

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2014  
or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

COMMISSION FILE NO. 0-26224

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**DELAWARE**

(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

**51-0317849**

(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

**311 ENTERPRISE DRIVE  
PLAINSBORO, NEW JERSEY**

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

**08536**

(ZIP CODE)

**REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (609) 275-0500**

**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:**

| <u>Title of Each Class</u>              | <u>Name of Exchange on Which Registered</u> |
|---|---|
| Common Stock, Par Value \$.01 Per Share | The Nasdaq Stock Market LLC                 |

**SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:**

**NONE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act. Yes  No

No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

|                         |  |                           |                          |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/>                                    | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2014, the aggregate market value of the registrant’s common stock held by non-affiliates was approximately \$1,182.3 million based upon the closing sales price of the registrant’s common stock on The Nasdaq Global Market on such date. The number of shares of the registrant’s Common Stock, \$0.01 par value, outstanding as of February 25, 2015 was 32,778,546.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Certain portions of the registrant’s definitive proxy statement relating to its scheduled May 22, 2015 Annual Meeting of Stockholders are incorporated by reference in Part III of this report.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**TABLE OF CONTENTS**

|   | <b>Page</b>               |
|---|---------------------------|
| <b><u>PART I</u></b>  |                           |
| <a href="#"><u>Item 1. Business</u></a>   | <a href="#"><u>5</u></a>  |
| <a href="#"><u>Item 1A. Risk Factors</u></a>  | <a href="#"><u>14</u></a> |
| <a href="#"><u>Item 1B. Unresolved Staff Comments</u></a>   | <a href="#"><u>27</u></a> |
| <a href="#"><u>Item 2. Properties</u></a>   | <a href="#"><u>28</u></a> |
| <a href="#"><u>Item 3. Legal Proceedings</u></a>  | <a href="#"><u>29</u></a> |
| <a href="#"><u>Item 4. Mine Safety Disclosures</u></a>  | <a href="#"><u>30</u></a> |
| <b><u>PART II</u></b>   |                           |
| <a href="#"><u>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u></a> | <a href="#"><u>31</u></a> |
| <a href="#"><u>Item 6. Selected Financial Data</u></a>  | <a href="#"><u>32</u></a> |
| <a href="#"><u>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</u></a>                        | <a href="#"><u>34</u></a> |
| <a href="#"><u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u></a>  | <a href="#"><u>58</u></a> |
| <a href="#"><u>Item 8. Financial Statements and Supplementary Data</u></a>  | <a href="#"><u>59</u></a> |
| <a href="#"><u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures</u></a>                        | <a href="#"><u>60</u></a> |
| <a href="#"><u>Item 9A. Controls and Procedures</u></a>   | <a href="#"><u>61</u></a> |
| <a href="#"><u>Item 9B. Other Information</u></a>   | <a href="#"><u>62</u></a> |
| <b><u>PART III</u></b>  |                           |
| <a href="#"><u>Item 10. Directors, Executive Officers and Corporate Governance</u></a>  | <a href="#"><u>63</u></a> |
| <a href="#"><u>Item 11. Executive Compensation</u></a>  | <a href="#"><u>63</u></a> |
| <a href="#"><u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u></a>              | <a href="#"><u>63</u></a> |
| <a href="#"><u>Item 13. Certain Relationships, Related Transactions, and Director Independence</u></a>                                      | <a href="#"><u>63</u></a> |
| <a href="#"><u>Item 14. Principal Accountant Fees and Services</u></a>  | <a href="#"><u>63</u></a> |
| <b><u>PART IV</u></b>   |                           |
| <a href="#"><u>Item 15. Exhibits and Financial Statements Schedules</u></a>   | <a href="#"><u>65</u></a> |
| <b><u>SIGNATURES</u></b>  | <b><u>76</u></b>          |

**PART I**

## ITEM 1. BUSINESS

### OVERVIEW

The terms “we,” “our,” “us,” “Company” and “Integra” refer to Integra LifeSciences Holdings Corporation, a Delaware corporation, and its subsidiaries, unless the context suggests otherwise.

Integra, headquartered in Plainsboro, New Jersey, is a world leader in medical technology. The Company employs approximately 3,400 people around the world who are dedicated to limiting uncertainty for surgeons, so that they can concentrate on providing the best patient care. Integra offers innovative solutions, including leading regenerative technologies, specialty surgical solutions, orthopedics and tissue technologies, and spine hardware and orthobiologics. Revenues grew to \$928.3 million in 2014, an increase of 11% from \$836.2 million in 2013.

Integra was founded on a technology platform to repair and regenerate tissue with engineered collagen devices. The Company has developed numerous product lines for applications ranging from burn and deep tissue wounds to regeneration of dura mater in the brain and repair of nerve and tendon. Over the past 25 years, Integra has grown by building upon this core regenerative technology, acquiring businesses in markets with overlapping customer bases, and developing products to further meet the needs of our target customers.

### VISION

We aspire to be a multi-billion dollar, diversified global medical technology company that helps patients by limiting uncertainty for medical professionals, and is a high quality investment for shareholders. We will achieve these goals by delivering on our Brand Promises to our customers worldwide and by becoming a top player in all markets in which we compete.

### STRATEGY

Our strategy is built around three pillars - optimize, execute, and accelerate growth. These three pillars support our strategic initiatives to optimize our infrastructure, deliver on our commitments through improved planning and communication, and grow by introducing new products to the market through internal development, geographic expansion, and strategic acquisitions.

This is an essential strategic approach for two reasons. First, the costs inherent in operating a medical technology company have increased at an accelerating rate in recent years and continue to rise. Scale is therefore correlated with rates of profitability in our industry. Second, our operating footprint is more complex and less efficient than it needs to be, in part because we have not taken full advantage of the more than 40 acquisitions in our history. While we have demonstrated that we can quickly and profitably integrate new products and businesses, and have an active program to evaluate similar opportunities, we must simplify our structure and processes into singular, common systems in order to continue to add scale efficiently and profitably.

To that end, our executive leadership team has set forth several near-term objectives aligned to this strategy:

*Portfolio Optimization.* Our investments in innovative product development should result in a multi-generational pipeline for our key products. Consistent with Integra's competitive advantage, our product development efforts, which are now under the leadership of our new Chief Scientific Officer, will focus on regenerative technologies and other projects with the potential for significant returns on investment. We are also funding clinical evidence to support successful launches and improved reimbursement for existing products. These recent planning efforts have contributed to a much more active schedule of product launches for 2015. Further, we are focusing the investments we make into core strategic areas, and to that end, we decided in 2014 to spin-off our spine business. We also continue to identify low-growth, low-margin products and product franchises for discontinuation and will continue to look at other ways of optimizing our portfolio.

*Geographic Expansion.* We generate less than one quarter of our revenues from markets outside the United States, whereas most large medical technology companies produce around half of their revenues internationally. We therefore see an opportunity to accelerate revenue growth by increasing our international presence. We are securing ownership or other control of our product registrations and distribution system, and expanding our commercial infrastructure in key markets. We also have a prioritized plan for registering and launching our existing products in countries where we already have some selling presence, but are missing key leading brands. We expect the commercial focus on key markets and a mix of products that carry both high margins and relevant price points to increase our international business to a larger proportion of our overall revenues.

*Strategic Corporate Development.* Over the years, we have successfully acquired and in-licensed businesses, products and technologies to grow our business. Our corporate development program is a core competency, and an important part of our strategy is to continue to pursue strategic transactions and licensing agreements to increase scale. Heading into 2015, integrating the MicroFrance and Metasurg acquisitions will be a key objective, as will identifying additional opportunities. Acquisitions,

in particular, may expand international distribution, add a technology, increase the scale of one of our current portfolios, or provide access into an adjacent growth area. We focus our efforts on the clinical areas of wound care, small bone orthopedics, and specialty surgical applications. In addition to acquisitions, we will be investing in targeted additions to our sales organization to improve market coverage. Our corporate development capabilities are increasingly important to remain competitive in today's environment.

*Structural Cost Reduction.* Our manufacturing and distribution footprint is larger and more complex than it needs to be. Over the past three years, we have closed six manufacturing facilities and consolidated those activities into existing sites. We have ongoing efforts in place to generate higher marginal profit and increase cash flow by continuing to optimize our manufacturing and distribution operations. In addition, we have a centrally led strategic sourcing and procurement effort, which has lowered our direct costs for certain purchased goods. We expect this strategy to lower our costs further and to reduce our expenditures on goods and services. In conjunction with these activities, we are optimizing our inventory planning to increase cycles and decrease working capital requirements. In November 2014 we also announced plans to operate in three global divisions beginning in 2015 reducing to two after the spin-off of the spine business, which is a reduction from five. This should create efficiencies in several support function areas, and, also should drive cost savings and improve our cash flows.

*Common Systems Implementations.* Our initiatives rely upon the reduction of complex processes across our global operations. In 2014, we successfully placed approximately 80% of our revenues onto a common enterprise resource planning system ("ERP"). In 2015, we aim to bring more of our manufacturing operations onto the same ERP system. This effort will provide more useful management information and much reduced administrative complexity. We also are building a common corporate quality system, which will enable a consistent approach across locations, reduce redundancies, and increase overall efficiency in this important function.

Finally, we made three key executive hires during 2014 - Mark Augusti, President, Orthopedics and Tissue Technologies; Ken Burhop, Chief Scientific Officer; and Glenn Coleman, Chief Financial Officer. In addition, we are investing in training programs to develop our leadership deeper in the organization. These initiatives, investments, and talent development efforts will strengthen the foundation necessary to support a faster growing, multi-billion dollar global medical technology company. Our strategy to execute, optimize and accelerate growth will enable us to become a company that helps limit uncertainty for our customers and touches millions of patients each year, while driving returns for our shareholders.

## **BUSINESS SEGMENTS**

We currently manufacture and sell our products in the following five reportable business segments: U.S. Neurosurgery, U.S. Extremities, U.S. Instruments, U.S. Spine and Other, and International. We included financial information regarding our reportable business segments and certain geographic information under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and in Note 14, "Segment and Geographic Information" to our consolidated financial statements.

### ***U.S. Neurosurgery***

Our U.S. Neurosurgery sales organization sells a full line of products specifically for neurosurgery and neuro critical care. We have products for each step of a cranial procedure and the care of the patient after surgery. Our key products include dural repair products (both dural closure and dural sealants), tissue ablation equipment, intracranial monitoring equipment, cranial stabilization equipment, and cerebral spinal fluid management devices. We sell equipment used in the neurosurgery operating room and neurosurgery intensive care unit. We sell our products through directly employed sales representatives.

### ***U.S. Extremities***

Extremity reconstruction is a growing area of the orthopedic market. We define extremity reconstruction to mean the repair of soft tissue and the orthopedic reconstruction of bone in the foot, ankle and leg below the knee (Lower Extremity), and the hand, wrist, elbow and shoulder (Upper Extremity). Our key regenerative technologies provide treatment of acute and chronic wounds, peripheral nerve repair and protection and tendon repair, and bone graft substitutes. Our hardware products include bone and joint fixation devices, implants and instruments for osteoarthritis, rheumatoid arthritis, wrist and shoulder arthroplasty, carpal tunnel syndrome, and cubital tunnel syndrome. We sell our products through a large direct sales organization and through specialty distributors focused on their respective surgical disciplines.

### ***U.S. Instruments***

Our U.S. Instruments business is among the largest surgical instrument suppliers in the United States. Our portfolio includes over 60,000 instrument patterns and surgical products sold into a broad universe of users, including hospitals, surgery centers, and physician, dental and veterinary offices. In addition to selling hand-held instruments, we sell surgical headlight systems

and table-mounted retractors. While we reach the Acute/Hospital segment primarily with a direct sales force, we reach the diverse Alternate Site market with distributors.

### ***U.S. Spine and Other***

Our U.S. Spine and Other segment offers comprehensive spinal fusion technologies that surgeons use along the full length of the spine, as well as a broad and differentiated offering of related orthobiologics. Our key spinal hardware products include integrated interbody fusion devices, minimally invasive solutions, and deformity correction. We market and sell a complete line of orthobiologics, including demineralized bone products, collagen ceramic matrices and pure synthetic bone grafting solutions. We sell our products through specialty distributors focused on our spine and orthopedic surgeon customers, as well as through some direct sales representatives.

This segment also includes private-label sales of a broad set of our regenerative medicine technologies. Our customers are other large medical technology companies that sell to end markets primarily in orthopedics and wound care.

### ***International***

The International segment sells similar products to those discussed above, but they are managed through the following geographies: (i) Europe, Middle East and Africa, and (ii) Latin/South America, Asia-Pacific, Australia, New Zealand and Canada. We sell direct into Europe, Australia, New Zealand, and Canada and utilize distributors in our other international markets.

In November 2014, we announced plans to spin-off our spine business and reorganize our remaining segments. We see opportunities for growth in our spine business and believe that the orthobiologics platform will help capture additional market share. After a thorough and strategic review, we concluded that a spin-off is the best option for our shareholders, customers and employees and will maximize the benefit to both companies - Integra and SeaSpine. This form of separation should enable both organizations to grow faster separately than they would together.

The spin-off of the spine business is part of a larger move to realign the Integra portfolio. Specifically, beginning in 2015 we are integrating our current five business divisions into three, and, following the spin-off, Integra will have a simplified, two-division global structure. Neurosurgery and Instruments will be combined worldwide to create a new division called Specialty Surgical Solutions. Orthopedics and Tissue Technologies will be consolidated worldwide and will include the extremities business, comprising small bone orthopedics and wound care.

A notable change is that we will no longer look at international as a separate reporting segment; rather, we will run each business globally, looking at both domestic and international sales. We will continue to invest in and operate an international commercial structure, providing a consistent approach for our international customers.

## **PRODUCTS - OVERVIEW**

We offer thousands of products for the medical specialties we target. We distinguish ourselves by emphasizing the importance of regenerative technology, which we define as surgical implants derived from our proprietary collagen matrix technology and other biologic platforms that enable or facilitate the body's healing process and are resorbed. Our objective is to develop, acquire or otherwise provide products that will limit uncertainty for hospitals and surgeons. These products include our regenerative technology implants, metal implants, instruments and equipment for small bone orthopedic surgery, specialty surgical applications and spine.

## **RESEARCH AND DEVELOPMENT STRATEGY**

Our research and development activities focus on identifying unmet surgical needs and addressing those needs with innovative solutions and products. We apply our core competency in regenerative technology to products for neurosurgical, orthopedic and spinal applications, and we have extensive programs in neuro-monitoring, cranial stabilization, tissue ablation, spine, extremity fixation, joint arthroplasty, and dermal regeneration. In addition to our activities aimed at acquiring or in-licensing new products, we are optimizing our current portfolio through product franchise review and rationalization. We are focusing our development efforts on innovative products with an emphasis on clinical research and product efficacy.

*Regenerative Technology.* Because implants derived from our regenerative technology platform represent a fast-growing, high-margin opportunity for us, we allocate a large portion of our research and development budget to these products. Our regenerative technology development program applies our expertise in bioengineering of a range of biomaterials including natural collagen and human tissues as well as synthetics such as polymers and ceramics. The unique product designs are used for neurosurgical, orthopedic and spinal surgery applications, as well as dermal regeneration, tendon and nerve repair, and chronic and acute wounds. Integra recently finished a multi-center, randomized, controlled clinical trial under the United States Food and Drug Administration ("FDA") Investigational Device Exemption ("IDE") comparing the safety and

effectiveness of INTEGRA® Dermal Regeneration Template to the standard of care for the treatment of diabetic foot ulcers. This pivotal trial enrolled 307 patients at 32 sites, and all patients were followed for up to 28 weeks. This data formed the foundation for the Premarket Approval Supplement application that we filed with the FDA, which we announced in February 2015. In addition, the Company is pursuing a publication of the data in a peer-reviewed journal. An FDA approval and published data will form the key to securing reimbursement. Assuming FDA approval and timely publication of the peer-reviewed journal article, the Company anticipates commercializing the resulting DFU product mid-2016.

*Extremity Reconstruction.* We develop fixation devices and other implants and instruments for upper and lower extremities.

*Spine.* Our expertise in implant engineering, biomaterials development and biomechanical testing provides a strong foundation for developing new products for the spine. Additionally, we hold a number of spine patents that serve as a platform for future products, with particular emphasis in minimally invasive technologies. While we plan to continue filling the gaps in our portfolio so that our current customers can use our products for more procedures, we are also developing novel technologies and new indications.

We have based our strong orthobiologic product development capability on our human tissue-based bone matrix technology as well as our collagen and ceramic-based technologies. We have relied upon advanced bioengineering principles in the design of our orthobiologics products and have created one of the most complete offerings of bone grafting solutions on the market. We continue to develop new products using these technologies and we will continue to invest in the development of new novel technologies for tissue regeneration.

*Neurosurgery.* We focus on expanding the market for our dural repair products, and on developing the next generation tissue ablation system.

*Instruments.* We work with a number of mainly German instrument partners to bring new patterns to the market, enabling us to add new instruments with minimal R&D expense. Our lighting franchise is among the most dynamic, leading to ongoing development in LED technology.

## **COMPETITION**

Our competition in extremity reconstruction includes the DePuy/Synthes business of Johnson & Johnson, Stryker Corporation, Tornier, Inc., Wright Medical Group, Inc., and Zimmer, Inc., as well as other major orthopedic companies that carry a full line of small bone and joint fixation and soft tissue products.

Competitors in the spine and orthobiologics markets include Bacterin, Baxter, DePuy/Synthes Spine, a Johnson & Johnson company, Biomet, Inc., Globus Medical Inc., Medtronic, NuVasive, Inc., K2M, LDR, Orthofix, RTI Surgical, Stryker Corporation, and Zimmer.

Our primary competitors in the neurosurgery markets are Johnson & Johnson, Medtronic, Inc., and Stryker Corporation. In addition, many of our neurosurgery product lines compete with smaller specialized companies and larger companies that do not otherwise focus on neurosurgery.

Within the instruments market, we compete with the Aesculap division of B. Braun Medical Inc., as well as V. Mueller, a division of C.R. Bard. In addition, we compete with Symmetry Surgical and many smaller instrument companies in the reusable and disposable specialty instruments markets. We rely on the depth and breadth of our sales and marketing organization and our procurement operation to maintain our competitive position in surgical instruments and allied surgical products.

Finally, in certain cases our products compete primarily against medical practices that treat a condition without using a medical device or any particular product, such as medical practices that use autograft tissue instead of our dermal regeneration products, duraplasty products and nerve repair products. Depending on the product line, we compete on the basis of our products' features, strength of our sales force or distributor, sophistication of our technology and cost effectiveness of our solution to the customer's medical requirements.

## **GOVERNMENT REGULATION**

We are a manufacturer and marketer of medical devices, and therefore are subject to extensive regulation by the FDA and the Center for Medicare Services of the U.S. Department of Health and Human Services and other federal governmental agencies and, in some jurisdictions, by state and foreign governmental authorities. These regulations govern the introduction of new medical devices, the observance of certain standards with respect to the design, manufacture, testing, labeling (such as issuing a final rule in 2013 for a unique device identifier for virtually all medical devices), promotion and sales of the devices, the maintenance of certain records, the ability to track devices, the reporting of potential product defects, the import and export of devices, and other matters.



Our Plainsboro, New Jersey manufacturing facility was inspected by the FDA during the third quarter of 2011 which resulted in the issuance of FDA Form 483 observations, and we subsequently received a warning letter from the FDA on December 21, 2011 related to that inspection. The Plainsboro warning letter was closed out effective September 24, 2013, because the FDA concluded that the Company had addressed the issues raised in the warning letter and previous inspectional observations.

The FDA inspected our Andover, UK facility in June 2012, which resulted in the issuance of FDA Form 483 Observations. We subsequently received a Warning Letter on November 1, 2012. On April 25, 2014, we received a letter from the FDA stating that while it had accepted the Corrective Action Plan for the Andover Facility, the warning letter would not be closed out until the FDA conducted an inspection of the Andover facility and concluded that the violations stated in the FDA warning letter had been addressed. On December 31, 2014, we closed the Andover Facility and delisted it as an FDA registered facility.

The FDA inspected our Añasco, Puerto Rico facility in October and November 2012, and issued a warning letter for that facility on February 13, 2013. On November 26, 2013, the FDA completed its second inspection of the Añasco facility and issued a new Form 483 with six additional observations. On September 30, 2014, the FDA completed its third inspection of the Añasco facility, concluded that the Company had addressed the issues raised in the Warning Letter and previous inspectional observations, and issued no other inspectional observations. The Añasco warning letter was closed out effective January 14, 2015, because the FDA concluded that the Company had addressed the issues raised in the warning letter and previous inspectional observations.

