®, CereLink® Certas® Plus, Codman®, CUSA®, Cytal®, DuraGen®, DuraSeal®, DuraSorb®, Gentrix®, ICP Express®, Integra®, Licox®, MAYFIELD®, MediHoney®, MicroFrance®, MicroMatrix®, NeuraGen®, NeuraWrap™, PriMatrix®, SurgiMend®, TCC-EZ® and VersaTru®. For the latest news and information about Integra and its products, please visit www.integralife.com.

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties and reflect the Company's judgment as of the date of this release. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements. These forward-looking statements relate to, among other things, expectations, estimates and projections concerning the Company's business and operations, financial performance, strategic initiatives and product development. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ from predicted results. These risks and uncertainties include, without limitation, the ability of the Company to successfully manage leadership changes, other factors beyond the Company's control and the economic, competitive, governmental, technological, and other factors identified under the heading "Risk Factors" included in item 1A of Integra's Annual Report on Form 10-K for the year ended December 31, 2022, and information contained in subsequent filings with the Securities and Exchange Commission. These forward-looking statements are made only as the date thereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

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