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): October 30, 2005

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	0-26224	51-0317849
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

311 Enterprise Drive
Plainsboro, NJ 08536
(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:

[ ] 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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 30, 2005, Integra LifeSciences Holdings Corporation issued a press release announcing financial results for the quarter ended September 30, 2005. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item.

The information contained in Item 2.02 of this Current Report on Form 8-K (including the press release) is being furnished and 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 subject to the liabilities of that Section. The information contained in Item 2.02 of this Current Report on Form 8-K (including the press release) shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit Number   Description of Exhibit
- -------------------   --------------------------

99.1	Press release issued October 30, 2005 regarding earnings for the quarter ended September 30, 2005

SIGNATURES

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

INTEGRA LIFESCIENCES HOLDINGS CORPORATION

Date: October 31, 2005

By: /s/ Stuart M. Essig

Stuart M. Essig
President and Chief Executive Officer

Exhibit Index

Exhibit Number	Description of Exhibit
99.1	Press release issued October 30, 2005 regarding earnings for the quarter ended September 30, 2005

News Release

Contacts:

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Integra LifeSciences Reports Record Operating Earnings for the Third Quarter 2005

Plainsboro, New Jersey, October 30, 2005 - Integra LifeSciences Holdings Corporation (NASDAQ: IART) today reported its third quarter financial results. Total revenues in the third quarter of 2005 were $69.3 million, reflecting an increase of $10.2 million, or 17%, over the third quarter of 2004.

We reported net income of $10.5 million, or $0.33 per diluted share, for the third quarter of 2005, compared to a net loss of $7.6 million, or $0.25 per diluted share in the third quarter of 2004.

When adjusted for certain acquisition, integration and restructuring related charges, net income for the third quarter of 2005 was $11.5 million, or $0.36 per diluted share. These charges included a $0.5 million in-process research and development charge, costs associated with the closing of various facilities and related transitions, employee terminations, and other integration and restructuring related costs. Net income for the third quarter of 2004, when adjusted for certain charges as set forth in the tables at the end of this release, was $8.6 million, or $0.26 per diluted share.

"We achieved record operating income in the third quarter, and exceeded analyst consensus estimates for adjusted earnings per share," said Stuart M. Essig, Integra's President and Chief Executive Officer. "During the quarter, we continued the integration of the Newdeal group's international business with our existing international sales and distribution network and expanded our domestic Reconstructive Surgery sales force. In addition, selling, general and administrative expense decreased as a percentage of revenue and we continued to consolidate certain of our operations. We also entered into an agreement to acquire the assets of the Radionics Division of Tyco Healthcare Group, L.P. for $80 million in cash, subject to certain adjustments, and acquired certain assets of Eunoe, Inc. Prior to ceasing operations, Eunoe, Inc. was engaged in the development of its innovative COGNIShunt(R) system for the treatment of Alzheimer's disease patients."

Our revenues for the period were as follows:

Three
Months
Nine
Months
Ended
September
30, Ended
September
30, 2005
2004 2005
2004 ----
---- ----
---- ($ in
thousands)
~~Revenue:~~
~~Implants~~
~~$26,769~~
~~$20,823~~
~~$79,777~~
~~$58,566~~
~~Instruments~~
~~22,597~~
~~19,933~~
~~67,909~~

~~54,982~~
~~Monitoring~~
~~12,509~~
~~12,689~~
~~35,908~~
~~35,700~~
~~Private label & other~~
~~7,458~~
~~5,685~~
~~21,357~~
~~18,766~~
~~Total Revenue~~
~~$69,333~~
~~$59,130~~
~~$204,951~~
~~$168,014~~

Rapid growth in the NeuraGen(TM) Nerve Guide, the INTEGRA(R) Dermal Regeneration Template and the INTEGRA(TM) Bilayer Matrix Wound Dressing products and sales of Newdeal products for the foot and ankle accounted for most of the increase in implant product revenues. Sales of the NPH(TM) Low Flow Hydrocephalus Valve also contributed to the growth in implant product revenues for the quarter. Our DuraGen(R) family of duraplasty products continued to grow, although it grew at slower rates than in recent years. Growth in sales of this group of products was led by sales of the DuraGen Plus(TM) and Suturable DuraGen(TM) Dural Regeneration Matricies. Sales of our Reconstructive Surgery products grew particularly well. INTEGRA(R) dermal repair product revenues increased approximately 42% over the third quarter of 2004, and Newdeal foot and ankle product revenues exceeded our expectations for the quarter.