The regulatory process of obtaining product approvals and clearances can be onerous and costly. The FDA requires, as a condition to marketing a medical device in the United States, that we secure a Premarket Notification clearance pursuant to Section 510(k) of the Federal Food, Drug and Cosmetic Act (the "FD&C Act") or an approved Premarket Approval ("PMA") application (or supplemental PMA application). Obtaining these approvals and clearances can take up to several years and may involve preclinical studies and clinical trials. The FDA also may require a post-approval clinical study as a condition of approval. To perform clinical trials for significant risk devices in the United States on an unapproved product, we are required to obtain an IDE from the FDA. The FDA may also require a filing for FDA approval prior to marketing products that are modifications of existing products or new indications for existing products. Moreover, after clearance/approval is given, if the product is shown to be hazardous or defective, the FDA and foreign regulatory agencies have the power to withdraw the clearance or approval, as the case may be, or require us to change the device, its manufacturing process or its labeling, to supply additional proof of its safety and effectiveness or to recall, repair, replace or refund the cost of the medical device. Because we currently export medical devices manufactured in the United States that have not been approved by the FDA for distribution in the United States, we are required to obtain approval/registration in the country to which we are exporting and maintain certain records relating to exports and make these available to the FDA for inspection, if required.

#### ***Human Cells, Tissues and Cellular and Tissue-Based Products***

Integra manufactures medical devices derived from human tissue (demineralized bone tissue).

The FDA has specific regulations governing human cells, tissues and cellular and tissue-based products, or HCT/Ps. An HCT/P is a product containing, or consisting of, human cells or tissue intended for transplantation into a human patient. Examples include bone, ligament, skin and cornea.

Some HCT/Ps fall within the definition of a biological product, medical device or drug regulated under the FD&C Act. These biologic, device or drug HCT/Ps must comply both with the requirements exclusively applicable to HCT/Ps and, in addition, with requirements applicable to biologics, devices or drugs, including premarket clearance or approval from the FDA.

Section 361 of the Public Health Service Act ("PHSA"), authorizes the FDA to issue regulations to prevent the introduction, transmission or spread of communicable disease. HCT/Ps regulated as "361" HCT/Ps are subject to requirements relating to registering facilities and listing products with the FDA, screening and testing for tissue donor eligibility, Good Tissue Practice when processing, storing, labeling, and distributing HCT/Ps, including required labeling information, stringent record keeping, and adverse event reporting.

The American Association of Tissue Banks ("AATB") has issued operating standards for tissue banking. Compliance with these standards is a requirement in order to become an AATB-accredited tissue establishment. In addition, some states have their own tissue banking regulations. We are licensed or have permits for tissue banking in California, Florida, New York and Maryland.

*National Organ Transplant Act.* Procurement of certain human organs and tissue for transplantation is subject to the restrictions of the National Organ Transplant Act ("NOTA"), which prohibits the transfer of certain human organs, including skin and related tissue for valuable consideration, but permits the reasonable payment associated with the removal, transportation, implantation, processing, preservation, quality control and storage of human tissue and skin. We reimburse tissue banks for their expenses associated with the recovery, storage and transportation of donated human tissue that they provide to us for processing. We include in our pricing structure amounts paid to tissue banks to reimburse them for their expenses associated with the recovery and transportation of the tissue, in addition to certain costs associated with processing, preservation, quality control and storage of the

tissue, marketing and medical education expenses, and costs associated with development of tissue processing technologies. NOTA payment allowances may be interpreted to limit the amount of costs and expenses that we may recover in our pricing for our products, thereby reducing our future revenue and profitability.

*Postmarket Requirements.* After a device is cleared or approved for commercial distribution, numerous regulatory requirements apply. These include the FDA Quality System Regulations which cover the procedures and documentation of the design, testing, production, control, quality assurance, labeling, packaging, sterilization, storage and shipping of medical devices; the FDA's general prohibition against promoting products for unapproved or 'off-label' uses; the Medical Device Reporting regulation, which requires that manufacturers report to the FDA if their device may have caused or contributed to a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if it were to recur; and the Reports of Corrections and Removals regulation, which require manufacturers to report recalls and field corrective actions to the FDA if initiated to reduce a risk to health posed by the device or to remedy a violation of the FD&C Act.

We also are required to register with the FDA as a medical device manufacturer. As such, our manufacturing sites are subject to periodic inspection by the FDA for compliance with the FDA's Quality System Regulations. These regulations require that we manufacture our products and maintain our documents in a prescribed manner with respect to design, manufacturing, testing and control activities. Further, we are required to comply with various FDA requirements and other legal requirements for labeling and promotion. If the FDA believes that a company is not in compliance with applicable regulations, it may issue a warning letter, institute proceedings to detain or seize products, issue a recall order, impose operating restrictions, enjoin future violations and assess civil penalties against that company, its officers or its employees and may recommend criminal prosecution to the U.S. Department of Justice.

Medical device regulations also are in effect in many of the countries in which we do business outside the United States. These laws range from comprehensive medical device approval and Quality System requirements for some or all of our medical device products to simpler requests for product data or certifications. The number and scope of these requirements are increasing. Under the European Union Medical Device Directive, medical devices must meet the Medical Device Directive standards and receive CE Mark Certification prior to marketing in the European Union (the "EU"). CE Mark Certification requires a comprehensive Quality System program, comprehensive technical documentation and data on the product, which are then reviewed by a Notified Body. A Notified Body is an organization designated by the national governments of the European Union member states to make independent judgments about whether a product complies with the requirements established by each CE marking directive. The Medical Device Directive, ISO 9000 series and ISO 13485 are recognized international quality standards that are designed to ensure that we develop and manufacture quality medical devices. Other countries are also instituting regulations regarding medical devices. Compliance with these regulations requires extensive documentation and clinical reports for all of our products, revisions to labeling, and other requirements such as facility inspections to comply with the registration requirements. A recognized Notified Body audits our facilities annually to verify our compliance with the ISO 13485 Quality System standard.

In the EU, our products that contain human derived tissue, including demineralized bone material, are not medical devices as defined in the Medical Device Directive (93/42/EC). They are also not medicinal products as defined in Directive 2001/83/EC. Today, regulations, if applicable, are different from one EU member state to the next. Because of the absence of a harmonized regulatory framework and the proposed regulation for advanced therapy medicinal products in the EU, the approval process for human-derived cell or tissue-based medical products may be extensive, lengthy, expensive, and unpredictable.

Certain countries, as well as the EU, have issued regulations that govern products that contain materials derived from animal sources. Regulatory authorities are particularly concerned with materials infected with the agent that causes bovine spongiform encephalopathy ("BSE"), otherwise known as mad cow disease. These regulations affect our dermal regeneration products, duraplasty products, biomaterial products for the spine, nerve and tendon repair products and certain other products, all of which contain material derived from bovine tissue. Although we take great care to provide that our products are safe and free of agents that can cause disease, products that contain materials derived from animals, including our products, may become subject to additional regulation, or even be banned in certain countries, because of concern over the potential for prion transmission. Significant new regulations, a ban of our products, or a movement away from bovine-derived products because of an outbreak of BSE could have a material adverse effect on our current business or our ability to expand our business. See "Item 1A. Risk Factors - Certain of our products contain materials derived from animal sources and may become subject to additional regulation."

In the United States, we are subject to laws and regulations pertaining to healthcare fraud and abuse, including anti-kickback laws and physician self-referral laws that regulate the means by which companies in the health care industry may market their products to hospitals and health care professionals and may compete by discounting the prices of their products. The delivery of our products is subject to regulation regarding reimbursement, and federal healthcare laws apply when a customer submits a claim for a product that is reimbursed under a federally funded healthcare program. These rules require that we exercise care in structuring our sales and marketing practices and customer discount arrangements. See "Item 1A. Risk Factors - Oversight of the medical device industry might affect the manner in which we may sell medical devices and compete in the marketplace."

Our international operations subject us to laws regarding sanctioned countries, entities and persons, customs, import-export, laws regarding transactions in foreign countries, the U.S. Foreign Corrupt Practices Act and local anti-bribery and other laws regarding interactions with healthcare professionals. Among other things, these laws restrict, and in some cases can prevent, United States companies from directly or indirectly selling goods, technology or services to people or entities in certain countries. In addition, these laws require that we exercise care in structuring our sales and marketing practices in foreign countries.

Our research, development and manufacturing processes involve the controlled use of certain hazardous materials. We are subject to country-specific, federal, state and local laws and regulations governing the use, manufacture, storage, handling and disposal of these materials and certain waste products. We believe that our environmental, health and safety procedures for handling and disposing of these materials comply with the standards prescribed by the controlling laws and regulations. However, risk of accidental releases or injury from these materials is possible. These risks are managed to minimize or eliminate associated business impacts. In the event of this type of accident, we could be held liable for damages that may result, and any liability could exceed our resources. We could be subject to a regulatory shutdown of a facility that could prevent the distribution and sale of products manufactured there for a significant period of time and we could suffer a casualty loss that could require a shutdown of the facility in order to repair it, any of which could have a material, adverse effect on our business. Although we continuously strive to maintain full compliance with respect to all applicable global environmental, health and safety laws and regulations, we could incur substantial costs to fully comply with future laws and regulations, and our operations, business or assets may be negatively affected. Furthermore, global environmental, health and safety compliance is an ongoing process. Integra has compliance procedures in place for Employee Health & Safety programs, driven by a centrally led organizational structure that ensures proper implementation, which is essential to our overall business objectives.

In addition to the above regulations, we are and may be subject to regulation under country-specific federal and state laws, including, but not limited to, requirements regarding record keeping, and the maintenance of personal information, including personal health information. As a public company, we are subject to the securities laws and regulations, including the Sarbanes-Oxley Act of 2002. We also are subject to other present, and could be subject to possible future, local, state, federal and foreign regulations.

*Third-Party Reimbursement.* Healthcare providers that purchase medical devices generally rely on third-party payors, including, in the United States, the Medicare and Medicaid programs and private payors, such as indemnity insurers, employer group health insurance programs and managed care plans, to reimburse all or part of the cost of the products. As a result, demand for our products is and will continue to be dependent in part on the coverage and reimbursement policies of these payors. The manner in which reimbursement is sought and obtained varies based upon the type of payor involved and the setting in which the product is furnished and utilized. Reimbursement from Medicare, Medicaid and other third-party payors may be subject to periodic adjustments as a result of legislative, regulatory and policy changes as well as budgetary pressures. Possible reductions in, or eliminations of, coverage or reimbursement by third-party payors, or denial of, or provision of uneconomical reimbursement for new products, as a result of these changes may affect our customers' revenue and ability to purchase our products. Any changes in the healthcare regulatory, payment or enforcement landscape relative to our customers' healthcare services has the potential to significantly affect our operations and revenue.

## **INTELLECTUAL PROPERTY**

We seek patent and trademark protection for our key technology, products and product improvements, both in the United States and in selected foreign countries. When determined appropriate, we have enforced and plan to continue to enforce and defend our patent and trademark rights. In general, however, we do not rely solely on our patent and trademark estate to provide us with any significant competitive advantages as it relates to our existing product lines. We also rely upon trade secrets and continuing technological innovations to develop and maintain our competitive position. In an effort to protect our trade secrets, we have a policy of requiring our employees, consultants and advisors to execute proprietary information and invention assignment agreements upon commencement of employment or consulting relationships with us. These agreements also provide that all confidential information developed or made known to the individual during the course of their relationship with us must be kept confidential, except in specified circumstances.

AccuDrain<sup>®</sup>, Accell<sup>®</sup>, Accell Evo3<sup>®</sup>, Advansys<sup>®</sup>, Atoll<sup>™</sup>, Ascension<sup>®</sup>, BioFix<sup>®</sup>, BioMotion<sup>®</sup>, Bold<sup>®</sup>, Budde<sup>®</sup>, Buzz<sup>™</sup>, Camino<sup>®</sup>, Capture<sup>™</sup>, CRW<sup>®</sup>, Coral<sup>®</sup>, CUSA<sup>®</sup>, Daytona<sup>®</sup>, DigiFuse<sup>®</sup>, DuraGen<sup>®</sup>, DuraSeal<sup>®</sup>, DynaGraft<sup>®</sup> II, First Choice<sup>®</sup>, Hallu<sup>®</sup>, HeliCote<sup>®</sup>, HeliPlug<sup>®</sup>, HeliTape<sup>®</sup>, HeliMend<sup>®</sup>, Helistat<sup>®</sup>, Helitene<sup>®</sup>, Hollywood<sup>™</sup>, Integra<sup>®</sup>, Integra Mozaik<sup>™</sup>, IPP-ON<sup>®</sup>, Jarit<sup>®</sup>, Licox<sup>®</sup>, LimiTorr<sup>™</sup>, Luxtec<sup>®</sup>, Malibu<sup>™</sup>, Manta Ray<sup>™</sup>, MemoFix<sup>®</sup>, MicroFrance<sup>®</sup>, Miltex<sup>®</sup>, Movement<sup>®</sup>, NanoMetalene<sup>™</sup>, NeuraGen<sup>®</sup>, NeuraWrap<sup>™</sup>, NewPort<sup>™</sup>, NuGrip<sup>™</sup>, Omni-Tract<sup>®</sup>, OrthoBlast<sup>®</sup> II, OSV II<sup>®</sup>, Qwix<sup>®</sup>, Padgett<sup>®</sup>, Panta<sup>®</sup>, PyroSphere<sup>®</sup>, Redmond<sup>™</sup>, Ruggles<sup>®</sup>, SafeGuard<sup>®</sup>, SeaSpine<sup>®</sup>, Sonoma<sup>™</sup>, Subtalar MBA<sup>®</sup>, TenoGlide<sup>®</sup>, Ti6<sup>®</sup>, Tibiaxys<sup>®</sup>, Titan<sup>™</sup>, Trel-X<sup>™</sup>, Trel-XC<sup>®</sup>, Trel-XPress<sup>™</sup>, TruArch<sup>®</sup>, Uni-CP<sup>™</sup>, Uni-Clip<sup>®</sup>, Zuma<sup>™</sup>, and the Integra logo are some of the material trademarks of Integra LifeSciences Corporation and its subsidiaries. MAYFIELD<sup>®</sup> is a registered trademark of SM USA, Inc., and is used by Integra under license.

## **EMPLOYEES**

At December 31, 2014, we had approximately 3,400 employees engaged in production and production support (including warehouse, engineering and facilities personnel), quality assurance/quality control, research and development, regulatory and clinical affairs, sales, marketing, administration and finance. Except for certain employees at our facilities in France and Mexico, none of our employees is subject to a collective bargaining agreement.

## **FINANCIAL INFORMATION ABOUT GEOGRAPHIC AREAS**

Financial information about our geographical areas is set forth under “Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Geographic Product Revenues and Operations” and in our financial statements Note 14, “Segment and Geographic Information,” to our consolidated financial statements.

## **SOURCES OF RAW MATERIALS**

In general, raw materials essential to our businesses are readily available from multiple sources. For reasons of quality assurance, availability, or cost effectiveness, certain components and raw materials are available only from a sole supplier. Our policy is to maintain sufficient inventory of components so that our production will not be significantly disrupted even if a particular component or material is not available for a period of time.

Certain of our products, including our dermal regeneration products, duraplasty products, biomaterial products for the spine, nerve and tendon repair products and certain other products, contain material derived from bovine tissue. We take great care to provide that our products are safe and free of agents that can cause disease. In particular, the collagen used in the products that Integra manufactures is derived only from the deep flexor tendon of cattle less than 24 months old from New Zealand, a country that has never had a reported case of bovine spongiform encephalopathy, or from the United States. The World Health Organization classifies different types of cattle tissue for relative risk of BSE transmission. Deep flexor tendon is in the lowest-risk category for BSE transmission (the same category as milk, for example), and is therefore considered to have a negligible risk of containing the agent that causes BSE.

Certain of our demineralized bone matrix products contain human tissue in the form of ground cortical and cancellous bone. We source the bone tissue only from FDA and the American Association of Tissue Banks (“AATB”) registered and inspected tissue banks. The donors are rigorously screened, tested, and processed in accordance with the FDA and AATB requirements. Only donated tissue from FDA and AATB registered, inspected, non-profit tissue banks is qualified to source for our raw materials. Additionally, each donor must pass all of the FDA-specified bacterial and viral testing before the raw material is distributed to Integra for further processing. We receive with each donor lot a certification of the safety of the raw material from the tissue bank's medical director.

As an added assurance of safety, each lot of bone is released into the manufacturing process only after our staff of quality assurance microbiologists screen the incoming bone and serology test records. During our manufacturing process, the bone particles are subjected to our proprietary process and terminally sterilized. We have demonstrated through our testing that this type of rigorous processing further enhances the safety and effectiveness of our demineralized bone material products.

## **SEASONALITY**

Revenues during our fourth quarter tend to be stronger than other quarters because many hospitals increase their purchases of our products during the fourth quarter to coincide with the end of their budget cycles. In general, our first quarter usually has lower revenues than the preceding fourth quarter, the second and third quarters have higher revenues than the first quarter, and the fourth quarter revenues are the highest in the year. The main exceptions to this pattern occur because of material intervening acquisitions.

## **AVAILABLE INFORMATION**

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”). In accordance with the Exchange Act, we file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. You may view our financial information, including the information contained in this report, and other reports we file with the Securities and Exchange Commission, on the Internet, without charge as soon as reasonably practicable after we file them with the Securities and Exchange Commission, in the “SEC Filings” page of the Investor Relations section of our website at [www.integralife.com](http://www.integralife.com). You may also obtain a copy of any of these reports, without charge, from our investor relations department, 311 Enterprise Drive, Plainsboro, NJ 08536. Alternatively, you may view or obtain reports filed with the Securities and Exchange Commission at the SEC Public Reference Room at 100 F Street, N.E. in Washington, D.C. 20549, or at the Securities and Exchange Commission's Internet site at [www.sec.gov](http://www.sec.gov). Please call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the operation of the public reference facilities.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

We have made statements in this report, including statements under “Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Exchange Act. These forward-looking statements are subject to a number of risks, uncertainties and assumptions about us including, among other things:

- general economic and business conditions, both nationally and in our international markets;
- our expectations and estimates concerning future financial performance, financing plans and the impact of competition;
- anticipated trends in our business;
- anticipated demand for our products, particularly capital equipment;
- our ability to produce collagen-based products in sufficient quantities to meet sales demands;
- our expectations concerning our ongoing restructuring, integration and manufacturing transfer and expansion activities;
- existing and future regulations affecting our business, and enforcement of those regulations;
- our ability to obtain additional debt and equity financing to fund capital expenditures and working capital requirements and acquisitions;
- physicians’ willingness to adopt our recently launched and planned products, third-party payors’ willingness to provide or continue reimbursement for any of our products and our ability to secure regulatory approval for products in development;
- initiatives launched by our competitors;
- our ability to protect our intellectual property, including trade secrets;
- our ability to complete acquisitions, integrate operations post-acquisition and maintain relationships with customers of acquired entities;
- our ability to remediate all matters identified in FDA warning letters that we received or may receive; and
- other risk factors described in the section entitled “Risk Factors” in this report.

You can identify these forward-looking statements by forward-looking words such as “believe,” “may,” “could,” “might,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “seek,” “plan,” “expect,” “should,” “would” and similar expressions in this report. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this report may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements.

