

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 1, 2015

INTEGRA LIFESCIENCES 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

(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 2.01 Completion of Acquisition or Disposition of Assets.

This Current Report on Form 8-K/A amends and supplements the Current Report on Form 8-K filed by Integra LifeSciences Holdings Corporation ("Integra" or the "Company") on July 8, 2015 to include additional pro forma financial information. The Company is including unaudited pro forma consolidated statements of operations for the six months ended June 30, 2015 and 2014.

On July 1, 2015, the Company completed the previously announced separation (the "Separation") of SeaSpine Holdings Corporation ("SeaSpine") from the Company. SeaSpine was formed to operate the Company's business of developing, marketing and selling spinal fusion hardware and orthobiologics. The Separation was completed via a tax-free dividend involving the distribution on July 1, 2015 (the "Distribution Date") of all of the outstanding shares of SeaSpine common stock to holders of record of the Company's common stock as of 5:00 p.m., Eastern Time, on June 19, 2015 (the "Record Date"). On the Distribution Date, the Company distributed to its stockholders as of the Record Date one share of SeaSpine common stock for every three shares of the Company's common stock held by such holders (the "Distribution"). As a result of the Distribution, SeaSpine is now an independent public company trading under the symbol "SPNE" on the NASDAQ Global Select Market.

Following the Distribution, the Company does not own any shares of SeaSpine common stock and the Company will no longer consolidate SeaSpine in its financial results. The Company's unaudited pro forma financial information giving effect to the Distribution and related transactions is attached as Exhibit 99.1.

Item 2.02 Results of Operations and Financial Condition.

This Current Report on Form 8-K/A also amends the Current Report on Form 8-K furnished by the Company on July 30, 2015 to update December 31, 2015 GAAP EPS guidance in the press release issued by the Company on July 30, 2015 announcing its financial results for the quarter ended June 30, 2015.

The table below presents the Company's revised December 31, 2015 GAAP EPS guidance to reflect the non-cash valuation allowance that will be recorded within continuing operations in the third quarter of 2015 on certain deferred tax assets associated with the SeaSpine business and related spin-off. Except for this update to GAAP EPS, the Company's December 31, 2015 guidance for all other metrics remains unchanged.

RECONCILIATION OF NON-GAAP ADJUSTMENTS - GUIDANCE

	Projected Year Ended December 31, 2015	
	Low	High
GAAP diluted net income per share from continuing operations	\$ 0.12	\$ 0.22
Global ERP implementation charges	0.42	0.42
Seaspine separation-related charges	0.08	0.08
Structural optimization charges	0.67	0.67
Acquisition-related charges	0.42	0.42
Certain employee severance charges	0.04	0.04
Intangible asset amortization expense	0.90	0.90
Convertible debt non-cash interest	0.22	0.22
Estimated income tax impact from adjustments and other items	(0.87)	(0.87)
Valuation Allowance related to Seaspine's Deferred Tax Assets	1.00	1.00
Total of non-GAAP adjustments	\$ 2.88	\$ 2.88
Adjusted diluted net income per share from continuing operations	\$ 3.00	\$ 3.10

The information contained in Item 2.02 of this Current Report on Form 8-K/A 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/A 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.

This Current Report on Form 8-K/A contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. These forward-looking statements are subject to a number of risks, uncertainties and assumptions about our business. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to those set forth under the heading "Risk Factors" in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You can identify these forward-looking statements by forward-looking words such as "believe," "may," "could," "will," "estimate," "continue," "anticipate," "intend," "seek," "plan," "expect," "should," "would" and similar expressions in this report.

Item 9.01 Financial Statements and Exhibits.

(b) Unaudited Pro Forma Financial Information

The unaudited pro forma consolidated financial information of Integra giving effect to the Distribution, and the related notes thereto, have been derived from its historical consolidated financial statements and are attached hereto as Exhibit 99.1.

(d) Exhibits

99.1 Unaudited pro forma consolidated financial information

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**

By: /s/ Glenn G. Coleman

Glenn G. Coleman

Corporate Vice President and Chief Financial Officer

Date: August 3, 2015

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Unaudited pro forma consolidated information

Integra LifeSciences Holdings Corporation
Unaudited Pro Forma Consolidated Financial Information

On July 1, 2015, Integra LifeSciences Holdings Corporation (“Integra” or the “Company”) completed the previously announced separation (the “Separation”) of SeaSpine Holdings Corporation (“SeaSpine”) from the Company. SeaSpine was formed to operate the Company’s business of developing, marketing, and selling spinal fusion hardware and orthobiologics. The Separation was completed via a tax-free dividend involving the distribution on July 1, 2015 (the “Distribution Date”) of all of the outstanding shares of SeaSpine common stock to holders of record of the Company’s common stock as of 5:00 p.m., Eastern Time, on June 19, 2015 (the “Record Date”). On the Distribution Date, the Company distributed to its stockholders as of the Record Date one share of SeaSpine common stock for every three shares of the Company’s common stock held by such holders (the “Distribution”). As a result of the Distribution, SeaSpine is now an independent public company trading under the symbol “SPNE” on the NASDAQ Global Select Market.