Increased sales of our JARIT(R) surgical instrument, reconstructive surgical instrument, Selector(R) Ultrasonic Aspirator and Mayfield(R) product lines provided most of the growth in instrument product revenues.

Lower than expected sales of our Camino(R) Intracranial Pressure Monitors and external drainage systems affected our monitoring product revenues negatively. Sales of our LICOX(R) Brain Oxygen Monitoring System product line, which increased approximately 12% over the prior-year period, partially offset the negative impact of the Camino and external drainage systems' sales. We have developed a new targeted account sales and marketing strategy for products in this category, and expect that it will contribute to improvements in the performance of our monitoring products in future periods.

Increased revenues of the Absorbable Collagen Sponge that we supply for use in Medtronic's INFUSE(TM) bone graft product, BioPatch(R), a product that we manufacture for Johnson & Johnson, and BioMend(R), a product that we manufacture for Zimmer Holdings, Inc., led the growth in revenues from our private label products category.

Excluding recently acquired product lines, third quarter 2005 revenues increased by $6.7 million, or 11%, over the prior-year period. We expect long-term organic growth in the range of 15% to 20% per annum.

Gross margin on total revenues in the third quarter of 2005 was 62%. Although we had strong growth in higher gross margin products, we incurred approximately $800,000 in restructuring and manufacturing transfer costs. These charges reduced our gross margin by approximately 1%.

Research and development expense of $3.1 million in the third quarter of 2005 included a $0.5 million in-process research and development charge.

Selling, general and administrative expense decreased to $22.7 million in the third quarter of 2005, decreasing as a percentage of revenue to 33%. This included approximately $250,000 of charges associated with the closing of various facilities and related transitions, employee terminations and other acquisition, integration and restructuring related costs. These charges increased selling, general and administrative expense by 1% of revenues.

We reported net interest expense of $393,000 in the third quarter of 2005 compared to net interest income of $243,000 in the prior-year period.

The Company generated $12.4 million in cash flows from operations in the third quarter of 2005. Our cash and investments totaled $159 million at September 30, 2005.

In September, we entered into an agreement to acquire the assets of Radionics, a leader in the design, manufacture and sale of advanced minimally-invasive medical instruments and systems for radiation therapy. Radionics' products include the CRW(TM) stereotactic system, the XKnife(TM) stereotactic radiosurgery system, the OmniSight(TM) EXcel image guided surgery system, and the CUSA EXcel(TM) ultrasonic surgical aspiration system.

The Radionics business generated revenues of $62.2 million and pre-tax income of $13.4 million for the year ending September 30, 2004, the most recent audited period. On the closing of this acquisition, Integra will acquire the Radionics facility in Burlington Massachusetts, which employs approximately 135 employees, and enter into transitional supply and distribution agreements with Tyco Healthcare for products currently manufactured at Tyco facilities not included in the transaction.

Tyco Healthcare sells the Radionics products in over 75 countries, using a network of independent distributors in the United States and both independent distributors and Tyco Healthcare affiliates internationally. Although Radionics currently sells directly through many Tyco affiliates internationally, after closing Integra is likely to use distributors in many of these markets. As a result, after Integra takes over the Radionics business, we expect that revenue and pre-tax income (on a pro forma basis) attributable to the acquired product lines will be reduced by approximately 20% from the 2004 reported levels, prior to any impact associated with purchase accounting related to the transaction. Overall, the acquired business has been growing at rates below our corporate growth rate targets.