## ITEM 1A. RISK FACTORS

### Risks Related to Our Business

#### *Our operating results may fluctuate.*

Our operating results, including components of operating results such as gross margin and cost of product sales, may fluctuate from time to time, and such fluctuations could affect our stock price. Our operating results have fluctuated in the past and can be expected to fluctuate from time to time in the future. Some of the factors that may cause these fluctuations include:

- economic conditions worldwide, which could affect the ability of hospitals and other customers to purchase our products and could result in a reduction in elective and non-reimbursed operative procedures;
- the impact of acquisitions;
- the impact of our restructuring activities;
- the timing of significant customer orders, which tend to increase in the fourth quarter to coincide with the end of budget cycles for many hospitals;
- market acceptance of our existing products, as well as products in development;
- the timing of regulatory approvals;
- changes in the rates of exchange between the U.S. dollar and other currencies of foreign countries in which we do business, such as the euro, British pound, Swiss franc, Canadian dollar, Japanese yen, and Australian dollar;
- expenses incurred and business lost in connection with product field correction actions or recalls;
- potential backorders and lost sales resulting from stoppages in production relating to product recalls or field corrective actions;
- changes in the cost or decreases in the supply of raw materials, including energy and steel;
- our ability to manufacture and ship our products efficiently or in sufficient quantities to meet sales demands;
- the timing of our research and development expenditures;
- expenditures for major initiatives;
- reimbursement for our products by third-party payors such as Medicare, Medicaid, private and public health insurers and foreign governmental health systems;
- the ability of our new commercial sales representatives to obtain sales targets in a reasonable time frame;
- peer-reviewed publications discussing the clinical effectiveness of the products we sell;
- inspections of our manufacturing facilities for compliance with Quality System Regulations (Good Manufacturing Practices) which could result in Form 483 observations, warning letters, injunctions or other adverse findings from the FDA or from equivalent regulatory bodies, and corrective actions, procedural changes and other actions that we determine are necessary or appropriate to address the results of those inspections, any of which may affect production and our ability to supply our customers with our products;
- the increased regulatory scrutiny of certain of our products, including products which we manufacture for others, could result in their being removed from the market; and
- the impact of goodwill and intangible asset impairment charges if future operating results of the acquired businesses are significantly less than the results anticipated at the time of the acquisitions.

#### *The industry and market segments in which we operate are highly competitive, and we may be unable to compete effectively with other companies.*

In general, there is intense competition among medical device companies. We compete with established medical technology companies in many of our product areas. Competition also comes from early-stage companies that have alternative technological solutions for our primary clinical targets, as well as universities, research institutions and other non-profit entities. Many of our competitors have access to greater financial, technical, research and development, marketing, manufacturing, sales, distribution, administrative, consulting and other resources than we do. Our competitors may be more effective at developing commercial products. Our competitors may be able to gain market share by offering lower-cost products or by offering products that enjoy better reimbursement methodologies from third-party payors, such as Medicare, Medicaid, private and public health insurers and foreign governmental health systems.

Our competitive position will depend on our ability to achieve market acceptance for our products, develop new products, implement production and marketing plans, secure regulatory approval for products under development, obtain and maintain reimbursement coverage under Medicare, Medicaid and private healthcare insurance, obtain patent protection and to produce products consistently in sufficient quantities to meet demand. We may need to develop new applications for our products to remain competitive. Technological advances by one or more of our current or future competitors or their achievement of superior reimbursement from Medicare, Medicaid and private healthcare insurance could render our present or future products obsolete or uneconomical. Our future success will depend upon our ability to compete effectively against current technology as well as to

respond effectively to technological advances. Competitive pressures could adversely affect our profitability. Additionally, purchasing decisions of our customers may be based on clinical evidence or comparative effectiveness studies and, because of our vast array of products, we might not be able to fund the studies necessary or provide the required information to compete effectively. Other companies may have more resources available to fund such studies. For example, competitors have launched and have been developing products to compete with our duraplasty products, extremity reconstruction implants, neuro critical care monitors and ultrasonic tissue ablation devices, among others.

Our primary competitors in the neurosurgery markets are Medtronic, Inc., Johnson & Johnson, and Stryker Corporation. In addition, many of our neurosurgery product lines compete with smaller specialized companies or larger companies that do not otherwise focus on neurosurgery. Our competitors in extremity reconstruction include the DePuy/Synthes business of Johnson & Johnson, Stryker Corporation, and Zimmer Inc., as well as other major orthopedic companies that carry a full line of reconstructive products. We also compete with Wright Medical Group, Inc., Tornier, Inc. and other companies in the extremity reconstruction market category. Our competitors in the spinal implant and orthobiologics markets include Bacterin, Baxter, DePuy Synthes Spine, a Johnson & Johnson company, Biomet, Inc., Globus Medical, Medtronic, NuVasive, K2M, LDR, Orthofix, RTI Surgical, Stryker and Zimmer and several smaller, biologically focused companies. In surgical instruments, we compete with the Aesculap division of B. Braun Medical, Inc., as well as V. Mueller, a division of C.R. Bard. In addition, we compete with Symmetry Surgical and many smaller instrument companies in the reusable and disposable specialty instruments markets. Our private-label products face diverse and broad competition, depending on the market addressed by the product. Finally, in certain cases our products compete primarily against medical practices that treat a condition without using a device or any particular product, such as the medical practices that use autograft tissue instead of our dermal regeneration products, duraplasty products and nerve repair products.

***Our plan to separate our Spine business into a separate, independent medical technology company is subject to various risks and uncertainties and may not be completed in accordance with the expected plans or anticipated timeline, or at all.***

On November 3, 2014, we announced a plan to separate our Spine business into a separate, independent public company. The separation which is expected to be completed before September 2015, is subject to board approval of the final terms of the separation and certain other customary conditions, including confirmation of the tax-free nature of the transaction, and the effectiveness of a registration statement that will be filed with the SEC.

Unanticipated developments, including both the Spine and legacy businesses' ability to respond to the changes in its end markets that could affect demand for those companies' products, changes in business relationships with customers or their purchases from each company, each company's ability to resolve any manufacturing issues that could disrupt its ability to timely deliver products to customers, possible delays in obtaining necessary tax opinions, regulatory approvals or clearances, uncertainty of the financial markets and executing the separation, could delay or prevent the completion of the proposed separation or cause the proposed separation to occur on terms or conditions that are different or less favorable than expected. We expect that the process of completing the proposed separation will be time-consuming and involve significant costs and expenses, which may be significantly higher than what we currently anticipate and may not yield a discernible benefit if the separation is not completed. In addition, in order to complete the proposed separation in a timely manner, we could agree to provide significant transition services that could further increase our costs and distract us from operating our business. Executing the proposed separation will require significant time and attention from our senior management and key employees, which could distract them from operating our business, disrupt operations and result in the loss of business opportunities, which could adversely affect our business and financial results. We may also experience increased difficulties in attracting, retaining and motivating key employees during the pendency of the separation and following its completion, which could harm our businesses.

***The proposed separation of the Spine business may not achieve some or all of the anticipated benefits.***

Even if the proposed separation of the Spine business is completed, we may not realize any or all of the anticipated strategic, financial, operational, marketing or other benefits from the spin-off, including each company's ability to benefit from the new focus or to achieve anticipated growth rates, margins and scale and to execute on its strategy generally. As separate, independent, publicly traded companies, each of the two companies will be smaller with a narrower business focus and may be more vulnerable to changing market conditions, which could materially and adversely affect their respective business, financial condition and results of operations. Further, there can be no assurance that the combined value of the common stock of the two publicly-traded companies will be equal to or greater than what the value of our common stock would have been had the proposed separation not occurred.

***Our current strategy involves growth through acquisitions, which requires us to incur substantial costs and potential liabilities for which we may never realize the anticipated benefits.***

In addition to internally generated growth, our current strategy involves growth through acquisitions. Between January 1, 2012 and December 31, 2014, we have acquired 4 businesses at a total cost of approximately \$349.3 million.

We may be unable to continue to implement our growth strategy, and our strategy ultimately may be unsuccessful. A significant portion of our growth in revenues has resulted from, and is expected to continue to result from, the acquisition of businesses complementary to our own. We engage in evaluations of potential acquisitions and are in various stages of discussion regarding possible acquisitions, certain of which, if consummated, could be significant to us. Any new acquisition could result in material transaction expenses, increased interest and amortization expense, increased depreciation expense, increased operating expense, and possible in-process research and development charges for acquisitions that do not meet the definition of a “business,” any of which could have a material adverse effect on our operating results. Certain businesses that we acquire may not have adequate financial, disclosure, regulatory, quality or other compliance controls at the time we acquire them. As we grow by acquisition, we must manage and integrate the new businesses to bring them into our systems for financial, disclosure, compliance, regulatory and quality control, realize economies of scale, and control costs. In addition, acquisitions involve other risks, including diversion of management resources otherwise available for development of our business and risks associated with entering markets in which our marketing teams and sales force has limited experience or where experienced distribution alliances are not available. Our future profitability will depend in part upon our ability to develop further our resources to adapt to these new products or business areas and to identify and enter into or maintain satisfactory distribution networks. We may not be able to identify suitable acquisition candidates in the future, obtain acceptable financing or consummate any future acquisitions. If we cannot integrate acquired operations, manage the cost of providing our products or price our products appropriately, our profitability could suffer. In addition, as a result of our acquisitions of other healthcare businesses, we may be subject to the risk of unanticipated business uncertainties, regulatory and other compliance matters or legal liabilities relating to those acquired businesses for which the sellers of the acquired businesses may not indemnify us, for which we may not be able to obtain insurance (or adequate insurance), or for which the indemnification may not be sufficient to cover the ultimate liabilities.

***Our future financial results could be adversely affected by impairments or other charges.***

Since we have grown through acquisitions, we have \$363.9 million of goodwill and \$50.1 million of indefinite-lived intangible assets as of December 31, 2014. Under the authoritative guidance for determining the useful life of intangible assets, we are required to test both goodwill and indefinite-lived intangible assets for impairment on an annual basis based upon a fair value approach, rather than amortizing them over time. We are also required to test goodwill and indefinite-lived intangible assets for impairment between annual tests if an event occurs such as a significant decline in revenues or cash flows for certain products, or the discount rates used in the calculations of discounted cash flow change significantly, or circumstances change that would more likely than not reduce our enterprise fair value below its book value. If such a decline, rate change or circumstance were to materialize, we may record an impairment of these intangible assets that could be material to the financial statements. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Estimates” of this report.

The guidance on long-lived assets requires that we assess the impairment of our long-lived assets, including finite-lived intangible assets, whenever events or changes in circumstances indicate that the carrying value may not be recoverable as measured by the sum of the expected future undiscounted cash flows. As of December 31, 2014, we had \$589.6 million of finite-lived intangible assets.

At December 31, 2014 our trade names have a carrying value of \$77.2 million and decisions relating to our trade names may occur over time. Additionally, we may discontinue certain products in the future as we continue to assess the profitability of our product lines. As a result, we may need to record impairment charges or accelerate amortization on certain trade names or technology-related intangible assets in the future.

The value of a medical device business is often volatile, and the assumptions underlying our estimates made in connection with our assessments under the guidance may change as a result of that volatility or other factors outside our control and may result in impairment charges. The amount of any such impairment charges could be significant and could have a material adverse effect on our reported financial results for the period in which the charge is taken and could have an adverse effect on the market price of our securities, including the notes and the common stock into which they may be converted.

***The adoption of healthcare reform in the United States and initiatives sponsored by other governments may adversely affect our business, results of operations and/or financial condition.***

Our operations may be substantially affected by potential fundamental changes in the political, economic and regulatory landscape of the healthcare industry. Government and private sector initiatives to limit the growth of healthcare costs are continuing in the U.S., and in many other countries where we do business, causing the marketplace to put increased emphasis on the delivery of more cost-effective treatments. These initiatives include price regulation, competitive pricing, coverage and payment policies, comparative effectiveness of therapies, technology assessments and managed-care arrangements.

In March 2010, significant reforms to the U.S. healthcare system were adopted in the form of the Patient Protection and Affordable Care Act (the “Affordable Care Act”). The Affordable Care Act includes provisions that, among other things, reduce and/or limit Medicare reimbursement, require all individuals to have health insurance (with limited exceptions) and impose new



and/or increased taxes. Specifically, the law requires the medical device industry to subsidize healthcare reform by implementing a 2.3% excise tax on the sale of certain medical devices by a manufacturer, producer or importer of such devices in the United States. Because the substantial majority of our revenues is generated in the United States, the Affordable Care Act has affected our financial results since it came into effect after December 31, 2012.

In addition, the Affordable Care Act also requires detailed disclosure of gifts and other remuneration made to healthcare professionals, which may have a negative impact on our relationships with customers and ability to seek input on product design or involvement in research.

Other provisions of the Affordable Care Act could meaningfully change the way healthcare is developed and delivered in the United States, and may adversely affect our business and results of operations.

There are many programs and requirements for which the details have not yet been fully established or consequences not fully understood, and it is unclear what the full impact of the legislation will be. We cannot predict what healthcare programs and regulations will ultimately be implemented at the U.S. federal or state level, or the effect of any future legislation or regulation in the United States or elsewhere. That said, any changes that lower reimbursements for our products or reduce medical procedure volumes could have a material adverse effect on our business, financial condition and results of operations. We continue to monitor the implementation of such legislation and, to the extent new market or industry trends or new governmental programs evolve, we will have implemented or will consider implementing programs to respond.

Initiatives sponsored by government agencies, legislative bodies and the private sector to limit the growth of healthcare costs, including price regulation and competitive pricing, are ongoing in other markets where we do business.

Further, the Affordable Care Act encourages hospitals and physicians to work collaboratively through shared savings programs, such as accountable care organizations, as well as other bundled payment initiatives, which may ultimately result in the reduction of medical device purchases and the consolidation of medical device suppliers used by hospitals.

***Changes in the healthcare industry may require us to decrease the selling price for our products, may reduce the size of the market for our products, or may eliminate a market, any of which could have a negative impact on our financial performance.***

Trends toward managed care, healthcare cost containment and other changes in government and private sector initiatives in the United States and other countries in which we do business are placing increased emphasis on the delivery of more cost-effective medical therapies that could adversely affect the sale and/or the prices of our products. For example:

- as mentioned above, the Affordable Care Act, which is intended to expand access to health insurance coverage over time, has resulted in and will continue to result in major changes in the United States healthcare system that have had and could continue to have an adverse effect on our business, including a 2.3% excise tax on U.S. sales of most medical devices, implemented in 2013, which has adversely affected our earnings;
- third-party payors of hospital services and hospital outpatient services, including Medicare, Medicaid, private and public health insurers and foreign governmental health systems, annually revise their payment methodologies, which can result in stricter standards for reimbursement of hospital charges for certain medical procedures or the elimination of reimbursement;
- foreign governmental health systems have revised, and continue to consider whether to revise, their payment methodologies, which have resulted and could continue to result in stricter standards for reimbursement of hospital charges for certain medical procedures leading to less government reimbursement, thereby putting downward pricing pressure on our products or rendering some uneconomical;
- Medicare, Medicaid, private and public health insurer and foreign governmental cutbacks could create downward price pressure on our products;
- in the United States, local Medicare coverage as well as commercial carrier coverage determinations will reduce or eliminate reimbursement or coverage for certain of our wound matrix products as well as other collagen products in most regions, negatively affecting our market for these products, and future determinations could reduce or eliminate reimbursement or coverage for these products in other regions and could reduce or eliminate reimbursement or coverage for other products;
- there has been a consolidation among healthcare facilities and purchasers of medical devices in the United States, some of whom prefer to limit the number of suppliers from whom they purchase medical products, and these entities may decide to stop purchasing our products or demand discounts on our prices;
- there has been a growing movement of physicians becoming employees of hospitals and other healthcare entities, which aligns surgeon product choices with his or her employers' purchasing decisions, and adds to pricing pressures;
- in the United States, we are party to contracts with group purchasing organizations, which negotiate pricing for many member hospitals, that require us to discount our prices for certain of our products and limit our ability to raise prices for certain of our products, particularly surgical instruments;

- there is economic pressure to contain healthcare costs in domestic and international markets, and, regardless of the consolidation discussed above, providers generally are exploring ways to cut costs by eliminating purchases or driving reductions in the prices that they pay for medical devices;
- there are proposed and existing laws, regulations and industry policies in domestic and international markets regulating the sales and marketing practices and the pricing and profitability of companies in the healthcare industry;
- proposed laws or regulations will permit hospitals to provide financial incentives to doctors for reducing hospital costs (known as gainsharing), will award physician efficiency (known as physician profiling), and will encourage partnerships with healthcare service and goods providers to reduce prices;
- the prevalence of physician-owned distributorships catering to the spinal surgery market has reduced and may continue to reduce our ability to compete effectively for business from surgeons who own such distributorships; and
- there have been initiatives by third-party payors and foreign governmental health systems to challenge the prices charged for medical products that could affect our ability to sell products on a competitive basis.

Any and all of the above factors could materially and adversely affect our levels of revenue and our profitability.

***We are subject to stringent domestic and foreign medical device regulation and any adverse regulatory action may materially adversely affect our financial condition and business operations.***

Our products, development activities and manufacturing processes are subject to extensive and rigorous regulation by numerous government agencies, including the FDA and comparable foreign agencies. To varying degrees, each of these agencies monitors and enforces our compliance with laws and regulations governing the development, testing, manufacturing, labeling, marketing and distribution of our medical devices. The process of obtaining marketing approval or clearance from the FDA and comparable foreign regulatory agencies for new products, or for enhancements or modifications to existing products, could

- take a significant amount of time;
- require the expenditure of substantial resources;
- involve rigorous and expensive pre-clinical and clinical testing, as well as increased post-market surveillance;
- involve modifications, repairs or replacements of our products; and
- result in limitations on the indicated uses of our products.

We cannot be certain that we will receive required approval or clearance from the FDA and foreign regulatory agencies for new products or modifications to existing products on a timely basis. The failure to receive approval or clearance for significant new products or modifications to existing products on a timely basis could have a material adverse effect on our financial condition and results of operations.

Both before and after a product is commercially released, we have ongoing responsibilities under FDA regulations. For example, we are required to comply with the FDA's Quality System Regulation, which mandates that manufacturers of medical devices adhere to certain quality assurance requirements pertaining to, among other things, validation of manufacturing processes, controls for purchasing product components, and documentation practices. As another example, the Federal Medical Device Reporting regulation requires us to provide information to the FDA whenever there is evidence that reasonably suggests that a device may have caused or contributed to a death or serious injury or, that a malfunction occurred which would be likely to cause or contribute to a death or serious injury upon recurrence. Compliance with applicable regulatory requirements is subject to continual review and is monitored rigorously through periodic inspections by the FDA, which may result in observations on Form 483, and in some cases warning letters, that require corrective action. If the FDA were to conclude that we are not in compliance with applicable laws or regulations, or that any of our medical devices are ineffective or pose an unreasonable health risk, the FDA could ban such medical devices, detain or seize such medical devices, order a recall, repair, replacement, or refund of such devices, or require us to notify health professionals and others that the devices present unreasonable risks of substantial harm to the public health.

The FDA has been increasing its scrutiny of the medical device industry and the government is expected to continue to scrutinize the industry closely with inspections, and possibly enforcement actions, by the FDA or other agencies. Additionally, the FDA may restrict manufacturing and impose other operating restrictions, enjoin and restrain certain violations of applicable law pertaining to medical devices, and assess civil or criminal penalties against our officers, employees, or us. The FDA may also recommend prosecution to the Department of Justice. Any adverse regulatory action, depending on its magnitude, may restrict us from effectively manufacturing, marketing and selling our products. In addition, negative publicity and product liability claims resulting from any adverse regulatory action could have a material adverse effect on our financial condition and results of operations.

We have an outstanding FDA warning letter related to our Andover, England facility ("Andover Facility"). On April 25, 2014, we received a letter from the FDA stating that while it accepted the Corrective Action Plan for the Andover Facility, the warning letter would not be closed out until the FDA conducted an inspection of the Andover facility and concluded that the violations

stated in the FDA warning letter had been addressed. On December 31, 2014, we closed the Andover Facility and delisted it as an FDA registered facility.

While we have taken measures to enhance our Quality System and are no longer operating under warning letters, we cannot assure you that future inspections by FDA and the standards they apply will not result in a warning letter for any facility in the future.

The FDA Safety and Innovation Act ("FDASIA"), which includes the Medical Device User Fee Amendments of 2012 ("MDUFA III"), as well as other medical device provisions, went into effect October 1, 2012. This includes performance goals and user fees paid to the FDA by medical device companies when they register and list with the FDA and when they submit an application to market a device in the U.S. This will affect the fees paid to the FDA over the five-year period that FDASIA is in effect. As part of FDASIA, there are additional requirements regarding FDA Establishment Registration and Listing of Medical Devices. All U.S. and foreign manufacturers must register and list medical devices for sale in the U.S. All of our facilities comply with these requirements. That said, we also source products from foreign contract manufacturers. From this business practice, it is possible that some of our foreign contract manufacturers will not comply with these requirements and choose not to register with the FDA. In such an event, we will need to determine if there are alternative foreign contract manufacturers who comply with the FDA Establishment Registration requirements. If such a foreign contract manufacturer is a sole supplier of one of our products, there is a risk that we may not be able to source another supplier.