The following unaudited pro forma consolidated statements of operations of Integra for the six months ended June 30, 2015 and 2014, the three months ended March 31, 2015 and for each of the years ended December 31, 2014, 2013, and 2012 are presented as if the Distribution had occurred as of January 1, 2012. The following unaudited pro forma consolidated balance sheet of Integra as of March 31, 2015 assumes that the Distribution occurred on March 31, 2015.

The statements are presented based on information currently available, are intended for informational purposes only, and do not purport to represent what Integra’s financial position and results of operations actually would have been had the Distribution occurred on the dates indicated, or to project Integra’s financial performance for any future period. Beginning in the third quarter of 2015, SeaSpine’s historical financial results for periods prior to the Distribution will be reflected in Integra’s consolidated financial statements as discontinued operations.

The unaudited pro forma consolidated financial statements and the accompanying notes should be read in conjunction with (i) the audited consolidated financial statements and accompanying notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Integra’s Form 10-K for the year ended December 31, 2014 and (ii) the unaudited condensed consolidated financial statements and accompanying notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Integra’s Form 10-Q for the quarterly period ended June 30, 2015.

The Historical column in the Unaudited Pro Forma Consolidated Statements of Operations and in the Unaudited Pro Forma Consolidated Balance Sheet reflects Integra’s historical financial statements for the periods presented and does not reflect any adjustments related to the Distribution and related events.

The unaudited pro forma consolidated financial statements were prepared in accordance with Article 11 of Regulation S-X using the assumptions set forth in the notes to the unaudited pro forma consolidated financial statements. The information in the SeaSpine Separation column in the Unaudited Pro Forma Consolidated Statements of Operations was derived from the annual and interim combined financial statements included in SeaSpine’s Form 10 and was adjusted to represent the effect of discontinued operations of SeaSpine by excluding allocated corporate costs and replacing those allocated costs with corporate costs based on direct consumption by SeaSpine, with any related tax effects. The information in the SeaSpine Separation column in the Unaudited Pro Forma Consolidated Balance Sheet was derived from the condensed combined balance sheet reported in SeaSpine’s Form 10 and represents the effect of the distribution of SeaSpine, including the impact from the current and deferred tax assets and liabilities in connection with the SeaSpine distribution and the anticipated transfer of current and deferred tax assets and liabilities in accordance with tax matters agreement.

The Pro Forma Adjustments column in the Unaudited Pro Forma Consolidated Statements reflects pro forma adjustments which are further described in the accompanying notes.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE SIX MONTHS ENDED JUNE 30, 2015

(In thousands, except per share amounts)

	Historical	SeaSpine Separation	Pro Forma Adjustments	Note	Pro Forma Integra Continuing Operations
Total revenue, net	\$ 477,743	\$ 65,775	\$ 3,239	(1)	\$ 415,207
Costs and expenses:					
Cost of goods sold	173,261	26,028	3,239	(1)	150,472
Research and development	26,447	3,356	—		23,091
Selling, general and administrative	240,654	48,071	—		192,583
Intangible asset amortization	6,639	3,163	—		3,476
Total costs and expenses	447,001	80,618	3,239		369,622
Operating income (loss)	30,742	(14,843)	—		45,585
Interest income	13	17	—		(4)
Interest expense	(10,963)	(23)	—		(10,940)
Other income (expense), net	397	(760)	—		1,157
Income (loss) before income taxes	20,189	(15,609)	—		35,798
Income tax expense (benefit)	6,807	(5,239)	—		12,046
Net income (loss)	<u>\$ 13,382</u>	<u>\$ (10,370)</u>	<u>\$ —</u>		<u>\$ 23,752</u>
Net income (loss) per common share:					
Basic	\$ 0.41				\$ 0.72
Diluted	\$ 0.40				\$ 0.71
Weighted average common shares outstanding:					
Basic	32,884				32,884
Diluted	33,644				33,644

See accompanying notes to unaudited pro forma consolidated financial statements.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2015

(In thousands, except per share amounts)