Completion of the transaction is subject to customary closing conditions, a fiscal year-end financial audit, regulatory approvals and expiration of the requisite waiting period under the Hart-Scott-Rodino Antitrust Improvements Act, as amended. After we have closed the acquisition, we expect to provide more detailed guidance regarding the financial aspects of the transaction and its anticipated impact on Integra's future financial results. We do not expect the transaction to close before the end of 2005.

We are updating our expectations for total revenues and earnings per share for 2005 and 2006. In accordance with our usual practice, our expectations for 2005 and 2006 financial performance do not include the impact of acquisitions or other strategic corporate transactions that have not yet closed, including the pending Radionics acquisition.

Our guidance for the fourth quarter of 2005 is for total revenues in the range of $71 million to $74 million. Total revenues in 2006 are expected to be between $330 million and $340 million.

The Company may incur significant costs over the remainder of this year in connection with employee severance, legal, and other items related to restructuring and integration activities, as well as the pending Radionics acquisition. Through the nine months ended September 30, 2005 we have incurred $5.5 million of these charges. We currently expect additional charges of $2.5 million to occur in the fourth quarter of 2005.

We expect our adjusted earnings per diluted share, which excludes charges related to acquisitions, integrations and restructurings, to be within a range of $0.36 to $0.40 in the fourth quarter. On a GAAP reported basis, we expect earnings per share to be within a range of $0.31 to $0.35 in the fourth quarter.

Our expectations for earnings per diluted share in 2006 remain unchanged in a range of $1.65 to $1.75. Our expectation ranges for 2006 earnings per diluted share do not reflect the impact of expensing stock options beginning January 1, 2006 under the accounting standard recently issued by the Financial Accounting Standards Board (FASB).

Our Board of Directors has authorized us to repurchase shares of our common stock for an aggregate purchase price not to exceed $50 million through December 31, 2006. We may repurchase shares under this program either in the open market or in privately negotiated transactions.

We have scheduled a conference call for 9:00 am EST tomorrow, October 31, 2005, to discuss the financial results for the third quarter of 2005 and forward-looking financial guidance. The call is open to all listeners and will be followed by a question and answer session. Access to the live call is available by dialing (973) 935-8511 or through a listen-only webcast via a link provided on the home page of Integra's website at www.Integra-LS.com. A replay of the conference call will be accessible starting one hour following the live event. Access to the replay is available through November 14, 2005 by dialing (973) 341-3080 (access code 6474836) or through the webcast accessible on our home page.

Integra LifeSciences Holdings Corporation is a diversified medical technology company. We develop, manufacture, and market medical devices for use in neurosurgery, reconstructive surgery and general surgery. Integra is a leader in applying the principles of biotechnology to medical devices that improve patients' quality of life. Our corporate headquarters are in Plainsboro, New Jersey. We have 1,300 employees located in our research, manufacturing and distribution facilities throughout the world. Please visit our website at (http://www.Integra-LS.com).

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements concerning future financial performance, including projections for revenues, gross margins, earnings per share and cash flows. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from predicted or expected results. Among other things, our ability to maintain relationships with customers of acquired entities, physicians' willingness to adopt our recently launched and planned products and our ability to secure regulatory approval for products in development may adversely affect our future product revenues; our ability to increase sales and product volumes may adversely affect our future gross margins; our ability to integrate acquired businesses, increase product sales and gross margins, and control non-product costs may affect our earnings per share; our future net income results and our ability to effectively manage working capital may affect our future cash flows; and our ability to complete the restructuring and integration activities may affect our operating income. In addition, the economic, competitive, governmental, technological and other factors identified under the heading "Factors That May Affect Our Future Performance" included in the Business section of Integra's Annual Report on Form 10-K for the year ended December 31, 2004 and information contained in subsequent filings with the Securities and Exchange Commission could affect actual results.