The FDA issued a final rule on September 24, 2013 to establish a system to adequately identify devices through distribution and use. This rule requires the label of medical devices to include a unique device identifier ("UDI"), except where the rule provides for an exception or alternative placement. The labeler must submit product information concerning devices to FDA's Global Unique Device Identification Database ("GUDID"), unless subject to an exception or alternative. The system established by this rule requires the label and device package of each medical device to include a UDI and requires that each UDI be provided in a plain-text version and in a form that uses automatic identification and data capture technology. If the device is intended to be used more than once and intended to be reprocessed before each use, then there is a requirement for the UDI to be directly marked on the device itself. This regulation will require significant resources and expense to comply with the regulation. We have complied with the initial requirements of this regulation for our Class III products by meeting the September 2014 deadline for labeling and entering the data in FDA's GUDID Database.

In addition, some of our orthobiologics products are subject to FDA and certain state regulations regarding human cells, tissues, and cellular or tissue-based products, which include requirements for Establishment Registration and listing, donor eligibility, current good tissue practices, labeling, adverse-event reporting, and inspection and enforcement. Some states have their own tissue banking regulation. We are licensed or have permits as a tissue bank in California, Florida, New York and Maryland. In addition, tissue banks may undergo voluntary accreditation by the AATB. The AATB has issued operating standards for tissue banking. Compliance with these standards is a requirement in order to become a licensed tissue bank.

Finally, the FDA issued regulations regarding "Current Good Manufacturing Practice Requirements for Combination Products" on January 22, 2013. These regulations apply to some of our product lines that have been designated by the FDA as Combination Products. There have been and will be additional costs associated with compliance with the FDA Good Manufacturing Practice Requirements regulations for Combination Products.

We manufacture medical devices that are subject to various electrical safety standards. Many countries have adopted the recommendations of the International Electrotechnical Commission ("IEC") for the safety and effectiveness of medical electrical equipment. The IEC is a non-profit, non-governmental international standards organization that prepares and publishes International Standards for all electrical, electronic and related technologies. Their updated standards were implemented in some markets starting in July 2012 and have continued to be adopted over the following years worldwide. If we cannot comply with these standards, we may not be able to sell some of our products in the affected markets. Most of our affected products have already been modified to meet these standards and are substantially in compliance with these standards. Except in limited circumstances, we do not anticipate any delays in selling our products in the markets that have adopted the IEC updated standards.

In addition, the FDCA permits device manufacturers to promote products solely for the uses and indications set forth in the approved product labeling. A number of enforcement actions have been taken against manufacturers that promote products for "off-label" uses, including actions alleging that federal health care program reimbursement of products promoted for "off-label" uses are false and fraudulent claims to the government. The failure to comply with "off-label" promotion restrictions can result in significant financial penalties and a required corporate integrity agreement with the federal government imposing significant administrative obligations and costs, and potential evaluation from federal health care programs.

Foreign governmental regulations have become increasingly stringent and more common, and we may become subject to even more rigorous regulation by foreign governmental authorities in the future. Penalties for a company's noncompliance with

foreign governmental regulation could be severe, including revocation or suspension of a company's business license and criminal sanctions. Any domestic or foreign governmental medical device law or regulation imposed in the future may have a material adverse effect on our financial condition and business operations.

***Certain of our products contain materials derived from animal sources and may become subject to additional regulation.***

Certain of our products, including our dermal regeneration products, duraplasty products, biomaterial products for the spine, nerve and tendon repair products and certain other products, contain material derived from bovine tissue. In 2014 approximately 23% of our revenues were attributable to products containing material derived from bovine tissue. Products that contain materials derived from animal sources, including food, pharmaceuticals and medical devices, are subject to scrutiny in the media and by regulatory authorities. Regulatory authorities are concerned about the potential for the transmission of disease from animals to humans via those materials. This public scrutiny has been particularly acute in Japan and Western Europe with respect to products derived from animal sources, because of concern that materials infected with the agent that causes bovine spongiform encephalopathy, otherwise known as BSE or mad cow disease, may, if ingested or implanted, cause a variant of the human Creutzfeldt-Jakob Disease, an ultimately fatal disease with no known cure. Cases of BSE in cattle discovered in Canada and the United States have increased awareness of the issue in North America. In 2013, the World Organization for Animal Health ("OIE") recommended that the United States risk classification for BSE be upgraded from controlled risk to negligible risk.

We take care to provide that our products are safe and free of agents that can cause disease. In particular, we have qualified a source of collagen from a country outside the United States that is considered BSE-free. The World Health Organization classifies different types of cattle tissue for relative risk of BSE transmission. Deep flexor tendon is in the lowest-risk categories for BSE transmission (the same category as milk, for example), and is therefore considered to have a negligible risk of containing the agent that causes BSE (an improperly folded protein known as a prion). Nevertheless, products that contain materials derived from animals, including our products, could become subject to additional regulation, or even be banned in certain countries, because of concern over the potential for the transmission of prions. Significant new regulation, or a ban of our products, could have a material adverse effect on our current business or our ability to expand our business.

Certain countries, such as Japan, China, Taiwan and Argentina, have issued regulations that require our collagen products be processed from bovine tendon sourced from countries where no cases of BSE have occurred, and the EU has requested that our dural replacement products and other products that are used in neurological tissue be sourced from bovine tendon sourced from a country where no cases of BSE have occurred. Currently, we purchase our tendon from the United States and New Zealand. New Zealand has never had a case of BSE. We received approval in the United States, the EU, Japan, Taiwan, China, Argentina as well as other countries for the use of New Zealand-sourced tendon in the manufacturing of our products. If we cannot continue to use or qualify a source of tendon from New Zealand or another country that has never had a case of BSE, we will not be permitted to sell our collagen products in certain countries.

***Certain of our products are derived from human tissue and are subject to additional regulations and requirements.***

We manufacture medical devices derived from human tissue (demineralized bone tissue). The FDA has specific regulations governing human cells, tissues and cellular and tissue-based products, or HCT/Ps. An HCT/P is a product containing or consisting of human cells or tissue intended for transplantation into a human patient. Examples include bone, ligament, skin and cornea.

Some HCT/Ps also meet the definition of a biological product, medical device or drug regulated under the FD&C Act. Section 361 of the PHSA authorizes the FDA to issue regulations to prevent the introduction, transmission or spread of communicable disease. HCT/Ps regulated as "361" HCT/Ps are subject to requirements relating to registering facilities and listing products with FDA, screening and testing for tissue donor eligibility, Good Tissue Practice, or GTP, when processing, storing, labeling, and distribution HCT/Ps, including required labeling information, stringent record keeping; and adverse event reporting. These biologic, device or drug HCT/Ps must comply both with the requirements exclusively applicable to 361 HCT/Ps and, in addition, with requirements applicable to biologics, devices or drugs, including premarket clearance or approval.

The AATB has issued operating standards for tissue banking. Compliance with these standards is a requirement in order to become a licensed tissue bank. In addition, some states have their own tissue banking regulations. We are licensed or have permits as a tissue bank in California, Florida, New York and Maryland.

In addition, procurement of certain human organs and tissue for transplantation is subject to the restrictions of the NOTA, which prohibits the transfer of certain human organs, including skin and related tissue for valuable consideration, but permits the reasonable payment associated with the removal, transportation, implantation, processing, preservation, quality control and storage of human tissue and skin. We reimburse tissue banks for their expenses associated with the recovery, storage and transportation of donated human tissue that they provide to us for processing. We include in our pricing structure amounts paid to tissue banks to reimburse them for their expenses associated with the recovery and transportation of the tissue, in addition to certain costs associated with processing, preservation, quality control and storage of the tissue, marketing and medical education expenses, and costs associated with development of tissue processing technologies. NOTA payment allowances may be interpreted to limit the amount of costs and expenses that we can recover in our pricing for our products, thereby reducing our future revenue and

profitability. If we were to be found to have violated NOTA's prohibition on the sale or transfer of human tissue for valuable consideration, we would potentially be subject to criminal enforcement sanctions, which could materially and adversely affect our results of operations.

In the EU, regulations, if applicable, differ from one EU member state to the next. Because of the absence of a harmonized regulatory framework and the proposed regulation for advanced therapy medicinal products in the EU, as well as for other countries, the approval process for human derived cell or tissue based medical products could be extensive, lengthy, expensive, and unpredictable. Among others, some of our orthobiologics products are subject to EU member states' regulations that govern the donation, procurement, testing, coding, traceability, processing, preservation, storage, and distribution of human tissues and cells and cellular or tissue-based products. These EU member states' regulations include requirements for registration, listing, labeling, adverse-event reporting, and inspection and enforcement. Some EU member states have their own tissue banking regulations.

***Lack of market acceptance for our products or market preference for technologies that compete with our products could reduce our revenues and profitability.***

We cannot be certain that our current products or any other products that we develop or market will achieve or maintain market acceptance. Certain of the medical indications that our devices can treat can also be treated by other medical devices or by medical practices that do not include a device. The medical community widely accepts many alternative treatments, and certain of these other treatments have a long history of use. For example, the use of autograft tissue is a well-established means for repairing the dermis, and it competes for acceptance in the market with our collagen-based wound care products.

We cannot be certain that our new devices and procedures will be able to replace those established treatments or that physicians, the medical community or third-party payors, including Medicare, Medicaid, private and public health insurers and foreign governmental health systems, will accept and utilize our devices or any other medical products that we may develop. For example, greater market acceptance of our wound graft products may ultimately depend on our ability to demonstrate that higher rates of reimbursement are justified because they are an attractive and cost-effective alternative to other treatment options. Additionally, if there are negative events in the industry, whether real or perceived, there could be a negative impact on the industry as a whole. For example, we believe that some in the medical community have lingering concerns over the risk of disease transmission through the use of natural bone graft substitutes.

In addition, our future success depends, in part, on our ability to license and develop additional products. Even if we determine that a product candidate has medical benefits, the cost of commercializing that product candidate, either through internal development or payments associated with licensing arrangements, could be too high to justify development. Competitors could develop products that are more effective, achieve or maintain more favorable reimbursement status from third-party payors both domestically and internationally, including Medicare, Medicaid, private and public health insurers, and foreign governmental health systems, cost less or are ready for commercial introduction before our products. If we are unable to develop additional commercially viable products, our future prospects could be adversely affected.

Market acceptance of our products depends on many factors, including our ability to convince prospective collaborators and customers that our technology is an attractive alternative to other technologies, to manufacture products in sufficient quantities and at acceptable costs, and to supply and service sufficient quantities of our products directly or through our distribution alliances. In addition, unfavorable reimbursement methodologies, or adverse determinations of third-party payors, including Medicare, Medicaid, private and public health insurers, and foreign governmental health systems, regarding our products or third-party determinations that favor a competitor's product over ours, could harm acceptance or continued use of our products. The industry is subject to rapid and continuous change arising from, among other things, consolidation, technological improvements, the pressure on governments, third-party payors and providers to reduce healthcare costs, and healthcare reform legislation and initiatives domestically and internationally. One or more of these factors may vary unpredictably, and such variations could have a material adverse effect on our competitive position. We may not be able to adjust our contemplated plan of development to meet changing market demands.

***Current economic conditions may adversely affect the ability of hospitals, other customers, suppliers and distributors to access funds or otherwise have available liquidity, which could reduce orders for our products or interrupt our production or distribution or result in a reduction in elective and non-reimbursed operative procedures.***

Current economic conditions, especially in Europe, may adversely affect the ability of hospitals and other customers to access funds to enable them to fund their operating and capital budgets. As a result, hospitals and other customers may reduce budgets or put all or part of their budgets on hold or close their operations, which could have a negative effect on our sales, particularly the sales of capital equipment such as our ultrasonic surgical aspirators, neuromonitors and stereotactic products, or result in a reduction in elective and non-reimbursed procedures. Governmental austerity policies in Europe and other markets have reduced and could continue to reduce the amount of money available to purchase medical products, including our products.

***Disruptions in the financial markets may adversely affect the availability and cost of credit to us.***

The Company's 2016 Notes (hereinafter defined) mature in December 2016. On July 2, 2014, the Company entered into its third amended and restated credit agreement, as amended on December 19, 2014 (hereinafter defined as the "2014 Amendment"). As of February 23, 2015, we had approximately \$401.9 million of outstanding borrowings under these two financing arrangements. The Company may attempt to refinance or extend, either or both of these obligations depending on prevailing market conditions. Our ability to refinance or extend these obligations will depend on our operating and financial performance, which in turn is subject to prevailing economic conditions and financial, business and other factors beyond our control. Any disruptions in our operations, the financial markets, or overall economy may adversely affect the availability and cost of credit to us.

***It could be difficult to replace some of our suppliers.***

Outside vendors, some of whom are sole-source suppliers, provide key components and raw materials used in the manufacture of our products. Although we believe that alternative sources for many of these components and raw materials are available, any interruption in supply of a limited or sole-source component or raw material could harm our ability to manufacture our products until a new or alternative source of supply is identified and qualified. In addition, an uncorrected defect or supplier's variation in a component or raw material, either unknown to us or incompatible with our manufacturing process, could harm our ability to manufacture products. We may not be able to find a sufficient alternative supplier in a reasonable time period, or on commercially reasonable terms, if at all, and our ability to produce and supply our products could be impaired. We believe that these factors are most likely to affect the following products that we manufacture:

- our collagen-based products, such as the Integra<sup>®</sup> Dermal Regeneration Template and wound matrix products, the DuraGen<sup>®</sup> family of products, and our Absorbable Collagen Sponges;
- our products made from silicone, such as our neurosurgical shunts and drainage systems and hemodynamic shunts;
- products which use many different specialty parts from numerous suppliers, such as our intracranial monitors and catheters; and
- products that use pyrolytic carbon (i.e., PyroCarbon) technology, such as certain of our reconstructive extremity orthopedic implants.

In addition, some of our orthobiologics products rely on a small number of tissue banks accredited by the AATB, for the supply of human tissue, a crucial component of our bone graft substitutes. We cannot be certain that these tissue banks will be able to fulfill our requirements or that we will be able to successfully negotiate with other accredited tissue facilities on satisfactory terms.

In connection with our Confluent Surgical acquisition in January 2014, we entered into a multi-year supply agreement with an affiliate of the seller to continue to manufacture the acquired surgical sealant and adhesion barrier product lines.

If we were suddenly unable to purchase products from one or more of these companies, we would need a significant period of time to qualify a replacement, and the production of any affected products could be disrupted.

While it is our policy to maintain sufficient inventory of components so that our production will not be significantly disrupted even if a particular component or material is not available for a period of time, we remain at risk that we will not be able to qualify new components or materials quickly enough to prevent a disruption if one or more of our suppliers ceases production of important components or materials.

***Our intellectual property rights may not provide meaningful commercial protection for our products, potentially enabling third parties to use our technology or very similar technology and could reduce our ability to compete in the market.***

To compete effectively, we depend, in part, on our ability to maintain the proprietary nature of our technologies and manufacturing processes, which includes the ability to obtain, protect and enforce patents on our technology and to protect our trade secrets. We own or have licensed patents that cover aspects of some of our product lines. Our patents, however, may not provide us with any significant competitive advantage. Others may challenge our patents and, as a result, our patents could be narrowed, invalidated or rendered unenforceable. Competitors may develop products similar to ours that our patents do not cover. In addition, our current and future patent applications may not result in the issuance of patents in the United States or foreign countries. Further, there is a substantial backlog of patent applications at the U.S. Patent and Trademark Office, and the approval or rejection of patent applications may take several years.

***Our competitive position depends, in part, upon unpatented trade secrets which we may be unable to protect.***

Our competitive position also depends upon unpatented trade secrets, which are difficult to protect. We cannot assure you that others will not independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets, that our trade secrets will not be disclosed or that we can effectively protect our rights to unpatented trade secrets.

In an effort to protect our trade secrets, we require our employees, consultants and advisors to execute confidentiality and invention assignment agreements upon commencement of employment or consulting relationships with us. These agreements

provide that, except in specified circumstances, all confidential information developed or made known to the individual during the course of their relationship with us must be kept confidential. We cannot assure you, however, that these agreements will provide meaningful protection for our trade secrets or other proprietary information in the event of the unauthorized use or disclosure of confidential information.

***Our success will depend partly on our ability to operate without infringing or misappropriating the proprietary rights of others.***

We may be sued for infringing the intellectual property rights of others. In addition, we may find it necessary, if threatened, to initiate a lawsuit seeking a declaration from a court that we do not infringe the proprietary rights of others or that their rights are invalid or unenforceable. If we do not prevail in any litigation, in addition to any damages we might have to pay, we would be required to stop the infringing activity (which could include a cessation of selling the products in question) or obtain a license for the proprietary rights involved. Any required license may be unavailable to us on acceptable terms, if at all. In addition, some licenses may be nonexclusive and allow our competitors to access the same technology we license.

If we fail to obtain a required license or are unable to design our products so as not to infringe on the proprietary rights of others, we may be unable to sell some of our products, and this potential inability could have a material adverse effect on our revenues and profitability.

***We may be involved in lawsuits relating to our intellectual property rights and promotional practices, which may be expensive.***

To protect or enforce our intellectual property rights, we may have to initiate or defend legal proceedings, such as infringement suits or opposition proceedings, against or by third parties. In addition, we may have to institute proceedings regarding our competitors' promotional practices or defend proceedings regarding our promotional practices. Legal proceedings are costly, and, even if we prevail, the cost of the legal proceedings could affect our profitability. In addition, litigation is time-consuming and could divert management's attention and resources away from our business. Moreover, in response to our claims against other parties, those parties could assert counterclaims against us.

***If any of our manufacturing facilities were damaged and/or our manufacturing or business processes interrupted, we could experience lost revenues and our business could be seriously harmed.***

Damage to our manufacturing, development or research facilities because of fire, extreme weather conditions, natural disaster, power loss, communications failure, unauthorized entry or other events, such as a flu or other health epidemic, could cause us to cease development and manufacturing of some or all of our products. In particular, our San Diego and Irvine, California facilities are susceptible to earthquake damage, wildfire damage and power losses from electrical shortages as are other businesses in Southern California. Our Añasco, Puerto Rico plant, where we manufacture collagen, silicone and our private-label products, is vulnerable to hurricane, storm, earthquake and wind damage. Our Plainsboro, New Jersey facility is vulnerable to hurricane damage. Although we maintain property damage and business interruption insurance coverage on these facilities, our insurance might not cover all losses under such circumstances, and we may not be able to renew or obtain such insurance in the future on acceptable terms with adequate coverage or at reasonable costs.

In addition, certain of our surgical instruments have some manufacturing processes performed by third parties in Pakistan, which is subject to political instability and unrest, and we purchase a much smaller amount of instruments directly from vendors there. Such instability could interrupt our ability to sell surgical instruments to our customers and could have a material adverse effect on our revenues and earnings. While we have developed a relationship with an alternative provider of these services in another country, and continue to work to develop other providers in other countries, we cannot guarantee that we will be completely successful in establishing all of these relationships. Even if we are successful in establishing all of these alternative relationships, we cannot guarantee that we will be able to do so at the same level of costs or that we will be able to pass along additional costs to our customers.

Further, we manufacture certain products in Europe and our European headquarters is located in France, which has experienced labor strikes. Thus far, strikes have not had a material impact on our business; however, if such strikes were to occur, there is no assurance that they would not disrupt our business, and any such disruption could have a material adverse effect on our business.

An experienced third party hosts and maintains the enterprise business system used to support certain of our transaction processing for accounting and financial reporting, supply chain and manufacturing. Currently, we have developed a comprehensive disaster recovery plan for the Company's infrastructure. As we have not fully tested the plan, we have adopted alternative solutions to mitigate business risk, including backup equipment, power and communications. We also implemented a comprehensive backup and recovery process for our key software applications. Our global production and distribution operations are dependent on the effective management of information flow between facilities. An interruption of the support provided by our enterprise business systems could have a material adverse effect on the business.

***We may experience difficulties, delays, performance impact or unexpected costs from consolidation of facilities.***

We consolidated several facilities in 2014, and may further consolidate our operations in the future in order to improve our cost structure, achieve increased operating efficiencies, and improve our competitive standing or results of operations and/or to

address unfavorable economic conditions. As part of these initiatives, we may also lose favorable tax incentives or not be able to renew leases on acceptable terms. We may further reduce staff, make changes to certain capital projects, close certain production operations and abandon leases for certain facilities that will not be used in our operations. In conjunction with any actions, we will continue to make significant investments and build the framework for our future growth. We may not realize, in full or in part, the anticipated benefits and savings from these efforts because of unforeseen difficulties, delays, implementation issues or unexpected costs. If we are unable to achieve or maintain all of the resulting savings or benefits to our business or other unforeseen events occur, our business and results of operations may be adversely affected.

