

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

DELAWARE 3841 51-0317849
(State or other jurisdiction (Primary Standard (I.R.S. Employer
of incorporation or Industrial Identification Number)
organization) Classification Code Number)

311 ENTERPRISE DRIVE
PLAINSBORO, NEW JERSEY 08536
(609) 275-0500

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

JOHN B. HENNEMAN, III
CHIEF ADMINISTRATIVE OFFICER AND SECRETARY
311 ENTERPRISE DRIVE
PLAINSBORO, NEW JERSEY 08536
(609) 275-0500

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

PETER M. LABONSKI, ESQ.
LATHAM & WATKINS
885 THIRD AVENUE, SUITE 1000
NEW YORK, NY 10022
(212) 906-1200

PETER H. JAKES, ESQ.
DAVID K. BOSTON, ESQ.
WILLKIE FARR & GALLAGHER
787 SEVENTH AVENUE
NEW YORK, NY 10019
(212) 728-8000

Approximate date of commencement of proposed sale to public: As soon as
practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. []

If this form is filed to register additional securities for an offering pursuant
to Rule 462(b) under the Securities Act, please check the following box and list
the Securities Act Registration Statement number of the earlier effective
Registration Statement for the same offering. [X] 333-62176

If this form is a Post-Effective Amendment filed pursuant to Rule 462(c) under
the Securities Act, check the following box and list the Securities Act
Registration statement number of the earlier effective Registration Statement
for the same offering. []

If delivery of the prospectus is expected to be made pursuant to rule 434,
please check the following box. []

The Registration Statement shall become effective upon filing with the
Securities and Exchange Commission in accordance with Rule 462(b) under the
Securities Act of 1933.

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT BEING REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.01 par value per share	747,500	\$25.50	\$19,061,250	\$4,765.31

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement, filed pursuant to the Securities Act of 1933, as amended (the "Act"), and Rule 462(b) promulgated thereunder, hereby incorporates by reference all of Part I and Part II of the Registrant's registration statement on Form S-3, including all amendments and exhibits thereto, declared effective on August 7, 2001 (Registration No. 333-62176). The Registrant is filing this Registration Statement to register 747,500 shares of its common stock, \$0.01 par value per share.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

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SIGNATURES

Under the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3, and has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plainsboro, State of New Jersey, on August 8, 2001.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
 By: /s/ JOHN B. HENNEMAN, III

John B. Henneman, III
 Senior Vice President,
 Chief Administrative Officer

Under the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
----- * ----- Stuart M. Essig	President, Chief Executive Officer and Director	August 8, 2001
----- * ----- George W. McKinney, III, Ph.D.	Executive Vice President, Chief Operating Officer and Director	August 8, 2001
----- * ----- David B. Holtz	Senior Vice President, Finance	August 8, 2001
----- * ----- Richard E. Caruso, Ph.D	Chairman and Director	August 8, 2001
----- * ----- James M. Sullivan	Director	August 8, 2001
----- * ----- Keith Bradley, Ph.D.	Director	August 8, 2001
----- * ----- Neal Moszkowski	Director	August 8, 2001

/s/ JOHN B. HENNEMAN, III

 *By: John. B. Henneman, III
 ATTORNEY-IN-FACT

EXHIBIT INDEX

Exhibit No. -----	Description -----
5.1	Opinion of Latham & Watkins as to the legality of the securities being registered hereunder
23.1	Consent of Latham & Watkins (contained in their opinion filed as Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP, independent accountants
24.1	Power of Attorney (included on the signature page to Registrant's earlier effective registration statement on Form S-3 (Registration No. 333-62176))

Latham & Watkins
ATTORNEYS AT LAW
WWW.LW.COM

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SINGAPORE
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WASHINGTON, D.C.

August 8, 2001

Integra LifeSciences Holdings Corporation
311 Enterprise Drive
Plainsboro, NJ 08536

RE: INTEGRALIFESCIENCES HOLDINGS CORPORATION

Ladies and Gentlemen:

In connection with the registration of 747,500 shares of common stock of the Company, par value \$0.01 per share (the "Shares"), under the Securities Act of 1933, as amended (the "Act"), by Integra LifeSciences Holdings Corporation, a Delaware corporation (the "Company"), on Form S-3 filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Act (the "Registration Statement"), you have requested our opinion with respect to the matters set forth below.

In our capacity as your special counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares, and for the purposes of this opinion, have assumed such proceedings will be timely completed in the manner presently proposed. In addition, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records and instruments, as we have deemed necessary or appropriate for purposes of this opinion.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies.

53rd at Third o 885 Third Avenue o New York, New York 10022-4802
TELEPHONE: (212) 906-1200 o FAX: (212) 751-4864

LATHAM & WATKINS

August 8, 2001
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We are opining herein as to the effect on the subject

transaction only of the internal laws of the State of New York and the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

Subject to the foregoing, it is our opinion that the Shares have been duly authorized, and, upon issuance, delivery and payment therefor in the manner contemplated by the Registration Statement, will be validly issued, fully paid and nonassessable.

We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm contained under the heading "Legal Matters."

Very truly yours,

/s/ Latham & Watkins

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the use in this Registration Statement on Form S-3 of our reports dated February 23, 2001, except for note 18, as to which the date is March 16, 2001 and Note 2, as to which the date is May 14, 2001, relating to the financial statements, which appear in such Registration Statement, and financial statement schedules, which are incorporated by reference in such Registration Statement, of Integra LifeSciences Holdings Corporation. We also consent to the references to us under the headings "Experts" and "Selected Consolidated Financial Data" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP
Florham Park, New Jersey
August 7, 2001