Regulation G, "Conditions for Use of Non-GAAP Financial Measures," and other provisions of the Securities Exchange Act of 1934, as amended, define and prescribe the conditions for the use of certain non-GAAP financial information. In this news release, we provide "adjusted net income" and "adjusted earnings per share", which exclude charges related to acquisitions, integrations and restructurings, and "growth in revenues excluding recently acquired product lines", all of which are non-GAAP financial measures. We believe that, given our on-going, active strategy of seeking acquisitions and our current focus on rationalizing our existing manufacturing and distribution infrastructure, net income and earnings per share adjusted to exclude costs related to acquisitions, integrations and restructurings, and growth in revenues excluding recently acquired product lines, are useful additional bases to measure the performance of our business operations, both in this quarter and in future periods. A reconciliation of these non-GAAP financial measures to the most comparable GAAP measures is provided in the tables of financial information contained at the end of this news release.

Non-GAAP financial measures should not be relied upon to the exclusion of GAAP financial measures. Management believes that these non-GAAP financial measures are important supplemental information to investors which reflect an additional way of viewing aspects of our operations that, when viewed with our GAAP results and the accompanying reconciliations, provides a more complete understanding of factors and trends affecting our ongoing business and operations. Management strongly encourages investors to review our financial statements and filed reports in their entirety and to not rely on any single financial measure. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures having the same or similar names.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
CONSOLIDATED FINANCIAL RESULTS
(In thousands, except per share data)
(UNAUDITED)

Statement of Operations Data:
------------- ------------- ------------- -------- ---- ------------- --------
Three Months Ended Three Months Ended September 30, 2005 September 30, 2004 -------- ------------- ------------- ------------- ------------- ------------
Reported Adjustments As Adjusted Reported

~~Total revenues $69,333 $69,333 $59,130 Cost of revenues 26,013 $802 (a) 25,211 22,412 Research and development 3,110 611 (b) 2,499 5,103 Selling, general and administrative 22,653 246 (c) 22,407 42,600 Amortization 1,466 1,466 1,195 -------- ---------- Total costs and expenses 53,242 51,583 71,310 Operating income (loss) 16,091 17,750 (12,180) Interest income (expense), net (393) (393) 243 Other income (expense), net (4) (4) 306 ------------ --- Income (loss) before income taxes 15,694 17,353 (11,631) Provision (benefit) for~~

~~income taxes 5,213 623 (d) 5,836 (4,034)~~

~~——————— Net income (loss) $10,481 $11,517 ($7,597) Earnings per share calculation: Add back of after tax interest expense 800 800 ——————————~~

~~———— Net income (loss) for diluted EPS $11,281 $12,317 ($7,597) Diluted earnings (loss) per share $0.33 $0.36 ($0.25) Diluted weighted average 34,297 34,297 30,326 Common shares outstanding Notes: (a) Costs associated with the closing of various manufacturing facilities and related employee terminations and manufacturing transfers (b) In-process research and development charge and facility closings and related employee terminations (c) Costs associated with the closing of various manufacturing facilities and employee terminations (d) Adjustment to provision for income taxes for above adjustments~~

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
CONSOLIDATED FINANCIAL RESULTS
(In thousands, except per share data)
(UNAUDITED)

Statement of Operations Data:

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Nine Months Ended Nine Months Ended September 30, 2005 September 30, 2004 -------- ------------- ------------- ------------- ------------- ------------

Reported Adjustments As Adjusted Reported

~~Total revenues $204,951 $204,951 $168,014 Cost of revenues 77,284 $2,920 (a) 74,364 64,078 Research and development 9,256 635 (b) 8,621 10,565 Selling, general and administrative 72,610 1,728 (c) 70,882 79,095 Amortization 4,609 216 (d) 4,393 3,127 ------------------ Total costs and expenses 163,759 158,261 156,865 Operating income 41,192 46,690 11,149 Interest income (expense), net (281) (281) 460 Other income (expense), net (638) (638) 424 ---------------- Income before income taxes 40,273 45,771 12,033 Provision for~~