***We are exposed to a variety of risks relating to our international sales and operations, including fluctuations in exchange rates, local economic conditions and delays in collection of accounts receivable.***

We generate significant revenues outside the United States in multiple foreign currencies including euros, British pounds, Swiss francs, Canadian dollars, Japanese yen, and Australian dollars, and in U.S. dollar-denominated transactions conducted with customers who generate revenue in currencies other than the U.S. dollar. For those foreign customers who purchase our products in U.S. dollars, currency fluctuations between the U.S. dollar and the currencies in which those customers do business may have a negative impact on the demand for our products in foreign countries where the U.S. dollar has increased in value compared to the local currency.

Since we have operations based outside the United States and we generate revenues and incur operating expenses in multiple foreign currencies including euros, British pounds, Swiss francs, Canadian dollars, Japanese yen, and Australian dollars, we experience currency exchange risk with respect to those foreign currency-denominated revenues and expenses. Our most significant currency exchange risk relates to transactions conducted in euros, Canadian dollars, and Australian dollars.

We cannot predict the consolidated effects of exchange rate fluctuations upon our future operating results because of the number of currencies involved, the variability of currency exposure and the potential volatility of currency exchange rates. Although we address currency risk management through regular operating and financing activities, and, on a limited basis, through the use of derivative financial instruments, those actions may not prove to be fully effective. For a description of our use of derivative financial instruments, see Note 5, "Derivative Instruments" in our consolidated financial statements.

Our international operations subject us to laws regarding sanctioned countries, entities and persons, customs, import-export, laws regarding transactions in foreign countries, the U.S. Foreign Corrupt Practices Act and local anti-bribery and other laws regarding interactions with healthcare professionals, and product registration requirements. Among other things, these laws restrict, and in some cases prevent, U.S. companies from directly or indirectly selling goods, technology or services to people or entities in certain countries. In addition, these laws require that we exercise care in structuring our sales and marketing practices and effecting product registrations in foreign countries.

Local economic conditions, legal, regulatory or political considerations, disruptions from strikes, the effectiveness of our sales representatives and distributors, local competition, in-country reimbursement methodologies and changes in local medical practice could also affect our sales to foreign markets. Relationships with customers and effective terms of sale frequently vary by country, often with longer-term receivables than are typical in the United States.

***Oversight of the medical device industry might affect the manner in which we may sell medical devices and compete in the marketplace.***

There are laws and regulations that govern the means by which companies in the healthcare industry may market their products to healthcare professionals and may compete by discounting the prices of their products, including for example, the federal Anti-Kickback Statute, the federal False Claims Act, the federal Health Insurance Portability and Accountability Act of 1996, state law equivalents to these federal laws that are meant to protect against fraud and abuse and analogous laws in foreign countries. Violations of these laws are punishable by criminal and civil sanctions, including, but not limited to, in some instances civil and criminal penalties, damages, fines, exclusion from participation in federal and state healthcare programs, including Medicare and Medicaid. Although we exercise care in structuring our sales and marketing practices and customer discount arrangements to comply with those laws and regulations, we cannot assure that:

- government officials charged with responsibility for enforcing those laws will not assert that our sales and marketing practices or customer discount arrangements are in violation of those laws or regulations; or
- government regulators or courts will interpret those laws or regulations in a manner consistent with our interpretation.

Correspondingly, federal and state laws are also sometimes open to interpretation, and from time to time we may find ourselves at a competitive disadvantage if our interpretation differs from that of our competitors. AdvaMed (U.S.), EucoMed (Europe), MEDEC (Canada), and MTAA (Australia), some of the principal trade associations for the medical device industry, promulgate model codes of ethics that set forth standards by which its members should (and non-member companies may) abide in the promotion of their products; AdvaMed is undergoing initiatives in Latin America and Asia Pacific to develop regional codes of ethics there as well. We have in place policies and procedures for compliance that we believe are at least as stringent as those set



forth in the revised AdvaMed Code, and we regularly train our sales and marketing personnel on our policies regarding sales and marketing practices. Pursuant to the revised AdvaMed Code, we have certified our adoption of the revised AdvaMed Code. Nevertheless, the sales and marketing practices of our industry have been the subject of increased scrutiny from federal and state government agencies, and we believe that this trend will continue. For example, federal legislation, state legislation and foreign legislation requires detailed disclosure of gifts and other remuneration made to healthcare professionals. In addition, prosecutorial scrutiny over the past several years and governmental oversight, on the state and federal levels, over some major device companies regarding the retention of healthcare professionals as consultants has limited the manner in which medical device companies may retain healthcare professionals as consultants. Various hospital organizations, medical societies and trade associations are establishing their own practices that may require detailed disclosures of relationships between healthcare professionals and medical device companies or ban or restrict certain marketing and sales practices such as gifts and business meals.

***Our private-label product lines depend significantly on key relationships with third parties, which we could be unable to establish and maintain.***

Our private-label business depends in part on our entering into and maintaining collaborative or alliance agreements with third parties concerning product marketing, as well as research and development programs. The third parties with whom we have entered into agreements might terminate these agreements for a variety of reasons, including developing other sources for the products that we supply. Termination of our most important relationships could adversely affect our expectations for the growth of private-label products.

***We may have significant product liability exposure and our insurance may not cover all potential claims.***

We are exposed to product liability and other claims in the event that our technologies or products are alleged to have caused harm. We may not be able to obtain insurance for the potential liability on acceptable terms with adequate coverage or at reasonable costs. Any potential product liability claims could exceed the amount of our insurance coverage or may be excluded from coverage under the terms of the policy. Our insurance may not be renewed at a cost and level of coverage comparable to that then in effect.

***We are subject to requirements relating to hazardous materials which may impose significant compliance or other costs on us.***

Our research, development and manufacturing processes involve the controlled use of certain hazardous materials. In addition, we own and/or lease a number of facilities at which hazardous materials have been used in the past. Finally, we have acquired various companies that historically have used certain hazardous materials and that have owned and/or leased facilities at which hazardous materials have been used. For all of these reasons, we are subject to federal, state, foreign, and local laws and regulations governing the use, manufacture, storage, handling, treatment, remediation, and disposal of hazardous materials and certain waste products ("Environmental Laws"). For example, our allograft bone tissue processing may generate waste materials, which in the United States, are classified as medical waste under Environmental Laws. Although we believe that our procedures for handling and disposing of hazardous materials comply with the Environmental Laws, the Environmental Laws may be amended in ways that increase our cost of compliance, perhaps materially.

Furthermore, the risk of accidental contamination or injury from these materials cannot be eliminated, and there is also a risk that such contamination previously has occurred in connection with one of our facilities or in connection with one of the companies we have purchased. In the event of such an accident or contamination, we could be held liable for any damages that result and any related liability could exceed the limits or fall outside the coverage of our insurance and could exceed our resources. We may not be able to maintain insurance on acceptable terms or at all.

***We may experience difficulties implementing our new global enterprise resource planning system.***

We are engaged in a multi-year implementation of a new global enterprise resource planning system to improve our operational efficiency. The ERP system is designed to accurately maintain our financial reporting data and provide information to our management team important to the operation of the business. Our ERP system has required, and will require, the investment of significant human and financial resources. The implementation of this ERP involves numerous risks, including disruption to our normal accounting procedures and internal control over financial reporting, inaccuracies in the conversion of electronic data, difficulties integrating the systems and processes, additional costs to continue to refine the system's functionality, and disruption of our financial reporting process. We may not be able to successfully implement the ERP without experiencing significant delays, increased costs, or other difficulties. Any significant disruption or deficiency in the design or implementation of the ERP could adversely affect our ability to estimate supply chain needs, plan production requirements, process orders, ship product, send invoices and track payments, fulfill contractual obligations, accurately forecast sales, or otherwise operate our business, all of which could negatively impact sales and profits. Even though a significant portion of the Company is running on our new ERP system as of December 31, 2014, we will continue to face similar risks in implementing our ERP system within the remaining sites as we continue to maintain multiple legacy ERP systems.

***We are dependent on information technology and if we fail to properly maintain the integrity of our data, our business could be materially affected.***

We are increasingly dependent on sophisticated information technology for our infrastructure and to support business decisions. As a result of technology initiatives, recently enacted regulations, changes in our system platforms and integration of new business acquisitions, we have been consolidating and integrating the number of systems. Our information systems require an ongoing commitment of significant resources to maintain, protect, and enhance existing systems and develop new systems to keep pace with continuing changes in information processing technology, evolving systems and regulatory standards, the increasing need to protect patient and customer information, and changing customer patterns. Any significant breakdown, intrusion, interruption, corruption, or destruction of these systems, as well as any data breaches, could have a material adverse effect on our business.

In addition, third parties may attempt to breach our systems and may obtain data relating to patients, the Company's proprietary information, or other sensitive data. If we fail to maintain or protect our information systems and data integrity effectively, we could lose existing customers, have difficulty attracting new customers, suffer backlash from negative public relations, have problems in determining product cost estimates and establishing appropriate pricing, have difficulty preventing, detecting, and controlling fraud, have disputes with customers, physicians, and other health care professionals, have regulatory sanctions or penalties imposed, have increases in operating expenses, incur expenses or lose revenues as a result of a data privacy breach, or suffer other adverse consequences.

***Regulations related to "conflict minerals" may force us to incur additional expenses, may make our supply chain more complex and may result in damage to our reputation with customers.***

On August 22, 2012, the Securities and Exchange Commission adopted disclosure regulations for public companies that manufacture products that contain certain minerals (i.e., tin, tantalum, tungsten or gold) known as conflict minerals, if these conflict minerals are necessary to the functionality or production of our products. These regulations require such companies to report annually whether or not such conflict minerals originate from the Democratic Republic of Congo ("DRC") and adjoining countries and in some cases to perform extensive due diligence on their supply chains for such conflict minerals. The implementation of these requirements could adversely affect the sourcing, availability and pricing of tin, tantalum, tungsten and gold used in the manufacture of medical devices, including our products. In addition, we may incur additional costs to comply with the disclosure requirements, including costs related to determining the source of any of the relevant conflict minerals used in our products. Since our supply chain is complex, the due diligence procedures that we implement may not enable us to determine the origins for these conflict minerals or determine that these conflict minerals are DRC conflict-free, which may harm our reputation. We may also face difficulties in satisfying any customers who may require that our products be certified as DRC conflict-free, which could harm our relationships with these customers and result in a loss of revenue. These requirements also could have the effect of limiting the pool of suppliers from which we source tin, tantalum, tungsten and gold, and we may be unable to obtain conflict-free minerals at competitive prices, which could increase our costs and adversely affect our manufacturing operations and our profitability.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

As of the filing of this Annual Report on Form 10-K, we had no unresolved comments from the staff of the Securities and Exchange Commission that were received not less than 180 days before the end of our 2014 fiscal year.

**ITEM 2. PROPERTIES**

Our principal executive offices are located in Plainsboro, New Jersey. Our principal manufacturing and research facilities are located in California, New Jersey, Ohio, Pennsylvania, France, Germany, Ireland, Mexico, and Puerto Rico. Our instrument procurement operations are located in Germany. Our primary distribution centers are located in Nevada, Ohio, Pennsylvania, Australia, Belgium, Canada and France. In addition, we lease several smaller facilities to support additional administrative, assembly, and distribution operations. Third parties own and operate the facilities in Nevada and Belgium. We own our facilities in Biot, France, Andover, United Kingdom, and Rietheim-Weilheim, Germany and certain facilities in Ohio and Pennsylvania and we lease all of our other facilities. We also have repair centers in California, Massachusetts, Ohio, Australia and Germany.

Our manufacturing facilities are registered with the FDA. Our facilities are subject to FDA inspection to ensure compliance with Quality System regulations. For further information regarding the status of FDA inspections, see the "Government Regulation" and "Management's Discussion and Analysis of Financial Condition and Results of Operations - Update on Remediation Activities" sections in this Form 10-K.

### **ITEM 3. LEGAL PROCEEDINGS**

Various lawsuits, claims and proceedings are pending or have been settled by us; the most significant of which are described below.

The Company is subject to various claims, lawsuits and proceedings in the ordinary course of the Company's business, including claims by current or former employees, distributors and competitors and with respect to its products and product liability claims, lawsuits and proceedings, some of which have been settled by the Company. In the opinion of management, such claims are either adequately covered by insurance or otherwise indemnified, or are not expected, individually or in the aggregate, to result in a material adverse effect on our financial condition. However, it is possible that the Company's results of operations, financial position and cash flows in a particular period could be materially affected by these contingencies.

On June 6, 2012, the Company was contacted by the United States Attorney's Office for the District of New Jersey regarding the activities of sales representatives in a single region within our Extremities Reconstruction division. The U.S. Attorney's Office was investigating the activities of three sales representatives, one of whom was a supervisor until terminated by the Company for failure to cooperate with this investigation. The activities at issue pertain to alleged improper billing of products for extremities indications. On August 12, 2014, the United States Attorney for the District of New Jersey announced that two former Integra sales representatives, one of whom was a supervisor, entered guilty pleas as a result of the investigation; those individuals were sentenced in January 2015. According to the United States Attorney for the District of New Jersey, these individuals acted without the awareness of the Company. The Company cooperated with the U.S. Attorney's Office on a voluntary basis throughout the investigation and has reimbursed affected customers. The reimbursements were made in historical periods and were not material. The Company was not a subject or target of the investigation, and believes the investigation to now be concluded.

The Company manufactures and sells certain extremities products internationally pursuant to a license agreement that the licensor had indicated it would terminate effective October 20, 2014 after the parties were unable to resolve disagreements under the license agreement. On October 17, 2014, the parties resolved their disagreements and extended the Company's right to manufacture and sell these products through December 31, 2015.

The Company accrues for loss contingencies when it is deemed probable that a loss has been incurred and that loss is estimable. The amounts accrued are based on the full amount of the estimated loss before considering insurance proceeds, and do not include an estimate for legal fees expected to be incurred in connection with the loss contingency. The Company consistently accrues legal fees expected to be incurred in connection with loss contingencies as those fees are incurred by outside counsel as a period cost.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information, Holders and Dividends

Our common stock trades on The NASDAQ Global Market under the symbol "IART." The following table lists the high and low sales prices for our common stock for each quarter for the last two years:

|                | 2014     |          | 2013     |          |
|----------------|----------|----------|----------|----------|
|                | High     | Low      | High     | Low      |
| Fourth Quarter | \$ 54.38 | \$ 46.77 | \$ 47.84 | \$ 41.00 |
| Third Quarter  | \$ 50.70 | \$ 46.18 | \$ 42.48 | \$ 36.70 |
| Second Quarter | \$ 47.75 | \$ 43.99 | \$ 39.42 | \$ 31.84 |
| First Quarter  | \$ 49.50 | \$ 44.52 | \$ 44.11 | \$ 39.01 |

We have not paid any cash dividends on our common stock since our formation. Our credit facility limits the amount of dividends that we may pay. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Amended and Restated Senior Credit Agreement." Any future determinations to pay cash dividends on the common stock will be at the discretion of our Board of Directors and will depend upon our results of operations, cash flows, and financial condition and other factors deemed relevant by the Board of Directors.

The number of stockholders of record as of February 25, 2015 was approximately 867, which includes stockholders whose shares were held in nominee name.

#### Sales of Unregistered Securities

There were no sales of unregistered securities during the years ended December 31, 2014, 2013 or 2012.

#### Sale of Registered Securities

In November 2013, we sold 4.025 million shares of our common stock (including 525,000 shares from the exercise of the underwriters' option for additional shares) in a registered public offering to a select group of underwriters through a Registration Statement on Form S-3 (File No. 333-192079) that was declared effective by the Securities and Exchange Commission on November 4, 2013. The shares of common stock were sold at a price of \$40.00 per share (before underwriting discounts and commissions). The aggregate offering proceeds were \$161.0 million. Following the sale of the common stock, the public offering terminated.

We incurred total offering costs of approximately \$8.5 million, which includes the amounts paid for underwriters' discounts and commissions of 5.0%, and other offering costs. The net proceeds of the offering were \$152.5 million after deducting these expenses. No offering expenses were paid directly or indirectly to any of our directors or officers (or their associates) or persons owning ten percent or more of any class of our equity securities or to any other affiliates.

We used the entire net proceeds from this offering to pay down a portion of our outstanding Senior Credit Facility balance during 2013.

The foregoing represents our best estimate of our use of proceeds for the period indicated.

#### Issuer Purchases of Equity Securities

On October 28, 2014, our Board of Directors terminated the previous share repurchase plan dated October 23, 2012, and authorized a new repurchase of up to \$75.0 million of outstanding common stock through December 2016. Shares may be repurchased either in the open market or in privately negotiated transactions.

There have been no shares of common stock repurchased by the Company under any of these authorizations in the year ended December 31, 2014 or 2013.

See Note 6, "Treasury Stock," in our consolidated financial statements for further details.

**ITEM 6. SELECTED FINANCIAL DATA**

The information set forth below should be read in conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes included elsewhere in this report. We have acquired numerous businesses and product lines during the previous five years. As a result of these acquisitions, the consolidated financial results and balance sheet data for certain of the periods presented below may not be directly comparable.

|  | Years Ended December 31,              |                    |                  |                  |                  |
|--|---------------------------------------|--------------------|------------------|------------------|------------------|
|  | 2014                                  | 2013               | 2012             | 2011             | 2010             |
|  | (As adjusted)*                        |                    |                  |                  |                  |
|  | (In thousands, except per share data) |                    |                  |                  |                  |
| Operating Results:   |                                       |                    |                  |                  |                  |
| Total revenues, net  | \$ 928,305                            | \$ 836,214         | \$ 830,871       | \$ 780,078       | \$ 732,068       |
| Costs and expenses (1)   | 862,764                               | 846,370            | 757,089          | 725,166          | 633,374          |
| Operating income (loss)  | 65,541                                | (10,156)           | 73,782           | 54,912           | 98,694           |
| Interest income (expense), net (2) (3)   | (21,799)                              | (19,345)           | (21,032)         | (27,175)         | (18,131)         |
| Other income (expense), net  | (763)                                 | (1,801)            | (721)            | 757              | 1,551            |
| Income (loss) before income taxes  | 42,979                                | (31,302)           | 52,029           | 28,494           | 82,114           |
| Provision for (benefit from) income taxes  | 8,975                                 | (10,235)           | 10,825           | 505              | 16,445           |
| Net income (loss)  | <u>\$ 34,004</u>                      | <u>\$ (21,067)</u> | <u>\$ 41,204</u> | <u>\$ 27,989</u> | <u>\$ 65,669</u> |
| Diluted net income (loss) per share  | <u>\$ 1.03</u>                        | <u>\$ (0.74)</u>   | <u>\$ 1.44</u>   | <u>\$ 0.95</u>   | <u>\$ 2.17</u>   |
| Weighted average common shares outstanding for diluted net income (loss) per share | 32,960                                | 28,416             | 28,516           | 29,495           | 30,149           |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

|  | Years Ended December 31, |            |           |            |            |
|--|--------------------------|------------|-----------|------------|------------|
|  | 2014                     | 2013       | 2012      | 2011       | 2010       |
|  | (As adjusted)*           |            |           |            |            |
|  | (In thousands)           |            |           |            |            |
| Financial Position:  |                          |            |           |            |            |
| Cash, cash equivalents   | \$ 71,994                | \$ 120,614 | \$ 96,938 | \$ 100,808 | \$ 128,763 |
| Total assets   | 1,578,625                | 1,192,139  | 1,163,599 | 1,144,109  | 1,017,308  |
| Short-term borrowings under the term loan of the senior credit facility            | 3,750                    | —          | —         | —          | —          |
| Long-term borrowings under the revolving portion of the senior credit facility (2) | 413,125                  | 186,875    | 321,875   | 179,688    | —          |
| Long-term debt (3)   | 213,121                  | 205,182    | 197,672   | 352,576    | 294,842    |
| Retained earnings  | 314,960                  | 280,956    | 302,023   | 260,819    | 232,830    |
| Stockholders’ equity (4)   | 704,322                  | 666,090    | 517,775   | 492,638    | 499,963    |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.



(1) In 2013, we recorded a \$46.7 million goodwill impairment charge related to our Spine reporting unit. See Note 2 "Summary of Significant Accounting Policies - Goodwill and Other Intangible Assets" to our consolidated financial statements for further discussion.