	Historical	SeaSpine Separation	Pro Forma Adjustments	Note	Pro Forma Integra Continuing Operations
Total revenue, net	\$ 233,665	\$ 32,314	\$ 1,183	(1)	\$ 202,534
Costs and expenses:					
Cost of goods sold	86,722	12,684	1,183	(1)	75,221
Research and development	12,556	1,477	—		11,079
Selling, general and administrative	114,064	20,799	—		93,265
Intangible asset amortization	3,535	1,806	—		1,729
Total costs and expenses	216,877	36,766	1,183		181,294
Operating income (loss)	16,788	(4,452)	—		21,240
Interest income	5	—	—		5
Interest expense	(5,492)	(20)	—		(5,472)
Other income (expense), net	1,316	(701)	—		2,017
Income (loss) before income taxes	12,617	(5,173)	—		17,790
Income tax expense (benefit)	4,233	(1,825)	—		6,058
Net income (loss)	\$ 8,384	\$ (3,348)	\$ —		\$ 11,732
Net income (loss) per common share:					
Basic	\$ 0.26				\$ 0.36
Diluted	\$ 0.25				\$ 0.35
Weighted average common shares outstanding:					
Basic	32,736				32,736
Diluted	33,342				33,342

See accompanying notes to unaudited pro forma consolidated financial statements.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE SIX MONTHS ENDED JUNE 30, 2014

(In thousands, except per share amounts)

	Historical	SeaSpine Separation	Pro Forma Adjustments	Note	Pro Forma Integra Continuing Operations
Total revenue, net	\$ 446,410	\$ 69,052	\$ 2,762	(1)	\$ 380,120
Costs and expenses:					
Cost of goods sold	169,359	28,095	2,762	(1)	144,026
Research and development	26,312	3,897	—		22,415
Selling, general and administrative	223,591	34,322	—		189,269
Intangible asset amortization	6,018	2,777	—		3,241
Total costs and expenses	425,280	69,091	2,762		358,951
Operating income (loss)	21,130	(39)	—		21,169
Interest income	120	4	—		116
Interest expense	(10,524)	—	—		(10,524)
Other income (expense), net	435	(31)	—		466
Income (loss) before income taxes	11,161	(66)	—		11,227
Income tax expense (benefit)	4,130	(197)	—		4,327
Net income	\$ 7,031	\$ 131	\$ —		\$ 6,900
Net income per common share:					
Basic	\$ 0.22				\$ 0.21
Diluted	\$ 0.21				\$ 0.21
Weighted average common shares outstanding:					
Basic	32,336				32,336
Diluted	32,796				32,796

See accompanying notes to unaudited pro forma consolidated financial statements.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2014

(In thousands, except per share amounts)

	Historical	SeaSpine Separation	Pro Forma Adjustments	Note	Pro Forma Integra Continuing Operations
Total revenue, net	\$ 928,305	\$ 137,808	\$ 6,220	(1)	\$ 796,717
Costs and expenses:					
Cost of goods sold	352,801	56,075	6,220	(1)	302,946
Research and development	51,596	8,037	—		43,559
Selling, general and administrative	445,967	70,422	—		375,545
Intangible asset amortization	12,400	5,590	—		6,810
Total costs and expenses	862,764	140,124	6,220		728,860
Operating income (loss)	65,541	(2,316)	—		67,857
Interest income	168	—	—		168
Interest expense	(21,967)	—	—		(21,967)
Other expense, net	(763)	(271)	—		(492)
Income (loss) before income taxes	42,979	(2,587)	—		45,566
Income tax expense (benefit)	8,975	(296)	—		9,271
Net income (loss)	\$ 34,004	\$ (2,291)	\$ —		\$ 36,295
Net income (loss) per common share:					
Basic	\$ 1.05				\$ 1.12
Diluted	\$ 1.03				\$ 1.10
Weighted average common shares outstanding:					
Basic	32,432				32,432
Diluted	32,960				32,960

See accompanying notes to unaudited pro forma consolidated financial statements.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2013

(In thousands, except per share amounts)

	Historical	SeaSpine Separation	Pro Forma Adjustments	Note	Pro Forma Integra Continuing Operations
Total revenue, net	\$ 836,214	\$ 147,314	\$ 7,932	(1)	\$ 696,832
Costs and expenses:					
Cost of goods sold	327,045	55,429	7,932	(1)	279,548
Research and development	52,088	9,466	—		42,622
Selling, general and administrative	407,802	75,612	—		332,190
Intangible asset amortization	12,697	5,598	—		7,099
Goodwill impairment charge	46,738	46,738	—		—
Total costs and expenses	846,370	192,843	7,932		661,459
Operating (loss) income	(10,156)	(45,529)	—		35,373
Interest income	443	64	4,554	(2)	4,933
Interest expense	(19,788)	(4,617)	(4,554)	(2)	(19,725)
Other expense, net	(1,801)	(6)	—		(1,795)
(Loss) income before income taxes	(31,302)	(50,088)	—		18,786
Income tax benefit	(10,235)	(6,994)	—		(3,241)
Net (loss) income	\$ (21,067)	\$ (43,094)	\$ —		\$ 22,027
Net (loss) income per common share:					
Basic	\$ (0.74)				\$ 0.78
Diluted	\$ (0.74)				\$ 0.76
Weighted average common shares outstanding:					
Basic	28,416				28,416
Diluted	28,416				28,802