~~income taxes 13,693 2,004 (c) 15,697 4,674~~

~~Net income $26,580 $30,075 $7,359 Earnings per share calculation: Add back of after tax interest expense 1,832 1,832~~

~~Net income for diluted EPS $28,412 $31,907 $7,359 Diluted earnings per share $0.82 $0.92 $0.24 Diluted weighted average 34,727 34,727 31,256 Common shares outstanding Notes: (a) Inventory fair value purchase accounting adjustments, discontinued product lines, costs associated with the closing of various manufacturing facilities, employee terminations, and manufacturing transfers (b) In process research and development charge and facility closings and related employee terminations (c) Acquisition and integration related costs, including costs associated with the closing of various facilities, foreign dealer terminations, and employee~~

~~terminations~~
~~(d)~~
~~Amortization for discontinued product lines~~
~~(e)~~
~~Adjustment to provision for income taxes for above adjustments~~

Condensed Balance Sheet Data:

	September 30, 2005	December 31, 2004
Cash and marketable securities, including non-current portion	$159,033	$195,982
Accounts receivable, net	46,786	46,765
Inventory, net	69,014	55,947
Total assets	465,881	456,713
Current liabilities	33,536	24,234
Long-term debt	118,468	118,900
Total liabilities	158,279	148,890
Stockholders' equity	307,602	307,823

Reconciliation of non-GAAP financial measures to the most comparable GAAP measure:

A. Reconciliation of Net Income and Adjusted Net Earnings

	Quarter Ended September 30,	
	2005	2004
	($ in thousands)	
Net Income (Loss)	$ 10,481	$(7,597)
Employee termination costs	794	—
Equity based compensation charge	—	23,876
Facility consolidation, acquisition integration manufacturing transfer and related costs	365	—
In-process R&D charge and technology licensee fee	500	1,855
Tax effect on		

~~above adjustments (623) (9,488)~~

~~Adjusted Net Income $ 11,517 $ 8,646 Earnings per share calculation: Add back of after tax interest expense 800 452~~

~~Adjusted Net Income for diluted EPS $ 12,317 $ 9,098 Adjusted Diluted earnings per share $0.36 $0.26 Diluted weighted average common shares outstanding 34,297 30,326 Shares added for contingently convertible debt and impact of dilutive stock options -- 4,444 --~~

~~-- Diluted weighted average common shares outstanding For Adjusted Diluted earnings per share calculation 34,297 34,770~~

The calculation of diluted earnings (loss) per share for the above periods is presented in the tables above.

C. Growth in product revenues excluding recently acquired product lines

	Quarter Ended September 30, 2005	Quarter Ended September 30, 2004	Increase (Decrease) $	Increase (Decrease) %
($ in thousands)				
~~Total revenues, as reported~~	~~$ 69,333~~	~~$ 59,130~~	~~$10,203~~	~~17%~~
~~Less: Revenues of product lines acquired since the beginning of the third quarter of 2004~~	~~3,531~~	~~—~~	~~3,531~~	~~N/A~~
~~Revenues excluding recently acquired product lines~~	~~$ 65,802~~	~~$ 59,130~~	~~$ 6,672~~	~~11%~~

D. Reconciliation of Projected Diluted EPS and Projected Adjusted Diluted EPS

	Range Low	Range High
~~Projected three months ended December 30, 2005: Diluted EPS~~	~~$0.31~~	~~$0.35~~
~~Employee termination costs~~	~~0.05~~	~~0.05~~
~~Facility consolidation, acquisition integration and related costs~~	~~0.03~~	~~0.03~~
~~Tax effect on above adjustments~~	~~(0.03)~~	~~(0.03)~~

~~Adjusted~~
~~Diluted EPS~~
~~$0.36-$0.40~~

"MAYFIELD" is a registered trademark of SM USA, Inc., a wholly owned subsidiary of Schaerer Mayfield USA, Inc.

Source: Integra LifeSciences Holdings Corporation