In 2011, we recorded a total of \$13.3 million in stock-based compensation charges related to our former chief executive officer employment agreement extension, accelerated vesting of his outstanding shares upon the appointment of the new chief executive officer, and his minimum annual stock-based compensation award which was fully vested on the date of grant.

(2) For each of the periods presented, we report the borrowings outstanding under the revolving portion of our Senior Credit Facility as long-term debt based on our current intent and ability to repay the borrowings outside of the following twelve-month periods. We also report the term loan as long-term debt with the exception of current interest payments due within 12 months, which are classified as short-term. At December 31, 2014, we have a total of \$416.9 million outstanding under our Senior Credit Facility and \$483.1 million available for future borrowings. Subsequent to year-end, in January 2015, we paid down \$15 million on the Senior Credit Facility.

(3) In 2007, we issued \$165.0 million of 2.75% senior convertible notes due 2010 (the "2010 Notes") and \$165.0 million of 2.375% senior convertible notes due 2012 (the "2012 Notes"). The 2010 Notes were paid off in June 2010 in accordance with their terms. The 2012 Notes were repaid in June 2012 in accordance with their terms.

In 2011, we issued \$230.0 million of 1.625% convertible senior notes due in 2016 (the "2016 Notes"). We expect to satisfy any conversion of the 2016 Notes with cash up to their principal amount pursuant to the net share settlement mechanism set forth in the indenture and, with respect to any excess conversion value, with shares of common stock.

(4) In 2013, we sold 4.025 million shares of our common stock at a price of \$40.00 per share. The aggregate offering proceeds were \$161.0 million. The net proceeds of the offering were \$152.5 million after deducting the underwriters' discounts and commissions and all other estimated offering expenses.

**ITEM 7.      MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of our financial condition and results of operations should be read together with the selected consolidated financial data and our financial statements and the related notes appearing elsewhere in this report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. 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 under the heading “Risk Factors.”

## GENERAL

Integra is a world leader in medical technology focused on limiting uncertainty for surgeons so they can concentrate on providing the best patient care. Integra provides customers with clinically relevant, innovative and cost-effective products that improve the quality of life for patients. We focus on cranial and spinal procedures, small bone and joint injuries, the repair and reconstruction of soft tissue, and instruments for surgery.

We manage our business through a combination of product groups and geography, and accordingly, we report our financial results under five reportable segments - U.S. Instruments, U.S. Neurosurgery, U.S. Extremities, U.S. Spine and Other (which consists of our U.S. Spine and Private Label businesses) and International.

We present revenues in the following three product categories: Orthopedics, Neurosurgery and Instruments. Our orthopedics products group includes specialty metal implants for surgery of the extremities, shoulder and spine, orthobiologics products for repair and grafting of bone, dermal regeneration products and tissue-engineered wound dressings and nerve and tendon repair products. Our neurosurgery products group includes, among other things, dural repair products (both dural closure and dural sealants), ultrasonic surgery systems for tissue ablation, cranial stabilization and brain retraction systems, systems for measurement of various brain parameters and devices used to gain access to the cranial cavity and to drain excess cerebrospinal fluid from the ventricles of the brain. Our instruments products group includes a wide range of specialty and general surgical and dental instruments and surgical lighting for sale to hospitals, outpatient surgery centers, and physician, veterinarian and dental practices.

We manufacture many of our products in plants located in the United States, Puerto Rico, France, Germany, Ireland, and Mexico. We also source most of our handheld surgical instruments, specialty metal and pyrocarbon implants, and dural sealant products through specialized third-party vendors.

In the United States, we have several sales channels. We sell orthopedics products through a large direct sales organization and through specialty distributors focused on their respective surgical specialties. Neurosurgery products are sold through directly employed sales representatives. Instruments products are sold through two sales channels, both directly and through distributors and wholesalers, depending on the customer call point. We sell in the international markets through a combination of a direct sales organization and distributors.

We also market certain products through strategic partners in the United States.

Our objective is to become a multi-billion dollar diversified global medical technology company that helps patients by limiting uncertainty for medical professionals, and is a high-quality investment for shareholders. We will achieve these goals by delivering on our Brand Promises to our customers worldwide and by becoming a top player in all markets in which we compete. Our strategy includes the following key elements: geographic expansion, disciplined focus and execution, global quality assurance and acquiring or in-licensing products that fit existing sales channels, margin expansion and leveraging platform synergies.

We aim to achieve growth in our revenues while maintaining strong financial results. While we pay attention to any meaningful trend in our financial results, we pay particular attention to measurements that are indicative of long-term profitable growth. These measurements include (1) revenue growth (including internal growth and by acquisitions), (2) gross margins on total revenues, (3) operating margins (which we aim to continually expand as we leverage our existing infrastructure), (4) earnings before interest, taxes, depreciation, and amortization, and (5) earnings per diluted share of common stock.

We believe that we are particularly effective in the following aspects of our business:

- *Regenerative Technology Platform.* We have developed numerous product lines through our proprietary collagen matrix, demineralized bone matrix, and polyethylene glycol technologies that are sold through every one of our sales channels.
- *Diversification and Platform Synergies.* Each of our three selling platforms contributes a different strength to our core business. Orthopedics enables us to grow our top line and increase gross margins. Neurosurgery provides stable growth as a market with few elective procedures. The Instruments business has a strong capacity to generate cash flows. We have unique synergies among these platforms, such as our regenerative technology, instrument sourcing capabilities, and enterprise contract management.
- *Unique Sales Footprint.* Our medical technology investment and manufacturing strategy provides us with a unique set of customer call-points and synergies. We have market-leading products across our portfolio providing both scale and depth in solutions for a broad set of clinical needs across many departments in the healthcare system. We also have clinical expertise across all of our channels in the United States, and have an opportunity to expand and leverage this expertise in markets worldwide. Many of our customers are facing pressure placed upon them by healthcare reform and the Affordable Care Act. In response to our customers' needs for clinical and technical solutions across multiple departments and clinical areas, we have developed and deployed our Enterprise Selling initiative to bring unique clinical solutions to

even the most difficult healthcare issues in our key accounts across multiple clinical sites and multi-hospital integrated delivery networks.

- *Ability to Change and Adapt.* Our corporate culture is what enables us to adapt and evolve. We have demonstrated that we can quickly and profitably integrate new products and businesses. This core strength has made it possible for us to grow over the years, and is key to our ability to grow into a multi-billion dollar company.

#### **Change in Accounting Treatment for the Medical Device Excise Tax**

In the first quarter of 2014, the Company changed its method of accounting for the medical device excise tax ("MDET"). Prior to the change the Company recorded the MDET in inventory at the time of the first sale in the United States and then recognized the tax in cost of goods sold when the medical device was sold to the ultimate customer. Under the new method, the MDET is recorded in selling, general and administrative expenses in the period the first sale in the United States occurs, which could be an intercompany sale.

The Company believes that this change in accounting principle is preferable as the new method provides a better comparison with the Company's industry peers, the majority of which expense the MDET at the time of the first sale in the United States.

The medical device excise tax was applied to sales beginning January 1, 2013; therefore, this change affected only 2013 financial results. The cumulative effect of the change in the prior years is included in retained earnings as of December 31, 2013 and the comparative period for the twelve-months ended December 31, 2014. The financial impact of this change on 2013 has been incorporated into the amounts presented throughout this Form 10-K and the impact on the twelve-months ended December 31, 2013 is discussed in detail in Note 2 to the consolidated financial statements.

#### **Management Changes**

On April 29, 2014, the Board of Directors (the "Board") of the Company appointed Glenn G. Coleman as Corporate Vice President, Chief Financial Officer, and Principal Accounting Officer of the Company effective as of May 2, 2014. When Mr. Coleman commenced as Chief Financial Officer, John B. Henneman, III ceased to serve as the Company's Chief Financial Officer; however, Mr. Henneman continued to serve as Corporate Vice President, Chief Administrative Officer, until his retirement in September 2014. Jerry Corbin ceased to serve as the Company's Principal Accounting Officer effective May 2, 2014, and continued to serve as Corporate Vice President, Corporate Controller until his retirement in August 2014.

#### **Diabetic Foot Ulcer Clinical Trial**

During July 2014, we completed our multicenter clinical trial evaluating the safety and effectiveness of the INTEGRA® Dermal Regeneration Template for the Treatment of Diabetic Foot Ulcers ("the DFU study"). The data collected formed the foundation for the Premarket Approval Supplement application that we filed with the FDA, which we announced in February 2015. In addition, the Company is pursuing a publication of the data in a peer-reviewed journal. An FDA approval with published data will form the key to securing reimbursement. Assuming FDA approval and timely publication of the peer-reviewed journal article, the Company anticipates commercializing the resulting DFU product in the middle of 2016.

#### **Spine Business Spin-off and Organizational Changes**

On November 3, 2014, we announced our plan for 2015 to spin-off our spine business and realign the Integra portfolio. Specifically, we are integrating our current five business divisions into three, and, following the spin-off, Integra will have a simplified, two-division global structure. Neurosurgery and Instruments will be combined worldwide to create a new division called Specialty Surgical Solutions. Orthopedics and Tissue Technologies will be consolidated worldwide and will include the extremities business, comprising small bone orthopedics and wound care.

##### *Spin-off of the Spine Business*

Under the proposed plan, the spine business will spin-off from Integra and operate as an independent, publicly held company. The new spine company will have a comprehensive portfolio of spinal hardware solutions, including unique interbody devices, minimally invasive surgery, and deformity correction, and a market leading orthobiologics offering, including a full range of osteoconductive and osteoinductive solutions utilizing unique demineralized bone, collagen and synthetic matrices.

The spin-off transaction is expected to take the form of a tax-free distribution to Integra shareholders of publicly traded stock in the new spine company. The transaction is expected to be completed before September 2015, subject to certain customary conditions, including final approval by the Integra Board of Directors, confirmation of the tax-free nature of the transaction, and the effectiveness of a registration statement that will be filed with the Securities and Exchange Commission, including information about the separation, distribution and related matters. While we expect any spin-off transaction to close within nine months, there can be no assurances regarding the ultimate timing of the transaction or that the transaction will be completed.

We have incurred one-time charges related to the transaction during the reporting periods preceding the separation. The expenses are reflected in our 2014 financial results. We expect these charges to continue through the separation.

Alignment of Integra Portfolio into Global Divisions

In addition to the above announced separation of the spine business, in 2015 we plan to realign the Integra portfolio by integrating our current five business divisions into three, and, following the spin-off, Integra will have a two-division global structure, Specialty Surgical Solutions and Orthopedics and Tissue Technologies. The new Specialty Surgical Solutions organization will integrate globally what today are the Neurosurgery and Instruments businesses. Robert T. Davis, Jr., Corporate Vice President, President, Specialty Surgical Solutions, will lead this newly-created division. The new global Specialty Surgical Solutions division will leverage Integra's market-leading positions in both neurosurgery and instruments and will open up a larger potential market in which this business can achieve its communicated growth trajectory. In addition, Mark Augusti, Corporate Vice President, President, Orthopedics and Tissue Technologies, will also take on global responsibility for that division. Dan Reuvers, Corporate Vice President, President, International, will continue to run an International region management structure to prioritize and focus Integra's investments in International markets supporting both global divisions.

## ACQUISITIONS

Our strategy for growing our business includes the acquisition of complementary product lines and companies. Our recent acquisitions of businesses, assets and product lines may make our financial results for the year ended December 31, 2014 not directly comparable to those of the corresponding prior-year period. See Note 3, "Acquisitions and Pro Forma Results" to our consolidated financial statements for a further discussion.

From January 2012 through December 2014, we acquired the following businesses, assets and product lines:

In December 2014, we acquired certain assets of Koby Ventures II, L.P. dba Metasurg ("Metasurg") for an aggregate purchase price of \$27.2 million. The purchase price consisted of an initial cash payment to Metasurg of \$26.5 million and contingent consideration with an acquisition date fair value of \$0.7 million. The potential maximum undiscounted contingent consideration of \$38.5 million is based on reaching certain sales of acquired products. Metasurg develops intuitive implant systems for the foot and ankle market and sells almost entirely in the U.S. market.

In October 2014, we acquired all outstanding shares of Medtronic Xomed Instrumentation, SAS ("MicroFrance") from Medtronic, Inc. ("Medtronic") as well as certain assets of Medtronic for \$61.6 million in cash. MicroFrance specializes in manual ear, nose, and throat instruments and designs, manufactures, and sells reusable handheld instruments to ENT and laparoscopic surgical specialists around the world.

In January 2014, we acquired all outstanding shares of Confluent Surgical, Inc., ("Confluent Surgical") - including its surgical sealant and adhesion barrier product lines - from Covidien Group S.a.r.l, ("Covidien") for an aggregate purchase price of \$255.9 million. The purchase price consists of an initial cash payment to Covidien of \$231.0 million upon the closing of the transaction, a separate prepayment of \$4.0 million made under a transitional supply agreement with an affiliate of Covidien, and contingent consideration with an acquisition date fair value of \$20.9 million. The potential maximum undiscounted contingent consideration of \$30.0 million consists of \$25.0 million upon obtaining certain U.S. governmental approvals and \$5.0 million upon obtaining certain European governmental approvals, both related to the completion of the transition of the Confluent Surgical business. Confluent Surgical is a developer and supplier of polymer-based biosurgery technology used in surgical sealants and anti-adhesion products.

In January 2013, we acquired all outstanding preferred and common stock of Tarsus Medical, Inc. ("Tarsus") for \$4.7 million consisting of \$3.1 million in cash (including working capital adjustments of \$0.2 million) and contingent consideration with an estimated acquisition date fair value of approximately \$1.6 million. The potential maximum undiscounted contingent consideration consists of a first milestone payment of up to \$1.5 million and a second payment of up to \$11.5 million. These payments are based on reaching certain sales of acquired products. During the second quarter of 2014, we adjusted the fair value of the contingent consideration to zero as we no longer believe the achievement of the sales targets is probable. Tarsus Medical, Inc. is a podiatry device company addressing clinical needs associated with diseases and injuries of the foot and ankle.

## **FACILITY OPTIMIZATION ACTIVITIES**

As a result of our ongoing acquisition strategy and significant growth in recent years, we have undertaken cost-saving initiatives to consolidate manufacturing and distribution facilities and transfer activities, implement an ERP system, eliminate duplicative positions, realign various sales and marketing activities, and to expand and upgrade production capacity for our regenerative technology products. Over the past three years, we have closed six manufacturing facilities and consolidated those activities into existing sites. We expect the benefits of these efforts will contribute to our financial results in 2015 and beyond.

While we expect a positive impact from ongoing restructuring, integration and manufacturing transfer and expansion activities, such results remain uncertain.

## RESULTS OF OPERATIONS

### Executive Summary

Our net income in 2014 was \$34.0 million, or \$1.03 per diluted share, as compared to a net loss of \$21.1 million, or \$0.74 per diluted share in 2013 and net income of \$41.2 million, or \$1.44 per diluted share in 2012.

Revenues from 2012 to 2014 have increased \$97.4 million, which generated \$59.1 million of additional gross margin. Costs and expenses increased sequentially as new employees, especially in selling general and administrative functions, joined the Company, and from the higher operating expenses associated with the businesses we acquired. In 2013, we began paying the manufacturer's excise tax as well as increased remediation costs related to our warning letters. Also our 2013 results were adversely impacted by a voluntary recall of certain collagen-based products manufactured in our Añasco, Puerto Rico facility, and a non-cash goodwill impairment charge of \$46.7 million for our U.S. Spine reporting unit recorded in the quarter ended September 30, 2013. These items resulted in increasing our operating income from 2013 to 2014 and decreasing it from 2012 to 2013.

Changes in income before taxes result from the operating items described above and changes in interest expense, which increased in 2014 because our borrowings under our Senior Facility increased. Interest expense decreased in 2013 and 2012 as our 2012 convertible notes matured and a portion of our interest cost was capitalized in our construction in progress balance.

Income tax expense increased in 2014 from 2013 as a result of changes in U.S. income.

### Special Charges

Income (loss) before taxes includes the following special charges:

|  | Years Ended December 31, |                   |                  |
|--|--------------------------|-------------------|------------------|
|  | 2014                     | 2013              | 2012             |
|  | (In thousands)           |                   |                  |
| Manufacturing facility remediation costs         | \$ 1,416                 | \$ 8,230          | \$ 7,939         |
| Global ERP implementation charges                | 23,177                   | 24,264            | 16,384           |
| Structural optimization charges                  | 13,716                   | 8,793             | 10,098           |
| Certain expenses associated with product recalls | —                        | 3,431             | —                |
| Certain employee termination charges             | 9,094                    | 1,205             | 1,356            |
| Discontinued product lines charges               | 1,552                    | —                 | 1,368            |
| Acquisition-related charges                      | 9,439                    | 3,113             | 2,808            |
| Impairment charges                               | 790                      | 47,078            | 141              |
| Convertible debt non-cash interest (1)           | 7,140                    | 6,463             | 8,520            |
| SeaSpine spin-off related charges                | 2,162                    | —                 | —                |
| Total  | <u>\$ 68,486</u>         | <u>\$ 102,577</u> | <u>\$ 48,614</u> |

- (1) The amounts have been reduced by \$0.8 million, \$1.0 million, and \$1.6 million in 2014, 2013, and 2012, respectively, representing the non-cash interest that was capitalized as a component of the historical cost of assets constructed for the Company's own use. See Note 2 "Summary of Significant Accounting Policies" of our consolidated financial statements for more information.

The items reported above are reflected in the consolidated statements of operations as follows:

|                                     | Years Ended December 31, |                   |                  |
|-------------------------------------|--------------------------|-------------------|------------------|
|                                     | 2014                     | 2013              | 2012             |
|                                     | (In thousands)           |                   |                  |
| Cost of goods sold                  | \$ 18,211                | \$ 18,153         | \$ 16,425        |
| Research and development            | 500                      | 968               | —                |
| Selling, general and administrative | 42,635                   | 30,255            | 23,669           |
| Goodwill impairment charge          | —                        | 46,738            | —                |
| Interest expense                    | 7,140                    | 6,463             | 8,520            |
| Total                               | <u>\$ 68,486</u>         | <u>\$ 102,577</u> | <u>\$ 48,614</u> |



We typically define special charges as items for which the amounts and/or timing of such expenses may vary significantly from period to period, depending upon our acquisition, integration and restructuring activities, and for which the amounts are non-cash in nature, or for which the amounts are not expected to recur at the same magnitude as we implement certain tax planning strategies. We believe that given our ongoing strategy of seeking acquisitions, our continuing focus on rationalizing our existing manufacturing and distribution infrastructure and our continuing review of various product lines in relation to our current business strategy, some of the special charges discussed above could recur with similar materiality in the future. In 2010 we began investing significant resources in the global implementation of a single enterprise resource planning system. We began capitalizing certain costs for the project starting in 2011 and continued to do so during 2014. We placed the ERP in service across a number of U.S. sites in May of 2014, and at that time, we began depreciating the capitalized costs associated with that part of the implementation. We expect the additional capital and integration expenses associated with our ERP system to decrease as we continue to progress in our ERP implementation over the next several years.

We believe that the separate identification of these special charges provides important supplemental information to investors regarding financial and business trends relating to our financial condition and results of operations. Investors may find this information useful in assessing comparability of our operating performance from period to period, against the business model objectives that management has established, and against other companies in our industry. We provide this information to investors so that they can analyze our operating results in the same way that management does and to use this information in their assessment of our core business and valuation of Integra.

#### **Update on Remediation Activities**

Our Plainsboro, New Jersey manufacturing facility was inspected by the FDA during the third quarter of 2011 which resulted in the issuance of FDA Form 483 observations, and we subsequently received a warning letter from the FDA on December 21, 2011 related to that inspection. The Plainsboro warning letter was closed out effective September 24, 2013, because the FDA concluded that the Company had addressed the issues raised in the warning letter and previous inspectional observations.

The FDA inspected our Andover, UK facility in June 2012, which resulted in the issuance of FDA Form 483 Observations. We subsequently received a Warning Letter on November 1, 2012. On April 25, 2014, we received a letter from the FDA stating that while it accepted the Corrective Action Plan for the Andover Facility, the warning letter would not be closed out until the FDA conducted an inspection of the Andover facility and concluded that the violations stated in the FDA warning letter had been addressed. On December 31, 2014, we closed the Andover Facility and delisted it as an FDA registered facility.

