

Securities Act of 1933, as amended. The Company did not pay or give, directly or indirectly, any commission or other remuneration for soliciting such exchange.

The New Notes are convertible, under certain circumstances, into cash, and, if applicable, shares of the Company's common stock, subject to the Company's right to pay the share amount in additional cash. The initial conversion rate is 29.2847 shares of common stock per \$1,000 principal amount of New Notes (subject to adjustment in certain events), which is equivalent to an initial conversion price of approximately \$34.15 per share of common stock. The amount of cash and common stock payable upon conversion will depend upon the value of the Company's common stock over a 15 day period beginning on the third trading day after a holder delivers a notice of conversion.

A description of the New Notes is set forth in Items 1.01 and 3.02 of the Company's Current Report on Form 8-K filed on October 5, 2006, which is available on the SEC's website (www.sec.gov) or the Company's website (www.Integra-LS.com) and is incorporated by reference into this Item.

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 26, 2006

By: /s/ Stuart M. Essig

Stuart M. Essig
President and Chief Executive Officer