See accompanying notes to unaudited pro forma consolidated financial statements.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2012

(In thousands, except per share amounts)

	Historical	SeaSpine Separation	Pro Forma Adjustments	Note	Pro Forma Integra Continuing Operations
Total revenue, net	\$ 830,871	\$ 147,870	\$ 8,894	(1)	\$ 691,895
Costs and expenses:					
Cost of goods sold	314,427	54,934	8,894	(1)	268,387
Research and development	51,012	11,843	—		39,169
Selling, general and administrative	373,114	79,380	—		293,734
Intangible asset amortization	18,536	5,716	—		12,820
Total costs and expenses	757,089	151,873	8,894		614,110
Operating income (loss)	73,782	(4,003)	—		77,785
Interest income	1,205	123	7,852	(2)	8,934
Interest expense	(22,237)	(7,919)	(7,852)	(2)	(22,170)
Other expense, net	(721)	(403)	—		(318)
Income (loss) before income taxes	52,029	(12,202)	—		64,231
Income tax expense (benefit)	10,825	(5,199)			16,024
Net income (loss)	\$ 41,204	\$ (7,003)	\$ —		\$ 48,207
Net income (loss) per common share:					
Basic	\$ 1.46				\$ 1.71
Diluted	\$ 1.44				\$ 1.69
Weighted average common shares outstanding:					
Basic	28,232				28,232
Diluted	28,516				28,516

See accompanying notes to unaudited pro forma consolidated financial statements.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET
AS OF MARCH 31, 2015

(In thousands, except par value and share amounts)

	Historical	SeaSpine Separation	Pro Forma Adjustments	Note	Pro Forma Integra Continuing Operations
Assets:					
Cash and cash equivalents	\$ 79,871	\$ —	\$ (47,000)	(3)	\$ 32,871
Accounts receivable, net	126,785	20,032	—		106,753
Inventories, net	233,043	47,237	—		185,806
Deferred tax assets	58,293	27,716	—		30,577
Prepaid expenses and other current assets	23,958	1,564	—		22,394
Total current assets	521,950	96,549	(47,000)		378,401
Property, plant & equipment, net	210,111	18,984	—		191,127
Intangible assets, net	447,424	44,832	—		402,592
Goodwill	354,202	—	—		354,202
Deferred tax assets	5,684	1,022	—		4,662
Other assets	11,436	148	—		11,288
Total assets	\$ 1,550,807	\$ 161,535	\$ (47,000)		\$ 1,342,272
Liabilities and Stockholders' Equity:					
Current liabilities:					
Borrowings under senior credit facility	\$ 5,625	\$ —	\$ —		\$ 5,625
Accounts payable, trade	42,630	4,954	—		37,676
Deferred revenue	4,303	—	—		4,303
Accrued compensation	33,209	5,675	—		27,534
Accrued expenses and other current liabilities	41,038	5,872	—		35,166
Total current liabilities	126,805	16,501	—		110,304
Long-term borrowings under senior credit facility	396,250	—	—		396,250
Long-term convertible securities	215,177	—	—		215,177
Deferred tax liabilities	92,431	(9,596)	—		102,027
Other liabilities	32,045	2,657	—		29,388
Total liabilities	862,708	9,562	—		853,146
Stockholders' Equity:					
Common stock	418	—	—		418
Additional paid in capital	779,074	—	—		779,074
Treasury stock	(367,121)	—	—		(367,121)
Accumulated other comprehensive income (loss)	(47,616)	319	—		(47,935)
Retained earnings	323,344	151,654	(47,000)	(3)	124,690
Total stockholders' equity	688,099	151,973	(47,000)		489,126
Total liabilities and stockholders' equity	\$ 1,550,807	\$ 161,535	\$ (47,000)		\$ 1,342,272

See accompanying notes to unaudited pro forma consolidated financial statements.

Integra LifeSciences Holdings Corporation
Unaudited Pro Forma Consolidated Financial Information

Notes to unaudited pro forma consolidated financial statements

- (1) Represents certain sales transactions and related costs of goods between Integra and SeaSpine that were previously eliminated in consolidation.
- (2) Represents interest income and interest expense on intercompany notes between Integra and SeaSpine that were previously eliminated in consolidation.
- (3) Adjustment reflects the cash distribution to SeaSpine from Integra prior to the spin-off.