The FDA inspected our Añasco, Puerto Rico facility in October and November 2012, and issued a warning letter for that facility on February 13, 2013. On November 26, 2013, the FDA completed its second inspection of the Añasco facility and issued a new Form 483 with six additional observations. On September 30, 2014, the FDA completed its third inspection of the Añasco facility, and concluded that the Company had addressed the issues raised in the Warning Letter and previous inspectional observations, and it issued no other inspectional observations. The Añasco warning letter was closed out effective January 14, 2015, because the FDA found that the Company had addressed the issues raised in the warning letter and previous inspectional observations.

We have undertaken significant efforts to remediate the observations that the FDA has made and have been working on improving and revising our quality systems. During the year ended December 31, 2014, 2013, and 2012, we incurred \$1.4 million, \$8.2 million and \$7.9 million in remediation activities expenses, respectively, consisting of consulting expenses and other work activities required to complete our remediation activities.

## Revenues and Gross Margin

Our revenues and gross margin on product revenues were as follows:

|  | Years Ended December 31, |            |            |
|--|--------------------------|------------|------------|
|  | 2014                     | 2013       | 2012       |
|  | (In thousands)           |            |            |
| Orthopedics **                                 | \$ 370,082               | \$ 370,359 | \$ 364,714 |
| Neurosurgery                                   | 371,676                  | 278,672    | 277,527    |
| Instruments **                                 | 186,547                  | 187,183    | 188,630    |
| Total revenues                                 | 928,305                  | 836,214    | 830,871    |
| Cost of goods sold                             | 352,801                  | 327,045    | 314,427    |
| Gross margin on total revenues                 | \$ 575,504               | \$ 509,169 | \$ 516,444 |
| Gross margin as a percentage of total revenues | 62.0%                    | 60.9%      | 62.2%      |

\*\* Certain revenues have been reclassified from the Orthopedics category to the Instruments category for the years ended December 31, 2013 and 2012.

## Revenues by Reportable Segment

Net sales by reportable segment for the three years ended December 31, 2014, 2013 and 2012 are as follows:

|                        | Years Ended December 31, |            |            |
|------------------------|--------------------------|------------|------------|
|                        | 2014                     | 2013       | 2012       |
|                        | (In thousands)           |            |            |
| U.S. Neurosurgery      | \$ 244,603               | \$ 172,250 | \$ 171,278 |
| U.S. Instruments *     | 157,816                  | 163,908    | 166,921    |
| U.S. Extremities *     | 143,384                  | 128,336    | 116,279    |
| U.S. Spine and Other * | 171,363                  | 182,007    | 192,516    |
| International *        | 211,139                  | 189,713    | 183,877    |
| Total revenues         | \$ 928,305               | \$ 836,214 | \$ 830,871 |

\* Certain revenues and profits have been reclassified from the U.S. Extremities segment to the U.S. Instruments segment and the U.S. Spine and Other segment for the years ended December 31, 2013 and 2012.

The Company attributes revenue to geographic areas based on the location of the customer. There are certain revenues managed by the various U.S. segments above that are generated from non-U.S. customers and therefore included in Europe and the Rest of World revenues.

## Revenues

### Year Ended December 31, 2014 Compared with Year Ended December 31, 2013.

For the year ended December 31, 2014, total revenues increased by \$92.1 million or 11%, to \$928.3 million from \$836.2 million during the prior year. Domestic revenues increased \$71.3 million, or 11%, to \$714.0 million and were 77% of total revenues for the year ended December 31, 2014. International revenues increased 11% at \$214.3 million as compared to 2013. Foreign exchange fluctuations had a negative impact of \$2.3 million on revenues for the year.

Our total revenues for the year ended December 31, 2013, were negatively affected by our voluntary recall of certain products manufactured in our Añasco, Puerto Rico facility, including DuraGen® Dural Graft Matrix products.

U.S. Neurosurgery revenues were \$244.6 million, an increase of 42% from the prior year. The increase largely resulted from the impact of the DuraSeal product sales arising out of the Confluent Surgical acquisition which added \$54.1 million in the period. We also saw increases from our dural repair franchise, which recovered from the 2013 recall, and neuro critical care and tissue ablation, both of which benefited from strong sales of capital equipment during the period.

U.S. Instruments revenues were \$157.8 million, a decrease of 4% from the prior year. The decrease resulted primarily from lower sales in our acute-care and alternate-site businesses and product discontinuations. Increases in our lighting product line and the partial-year contribution from our MicroFrance acquisition partially offset this decline.

U.S. Extremities revenues were \$143.4 million, an increase of 12% from the prior year. This increase resulted primarily from dermal and wound care products, including our new "Thin" version of Integra Wound Matrix, and from our shoulder product line, which increased as a result of the launch of a new reverse shoulder in the latter half of 2013 and increases in the number of distributors. The remainder of our lower and upper extremity franchise increased slightly during the period partially as a consequence of sales force turnover in the second quarter of 2014 as well as the transition to our new total foot system.

U.S. Spine and Other revenues, which include our spine hardware, orthobiologics and private label products, were \$171.4 million, a decrease of 6% from the prior year. Our spine hardware sales softened in the current year because of ongoing pricing pressure, delays in expected product launches, and slower than anticipated addition of new distributors. This was partially offset by growth in orthobiologics, especially demineralized bone matrix and cancellous bone products, due to ongoing market demand. Sales of our private label products decreased from the prior-year period because we lost some business as a result of recall issues in 2013.

International segment revenues were \$211.1 million, up 11% from the prior year. These increases primarily resulted from the incremental impact of DuraSeal product sales, skin and wound, and strong neuro capital equipment sales as well as the addition of the MicroFrance acquisition in the fourth quarter. These increases to revenue were offset by a decline in orthopedic hardware sales and an unfavorable foreign currency impact of \$2.3 million in the period primarily because of a weaker euro.

With our global reach, we generate revenues in multiple foreign currencies, including euros, British pounds, Swiss francs, Canadian dollars, Japanese yen, and Australian dollars. Accordingly, we will experience currency exchange risk with respect to those foreign currency denominated revenues.

***Year Ended December 31, 2013 Compared with Year Ended December 31, 2012.***

For the year ended December 31, 2013, total revenues increased by \$5.3 million or 1% to \$836.2 million from \$830.9 million during 2012. Domestic revenues were essentially flat at \$642.7 million and were 77% of total revenues for the year ended December 31, 2013. International revenues increased 3% at \$193.5 million as compared to 2012. Foreign exchange fluctuations had a negligible impact on revenues for the year.

Our total revenues for the year ended December 31, 2013 were negatively affected by our voluntary recall of certain products manufactured in our Añasco, Puerto Rico facility, including DuraGen<sup>®</sup> Dural Graft Matrix products.

U.S. Neurosurgery revenues were \$172.3 million, an increase of 1% from 2012. Capital sales increased as we saw growth in our critical care, cranial stabilization, tissue ablation and stereotaxy lines. These increases were offset by decreases in sales of our collagen products and loss of market share resulting from the recall-related supply shortage, and decreases in shunts.

U.S. Instruments revenues were \$163.9 million, a decrease of 2% from 2012. We saw sustained growth in sales of our LED surgical headlamp, and our retractor sales have increased. We experienced lower sales of our legacy lighting products resulting from some product discontinuation and conversion of the legacy xenon lighting products to LED lighting. Alternate-site sales decreased due to product discontinuation of some of our lower margin products. Hospital starts also decreased during the year, resulting in fewer large orders in the second half of the year, thereby driving a weaker revenue result in our acute-care franchise.

U.S. Extremities revenues were \$128.3 million, an increase of 10% from 2012. This growth resulted from double digit increases in both our upper and lower extremities businesses driven in part by new product introductions, including shoulder implants. Sales of our dermal and wound care products increased to high-single digits.

U.S. Spine and Other revenues, which include our Spine hardware, orthobiologics and private label products, were \$182.0 million, a decrease of 5% from 2012. In addition to general market softness and pricing pressure in spine hardware, our product sales declined more than the market because of poor execution in the business and some distributor turnover. That said, spine hardware began to improve toward the end of the year. Orthobiologics sales increased mid-single digits and were affected by backorders in collagen ceramic bone void fillers in the first half of 2013. Our supplies returned to normal levels by the end of the third quarter, and we saw a sequential increase in sales in the fourth quarter. The demand for the overall orthobiologics line remained strong and partially offsets some of the softness in hardware. Sales of our private label products decreased significantly from the prior-year period resulting from the loss of some business to certain customers because of the recall-related supply shortages, and changes in the demand of components that we manufacture for our strategic partners.

International segment revenues were \$189.7 million, up 3% from 2012. Our sales around the world were affected by the recall of our collagen products and backorders on these recalled products; however, we cleared most of our backorders in the third quarter of 2013. We saw growth in our spine implants across all geographies, increases in our dermal and wound businesses with several

new product introductions, and increasing product coverage in direct and indirect channels. We experienced some growth in Asia-Pacific and Latin America markets for our duraplasty products.

With our global reach, we generate revenues in multiple foreign currencies, including euros, British pounds, Swiss francs, Canadian dollars, Japanese yen, and Australian dollars. Accordingly, we will experience currency exchange risk with respect to those foreign currency denominated revenues.

### **Gross Margin**

Gross margin as a percentage of revenues was 62.0% in 2014, 60.9% in 2013, and 62.2% in 2012. Cost of product revenues in 2014, 2013, and 2012 included \$1.4 million, \$2.2 million, and \$2.8 million, respectively, in fair value inventory purchase accounting adjustments recorded in connection with acquisitions, and \$19.3 million, \$6.7 million, and \$6.6 million, respectively, of amortization for technology-based intangible assets inclusive of impairments.

The increase in gross margin percentage from 2013 to 2014 resulted primarily from increases in margins on DuraSeal related to the Confluent Surgical acquisition as well as a decrease in reserved and scrapped inventory from the 2013 recall of DuraGen. We also incurred fewer quality costs at our manufacturing facilities in 2014 because the bulk of the remediation work was performed in 2012 and 2013 in response to the warning letters that we previously disclosed.

The decrease in gross margin percentage from 2012 to 2013 resulted primarily from increases in reserves related to inventory associated with the recall and increased quality costs at our manufacturing facilities.

We expect our consolidated gross margin percentage for the full year 2015 to be between 61.5% and 62%. We expect our gross margin will see increases from improved product mix offset by a negative top line impact on revenues because of the stronger U.S. dollar and corresponding weaknesses in other currencies in which we transact business, particularly the euro.

## Other Operating Expenses

The following is a summary of other operating expenses as a percent of total revenues:

|                                     | Years Ended December 31, |       |       |
|-------------------------------------|--------------------------|-------|-------|
|                                     | 2014                     | 2013  | 2012  |
| Research and development            | 5.6%                     | 6.2%  | 6.1%  |
| Selling, general and administrative | 48.0%                    | 48.8% | 44.9% |
| Intangible asset amortization       | 1.3%                     | 1.5%  | 2.2%  |
| Goodwill impairment charge          | —%                       | 5.6%  | —%    |

Total operating expenses, which consist of research and development expenses, selling, general and administrative expenses, intangible asset amortization expense, and goodwill impairment charge, decreased \$9.3 million or 2% to \$510.0 million in 2014, compared to \$519.3 million in the same period last year.

**RESEARCH AND DEVELOPMENT.** Research and development expenses amounted to \$51.6 million in 2014, compared to \$52.1 million in 2013 and \$51.0 million in 2012. The decrease in research and development cost from 2013 to 2014 primarily resulted from lower spending on the diabetic foot ulcer clinical trial, which was substantially completed by the end of 2014, and a decrease in impairment charges related to in-process research and development intangible assets compared to 2013. The increase in research and development from 2012 to 2013 was mostly driven by the diabetic foot ulcer clinical trial, further development of our shoulder product lines, and the impairment of an in-process research and development intangible asset in 2013, offset in part by lower costs from site closures that occurred in 2012.

We are continuing to invest in clinical work and product development, and expect an increase in our research and development expenses in 2015 to approximately 6.0% of total revenues.

**SELLING, GENERAL AND ADMINISTRATIVE.** Selling, general and administrative expenses in the year ended December 31, 2014 increased by \$38.2 million or 9.4% to \$446.0 million compared to \$407.8 million in the same period last year. Selling and marketing expenses increased by \$12.0 million, primarily resulting from higher headcount in our sales force compared to last year, the impact of the DuraSeal acquisition, and U.S. Extremities' commission costs, which were higher as a result of increases in revenue. General and administrative costs increased \$26.2 million, primarily because of additional depreciation as we implemented our ERP in certain locations during May of 2014, consulting costs to support various strategic projects, including the spin-off of our spine business, higher severance costs, and acquisition-related costs from our three acquisitions in 2014. These general and administrative increases were partially offset by \$1.2 million to reflect a decrease in the fair value of the contingent consideration liability because management concluded that the achievement of the sales threshold for a contingent consideration payment from a prior acquisition was no longer probable.

Selling, general and administrative expenses for the year ended December 31, 2013 increased by \$34.7 million or 9.3% to \$407.8 million compared to \$373.1 million in 2012. Selling and marketing expenses increased by \$13.4 million, primarily resulting from higher headcount in our sales force compared to the prior year and the U.S. Extremities' commission costs were higher as a result of increases in revenue. General and administrative costs increased \$21.3 million primarily because of higher headcount, increased expenses incurred in connection with the implementation of our global ERP system, consulting costs to support various strategic projects, and recording of the 2.3% medical device excise tax.

For 2015, we expect general and administrative expenses to be flat to down 1% as a percentage of revenue, including costs related to the spin-off of our spine business. We expect our reported selling, general, and administrative expenses to be between 47% and 48% of revenue in 2015.

**INTANGIBLE ASSET AMORTIZATION.** Amortization expense (excluding amounts reported in cost of product revenues for technology-based intangible assets) in the year ended December 31, 2014 was \$12.4 million compared to \$12.7 million in 2013.

In 2013, amortization expense (excluding amounts reported in cost of product revenues for technology-based intangible assets) decreased by \$5.8 million to \$12.7 million compared to \$18.5 million in 2012. The decrease primarily resulted from certain intangible assets that became fully amortized in the first half of 2013.

We may discontinue certain products in the future as we continue to assess the profitability of our product lines. As our profitability assessment evolves, we may make further decisions about our trade names and incur additional impairment charges or accelerated amortization. We expect total annual amortization expense (including amounts reported in cost of product revenues, but excluding any possible future amortization associated with acquired in-process research and development ("IPR&D")) to be approximately \$32.1 million in 2015, \$29.9 million in 2016, \$27.8 million in 2017, \$27.5 million in 2018 and \$26.7 million in 2019.

Operating expenses for the year ended December 31, 2013 also included a goodwill impairment charge of \$46.7 million. The goodwill impairment charge is related to our U.S. Spine reporting unit. See Note 2 "Summary of Significant Accounting Policies - Goodwill and Other Intangible Assets" to our consolidated financial statements for further discussion.

### Non-Operating Income and Expenses

The following is a summary of non-operating income and expenses:

|  | Years Ended December 31, |                    |                    |
|--|--------------------------|--------------------|--------------------|
|  | 2014                     | 2013               | 2012               |
|  | (In thousands)           |                    |                    |
| Interest income                        | \$ 168                   | \$ 443             | \$ 1,205           |
| Interest expense                       | (21,967)                 | (19,788)           | (22,237)           |
| Other income (expense)                 | (763)                    | (1,801)            | (721)              |
| Total non-operating income and expense | <u>\$ (22,562)</u>       | <u>\$ (21,146)</u> | <u>\$ (21,753)</u> |

### Interest Income and Interest Expense

Interest income decreased for the year ended December 31, 2014 because the Company no longer holds any short-term investments in time deposit accounts outside the United States as it did for a portion of 2013 and all of 2012. Interest income on our invested cash in 2014, 2013 and 2012 was \$0.2 million, \$0.4 million and \$1.2 million, respectively.

Interest expense was \$22.0 million, \$19.8 million and \$22.2 million in 2014, 2013 and 2012, respectively. Interest expense increased in 2014 compared to 2013 primarily because we increased borrowings on our Senior Credit facility compared to the prior year, and we placed our ERP in service in various U.S. locations during May 2014. As a result, we no longer capitalize interest related to that portion of the project. Also, in July 2014, we expensed \$0.3 million of previously capitalized deferred financing costs in connection with the refinancing of our Senior Credit Facility. Furthermore, the amount of our 2016 Notes discount amortization increased by \$0.4 million as expected when using the effective interest method for its amortization in the twelve-month period December 31, 2014.

Our reported interest expense for the years ended December 31, 2014, 2013 and 2012 includes non-cash interest related to the accounting for convertible securities of \$7.1 million, \$6.5 million and \$8.5 million, respectively. The expense was primarily associated with the principal amount of the outstanding 2016 Notes and 2012 Notes, and interest and fees related to our \$900.0 million senior secured credit facility. In 2014, 2013, and 2012, we capitalized a total of \$0.8 million, \$1.0 million and \$1.6 million of non-cash interest, respectively, and included it in the historical cost of assets constructed for the Company's own use.

Our reported interest expense for the years ended December 31, 2014, 2013 and 2012 included \$2.6 million, \$2.3 million and \$2.7 million, respectively, of non-cash amortization of debt issuance costs.

### Other Income (Expense)

Other expenses of \$0.8 million in 2014 were primarily attributable to foreign exchange losses on intercompany balances. Other expenses of \$1.8 million in 2013 were primarily related to a write-off of \$1.5 million for a capital expenditure project not placed into service and by foreign exchange losses on intercompany balances.

In 2012, net other expense of \$0.7 million consisted predominantly of foreign exchange losses.

### Income Taxes

Our effective income tax rate was 20.9%, 32.7% and 20.8% of income before income taxes in 2014, 2013 and 2012, respectively. See Note 10, "Income Taxes," in our consolidated financial statements for a reconciliation of the United States federal statutory rate to our effective tax rate.

In 2014 our full-year worldwide income increased significantly over prior year, primarily resulting from the impairment of goodwill in the prior year as well as an increase in profits in the current year. The shift in the jurisdictional mix of earnings in the current year caused a significant change in our worldwide effective tax rate. Additionally, the Company recorded a tax benefit in the fourth quarter of 2013 of \$1.0 million related to the correction of a deferred tax item relating primarily to 2011, which helped lower the prior year effective tax rate.

In 2012, our worldwide effective tax rate was primarily attributable to the Company's geographical mix of earnings, partially offset by a reversal of \$2.6 million of reserves, which includes interest for uncertain tax positions, as well as the impact of tax benefits associated with a change in state deferred rates.

Our effective tax rate could vary from year to year depending on, among other factors, tax law changes, the geographic and business mix and taxable earnings and losses. We consider these factors and other, including our history of generating taxable earnings, in assessing our ability to realize deferred tax assets. We estimate the range of our worldwide effective income tax rate for 2015 to be approximately 24% to 25%.

We have recorded a valuation allowance of \$7.3 million against the remaining \$103.7 million of gross deferred tax assets recorded at December 31, 2014. This valuation allowance relates to deferred tax assets for which the Company does not believe it has satisfied the more likely than not threshold for realization. We do not anticipate additional income tax benefits through future reductions in the valuation allowance. However, if we determine that we would be able to realize more or less than the recorded amount of net deferred tax assets, we will record an adjustment to the deferred tax asset valuation allowance in the period such a determination is made. Our deferred tax asset valuation allowance decreased \$1.8 million in 2014, \$5.2 million in 2013, and \$18.1 million in 2012.

At December 31, 2014 we had net operating loss carryforwards of \$42.4 million for federal income tax purposes, \$33.2 million for foreign income tax purposes and \$23.2 million for state income tax purposes to offset future taxable income. The federal net operating loss carryforwards expire through 2032, \$10.0 million of the foreign net operating loss carryforwards expire through 2021 with the remaining \$23.2 million having an indefinite carry forward period. The state net operating loss carryforwards expire through 2032.

As of December 31, 2014, we have not provided deferred U.S. income taxes or foreign withholding taxes on temporary differences of approximately \$223.5 million resulting from earnings for certain non-U.S. subsidiaries which are permanently reinvested outside the U.S. The unrecognized deferred tax liability associated with these temporary differences was estimated to be \$36.4 million at December 31, 2014. Events that could trigger a need to repatriate foreign cash to the U.S. and generate a tax might include U.S. acquisitions, loans from a foreign subsidiary, or anticipated tax law changes that are considered unfavorable and would result in higher taxes on repatriations that occur after the change in tax law goes into effect.

## GEOGRAPHIC PRODUCT REVENUES AND OPERATIONS

We attribute revenues to geographic areas based on the location of the customer. There are certain revenues that the various U.S. segments manage that are generated from non-U.S. customers and therefore included in Europe and the Rest of World revenues below – these revenues are not significant. Total revenue by major geographic area consisted of the following:

|                | Years Ended December 31, |                   |                   |
|----------------|--------------------------|-------------------|-------------------|
|                | 2014                     | 2013              | 2012              |
|                | (In thousands)           |                   |                   |
| United States  | \$ 714,040               | \$ 642,694        | \$ 642,830        |
| Europe         | 105,697                  | 93,977            | 90,920            |
| Rest of World  | 108,568                  | 99,543            | 97,121            |
| Total Revenues | <u>\$ 928,305</u>        | <u>\$ 836,214</u> | <u>\$ 830,871</u> |

In 2014, sales to our U.S. customers increased 11% from the prior year. We saw increases in our reconstructive and orthobiologics businesses as well as our neurosurgery business, which benefited from the DuraSeal acquisition. These gains were offset by decreases in spine hardware, instruments, and private label. European sales increased approximately 12% in 2014 compared to the prior year resulting primarily from increases in sales in our neurosurgery portfolio, similarly due largely to strong neurosurgery sales, led by DuraSeal and tissue ablation as well as revenue related to our MicroFrance acquisition. Sales to customers in the Rest of the World region increased approximately 9% for the year ended December 31, 2014 primarily driven by strong neurosurgery sales, led by DuraSeal and tissue ablation.

In 2013, sales to our U.S. customers were essentially flat compared to the prior year. We saw increases in our reconstructive, neurosurgery and orthobiologics business; however, these gains were offset by decreases in spine hardware, instruments, and private label. European sales increased approximately 3% in 2013 compared to the prior year resulting primarily from increases in sales of spine hardware. Sales to customers in the Rest of the World region increased approximately 2% for the year ended December 31, 2013 due largely to spine hardware across all geographies, and instruments in Asia.

With our global reach, we generate revenues and incur operating expenses in multiple foreign currencies, including euros, British pounds, Swiss francs, Canadian dollars, Japanese yen, and Australian dollars. Accordingly, we will experience currency exchange risk with respect to those foreign currency denominated revenues and operating expenses. The Company generated revenues denominated in foreign currencies of \$156.9 million, \$134.2 million and \$133.3 million during the years ended December 31, 2014, 2013 and 2012, respectively.

We will continue to assess the potential effects that changes in foreign currency exchange rates could have on our business. However, either a strengthening or a weakening of the dollar against individual foreign currencies could reduce future revenues and gross margins. If we believe this potential impact presents a significant risk to our business, we may enter into derivative financial instruments to mitigate this risk.

Additionally, we generate significant revenues outside the United States, a portion of which are U.S. dollar-denominated transactions conducted with customers who generate revenue in currencies other than the U.S. dollar. As a result, currency fluctuations between the U.S. dollar and the currencies in which those customers do business may have an impact on the demand for our products in foreign countries.

Local economic conditions, regulatory, legal or political considerations, the effectiveness of our sales representatives and distributors, local competition and changes in local medical practice all could combine to affect our sales into markets outside the United States.

Relationships with customers and effective terms of sale frequently vary by country, often with longer-term receivables than are typical in the United States.

Although economic conditions in some European countries, especially Greece, Ireland, Italy, Portugal and Spain, have remained challenging, certain countries have been steadily improving through 2014. Accounts receivable from customers in these countries represented approximately \$6.2 million of our total accounts receivable balance of which \$0.3 million was reserved at December 31, 2014. At December 31, 2013, the accounts receivable from customers in these countries was \$6.1 million of which \$0.7 million was reserved. We continually evaluate receivables for potential collection risks associated with our customers. If the financial condition of customers or their respective countries' healthcare systems continue to deteriorate it may negatively affect our results in future periods.



## LIQUIDITY AND CAPITAL RESOURCES

### *Cash and Marketable Securities*

We had cash and cash equivalents totaling approximately \$72.0 million and \$120.6 million at December 31, 2014 and 2013, respectively.

We determined that our existing cash, future cash to be generated from operations, and our remaining \$483.1 million of borrowing capacity under our senior secured revolving credit facility at December 31, 2014, if needed, will satisfy our foreseeable working capital, debt repayment and capital expenditure requirements for at least the next twelve months.

In 2015, we anticipate that our principal uses of cash will include between \$40.0 million and \$45.0 million on capital expenditures primarily for the completion of our regenerative technology manufacturing capacity expansion, support and maintenance in our existing plants, our enterprise resource planning system implementation, and additions to our instrument kits used in sales of orthopedic products. In addition, we plan on providing between \$30.0 million and \$40.0 million of cash to the spine business in conjunction with the spin-off as well as spending approximately \$20.0 million on professional fees and other expenses to separate the business.

At December 31, 2014, our non-U.S. subsidiaries held approximately \$47.2 million of cash and cash equivalents that are available for use by all of our operations around the world. However, if these funds were repatriated to the United States or used for United States operations, certain amounts could be subject to United States tax for the incremental amount in excess of the foreign tax paid.

### *Cash Flows*

|  | Year Ended December 31, |           |
|--|-------------------------|-----------|
|  | 2014                    | 2013      |
|  | (In thousands)          |           |
| Net cash provided by operating activities            | \$ 79,463               | \$ 53,268 |
| Net cash used in investing activities                | (363,317)               | (50,296)  |
| Net cash provided by financing activities            | 242,784                 | 19,019    |
| Effect of exchange rate fluctuations on cash         | (7,550)                 | 1,685     |
| Net increase (decrease) in cash and cash equivalents | \$ (48,620)             | \$ 23,676 |

In the fourth quarter of 2013, we sold 4.025 million shares of our common stock in a registered public offering to a select group of underwriters. The net proceeds of the offering were \$152.5 million after deducting the underwriters' discounts and commissions and all other estimated offering expenses. Through December 31, 2013, we used all of the net proceeds from this offering to pay down a portion of our outstanding Senior Credit Facility balance.

### *Cash Flows Provided by Operating Activities*

We generated operating cash flows of \$79.5 million, \$53.3 million and \$59.1 million for years ended December 31, 2014, 2013 and 2012, respectively.

Operating cash flow in 2014 benefited from an increase in net income of \$55.1 million compared to 2013. Net income for the year adjusted for items included in net income which did not result in a change to our cash balance amounted to cash inflows of \$118.8 million, compared to \$80.7 million in 2013. Changes in working capital in 2014 decreased cash flows by approximately \$31.5 million. Among the changes in working capital, accounts receivable used \$16.1 million of cash, inventory used \$27.0 million of cash, prepaid expenses and other current assets provided \$8.1 million of cash, and accounts payable, accrued expenses and other current liabilities provided \$2.4 million of cash.

Operating cash flows for 2013 were lower than the same period in 2012, largely because of the loss in 2013. Net loss for the year plus items included in that loss which did not result in a change to our cash balance amounted to cash inflows of \$80.7 million compared to \$82.7 million in 2012. Changes in working capital decreased cash flows by approximately \$22.9 million. Among the changes in working capital, accounts receivable used \$2.9 million of cash, inventory used \$35.5 million of cash, prepaid expenses and other current assets provided \$4.8 million of cash, and accounts payable, accrued expenses and other current liabilities used \$9.9 million of cash.

Net income for the year ended December 31, 2012, plus items included in those earnings that did not result in a change to our cash balance, amounted to \$82.7 million. In 2012, the impact of net working capital items on operating cash flows was a decrease of \$22.1 million. Decreases in accounts receivable provided \$3.8 million of cash, decreases in prepaid expenses and other current

assets used \$3.1 million of cash, and decreases in accounts payable, accrued expenses, and other current liabilities used \$21.1 million of cash. Inventory used \$0.7 million of cash.

### ***Cash Flows Used in Investing Activities***

During the year ended December 31, 2014, we paid \$41.9 million in cash for capital expenditures, most of which was directed to the expansion of our collagen manufacturing center and ERP implementation. We also paid an aggregate of \$320.9 million for the acquisition of Confluent Surgical, MicroFrance, and Metasurg.

During the year ended December 31, 2013, we paid \$47.9 million in cash for capital expenditures, most of which was directed to the expansion of our collagen manufacturing center and our ERP system implementation. We also paid \$3.0 million in cash for the acquisition of Tarsus Medical, Inc.

During the year ended December 31, 2012, we paid \$69.0 million in cash for capital expenditures, most of which was directed to the expansion and remediation of our collagen manufacturing center and implementation of our ERP system. We released \$7.4 million of our indemnification holdback to the sellers of SeaSpine, Inc. We also experienced a net unfavorable impact in short-term time deposit accounts representing the impact of changes in foreign exchange rates.

### ***Cash Flows Provided by Financing Activities***

Our principal sources of cash from financing activities in the year ended December 31, 2014 were from \$425.0 million of borrowings under our Senior Credit Facility primarily to fund the Confluent Surgical acquisition, borrowing \$150.0 million under the term loan portion of our Senior Credit Facility in connection with the July 2014 refinancing, and \$15.2 million in proceeds from stock option exercises and the tax impact of stock-based compensation, offset by \$195.0 million of repayments under our Senior Credit Facility and \$3.2 million in debt issuance costs related to our Amended and Restated Senior Credit Facility entered into in July 2014.

Our principal sources of cash from financing activities in the year ended December 31, 2013 were from \$152.5 million of net proceeds from the issuance of 4.025 million shares of common stock in the fourth quarter, \$30.0 million borrowings under our Senior Credit Facility, and \$2.3 million in proceeds from stock option exercises and the tax impact of stock-based compensation, offset by \$165.0 million repayments under our Senior Credit Facility and capitalized cost related to the amendment of our Senior Credit Facility of \$1.1 million.

Our principal sources of cash for financing activities in the year ended December 31, 2012 were \$155.0 million of borrowings under our Senior Credit Facility, offset by the payment of the liability component of our 2012 Notes of \$134.4 million and \$12.8 million of repayments under our Senior Credit Facility.

### ***Working Capital***

At December 31, 2014 and December 31, 2013, working capital was \$403.3 million and \$401.8 million, respectively.

### ***Upcoming Debt Maturities***

The Company's 1.625% senior convertible notes mature in 2016. The Company may attempt to refinance or extend, this obligation over the next 12-18 months depending on prevailing market conditions. Our ability to refinance or extend this obligation will depend on our operating and financial performance, which in turn is subject to prevailing economic conditions and financial, business and other factors beyond our control. Any disruptions in our operations, the financial markets, or overall economy may adversely affect the availability and cost of credit to us.

### ***Amended and Restated Senior Credit Agreement***

On August 10, 2010, we entered into an amended and restated credit agreement with a syndicate of lending banks (the "Senior Credit Facility"), and subsequently amended the Senior Credit Facility on June 8, 2011, May 11, 2012, June 21, 2013, July 2, 2014, and December 19, 2014.

The June 8, 2011 amendment:

- i. increased the revolving credit component from \$450 million to \$600 million and eliminated the \$150 million term loan component that existed under the original amended and restated credit agreement;
- ii. allows the Company to further increase the size of the revolving credit component by an aggregate of \$200 million with additional commitments;

- iii. provides the Company with decreased borrowing rates and annual commitment fees, and provides more favorable financial covenants; and
- iv. extended the maturity date from August 10, 2015 to June 8, 2016.

On May 11, 2012, we entered into another amendment to the Senior Credit Facility (the “2012 Amendment”). The 2012 Amendment modified certain financial and negative covenants. The 2012 Amendment provides that the Company’s Maximum Consolidated Total Leverage Ratio (a measure of net debt to consolidated EBITDA, in each case as defined in the Senior Credit Facility, as amended) during any consecutive four quarter period should not be greater than 3.75 to 1.00 during any such period ending on December 31, 2013 (instead of March 31, 2012). In addition, when calculating consolidated EBITDA for any period, the 2012 Amendment permits the addition of certain costs and expenses in the calculation of consolidated net income for such period, to the extent deducted in the calculation of consolidated net income. We capitalized \$0.4 million of incremental financing costs in connection with the 2012 Amendment.

On June 21, 2013, we entered into another amendment to the Senior Credit Facility (the “2013 Amendment”). The 2013 Amendment modified certain financial and negative covenants and increased the Company’s Maximum Consolidated Total Leverage Ratio (a measure of net debt to consolidated EBITDA, in each case as defined in the Senior Credit Facility, as amended) to 4.25 through June 30, 2014, with a step-down to 4.00 through March 31, 2015, and then with another step-down to 3.75 thereafter. In addition, when calculating consolidated EBITDA for any period, the 2013 Amendment permits the addition of certain costs and expenses in the calculation of consolidated net income for such period, to the extent deducted in the calculation of consolidated net income. The effect of the 2013 Amendment is to increase the ability of the Company to borrow under the Senior Credit Facility during the affected periods. We capitalized \$1.1 million of incremental financing costs in connection with the 2013 Amendment, which will be amortized through the maturity date of the Senior Credit Facility.

On July 2, 2014, we entered into an amended and restated credit agreement with a syndicate of lending banks, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Credit Agricole-Corporate and Investment Bank and TD Bank, N.A., as Co-Documentation Agents.

The 2014 amended and restated Senior Credit Facility created an aggregate principal amount of up to \$900.0 million available to the Company through the following facilities:

- i. a \$750.0 million revolving credit facility (increased from \$600.0 million), which includes a \$60.0 million sublimit for the issuance of standby letters of credit and a \$60.0 million sublimit for swingline loans, and
- ii. a \$150.0 million term loan facility.

The Senior Credit Facility allows the Company to further increase the size of either the revolving credit facility or the term loan facility, or a combination thereof, by an aggregate of \$200.0 million with additional commitments. The July 2014 amended and restated Senior Credit Facility extended the maturity date of the prior facility from June 8, 2016 to July 2, 2019.

On December 19, 2014, we entered into an amendment to the Senior Credit Facility which modified covenants to permit the distribution and/or dividend by the Company of its spine business to the Company’s public stockholders. The intent of the amendment is to permit the Company to consummate the SeaSpine spin-off transactions.

Borrowings under the Senior Credit Facility bear interest, at the Company’s option, at a rate equal to:

- i. the Eurodollar Rate (as defined in the amendment and restatement) in effect from time to time plus the applicable rate (ranging from 1.00% to 1.75%), or
- ii. the highest of:
  - 1. the weighted average overnight Federal funds rate, as published by the Federal Reserve Bank of New York, plus 0.50%, or
  - 2. the prime lending rate of Bank of America, N.A., or
  - 3. the one-month Eurodollar Rate plus 1.00%.

The applicable rates are based on the Company’s consolidated total leverage ratio (defined as the ratio of (a) consolidated funded indebtedness less cash in excess of \$40.0 million that is not subject to any restriction of the use or investment thereof to (b) consolidated EBITDA) at the time of the applicable borrowing.

The Company will also pay an annual commitment fee (ranging from 0.15% to 0.30%), based on the Company’s consolidated total leverage ratio, on the daily amount by which the revolving credit facility exceeds the outstanding loans and letters of credit under the credit facility.

We plan to utilize the Senior Credit Facility for working capital, capital expenditures, acquisitions, debt repayments, the spin-off of our spine business and other general corporate purposes. At December 31, 2014 and 2013, there was \$266.9 million and \$186.9 million outstanding, respectively, under the revolving portion of the Senior Credit Facility at a weighted average interest rate of 1.7% and 2.0%, respectively. The Company considers the balance to be long-term in nature based on its current intent and ability to repay the borrowing outside of the next twelve-month period. At December 31, 2014 there was \$150.0 million outstanding under the term loan component of the Senior Credit Facility at a weighted average interest rate of 1.7%. Contractual repayments of the term loan begin in September 2015. We classify as short-term those repayments that are due within twelve months.

At December 31, 2014, there was approximately \$483.1 million available for borrowing under the Senior Credit Facility.

#### ***Convertible Debt and Related Hedging Activities***

We pay interest each June 15 and December 15 on our \$230.0 million senior convertible notes due December 2016 ("2016 Notes") at an annual interest rate of 1.625%. We repaid our \$165.0 million senior convertible notes due June 2012 ("2012 Notes") in full during June 2012 in accordance with their term.

The 2016 Notes are senior, unsecured obligations of Integra, and are convertible into cash and, if applicable, shares of our common stock based on an initial conversion rate, subject to adjustment, of 17.4092 shares per \$1,000 principal amount of 2016 Notes (which represents an initial conversion price of approximately \$57.44 per share). We expect to satisfy any conversion of the 2016 Notes with cash up to the principal amount pursuant to the net share settlement mechanism set forth in the respective indenture and, with respect to any excess conversion value, with shares of our common stock. The 2016 Notes are convertible only in the following circumstances: (1) if the closing sale price of our common stock exceeds 150% of the conversion price during a period as defined in the applicable indenture; (2) if the average trading price per \$1,000 principal amount of the 2016 Notes is less than or equal to 98% of the average conversion value of the 2016 Notes during a period as defined in the applicable indenture; (3) at any time on or after June 15, 2016; or (4) if specified corporate transactions occur, which includes the planned spin-off of the spine business. The issue price of the 2016 Notes was equal to their face amounts, which is also the amount holders are entitled to receive at maturity if the 2016 Notes are not converted. None of these conditions existed as of December 31, 2014 with respect to the 2016 Notes; therefore the 2016 Notes are classified as long-term.

In connection with the issuance of the 2016 Notes, we entered into call transactions and warrant transactions, primarily with affiliates of the initial purchasers of the 2016 Notes (the "hedge participants"). The cost of the call transactions to us was approximately \$42.9 million for the 2016 Notes. We received approximately \$28.5 million of proceeds from the warrant transactions for 2016 Notes. The call transactions involved our purchasing call options from the hedge participants, and the warrant transactions involved us selling call options to the hedge participants with a higher strike price than the purchased call options. The initial strike price of the call transactions is approximately \$57.44, subject to anti-dilution adjustments substantially similar to those in the 2016 Notes. The initial strike price of the warrant transactions is approximately \$70.05 for the 2016 Notes, subject to customary anti-dilution adjustments.

We may from time to time seek to retire or purchase a portion of our outstanding 2016 Notes through cash purchases and/or exchanges for equity securities, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. Under certain circumstances, the call options associated with any repurchased 2016 Notes may terminate early, but only with respect to the number of 2016 Notes that cease to be outstanding. The amounts involved may be material.

#### ***Share Repurchase Plan***

On October 28, 2014, our Board of Directors terminated the previous share repurchase plan dated October 23, 2012, and authorized a new repurchase of up to \$75.0 million of outstanding common stock through December 2016. Shares may be repurchased either in the open market or in privately negotiated transactions. We repurchased no shares under this program through December 31, 2014 and \$75.0 million remains available under the authorization.

#### ***Dividend Policy***

We have not paid any cash dividends on our common stock since our formation. Our Senior Credit Facility limits the amount of dividends that we may pay. Any future determinations to pay cash dividends on our common stock will be at the discretion of our Board of Directors and will depend upon our financial condition, results of operations, cash flows and other factors deemed relevant by the Board of Directors.

#### ***Contractual Obligations and Commitments***

As of December 31, 2014, we were obligated to pay the following amounts under the following agreements:

|                                      | Total           | Less than 1 Year | 1-3 Years       | 3-5 Years       | More than 5 Years |
|--------------------------------------|-----------------|------------------|-----------------|-----------------|-------------------|
|                                      | (In millions)   |                  |                 |                 |                   |
| Convertible Securities(1)            | \$ 230.0        | \$ —             | \$ 230.0        | \$ —            | \$ —              |
| Senior Credit Facility(2) - Revolver | 266.9           | —                | —               | 266.9           | —                 |
| Senior Credit Facility - Term Loan   | 150.0           | 3.8              | 22.4            | 123.8           | —                 |
| Interest(3)                          | 17.6            | 6.3              | 8.4             | 2.9             | —                 |
| Employment Agreements(4)             | 2.5             | 0.8              | 1.7             | —               | —                 |
| Operating Leases                     | 65.9            | 11.5             | 16.8            | 8.7             | 28.9              |
| Purchase Obligations                 | 22.3            | 13.5             | 5.6             | 3.2             | —                 |
| Other                                | 9.8             | 2.8              | 3.6             | 2.7             | 0.7               |
| <b>Total</b>                         | <b>\$ 765.0</b> | <b>\$ 38.7</b>   | <b>\$ 288.5</b> | <b>\$ 408.2</b> | <b>\$ 29.6</b>    |

- (1) The estimated debt service obligation of the senior convertible securities includes interest expense representing the amortization of the discount on the liability component of the senior convertible notes in accordance with the authoritative guidance. See Note 4 "Debt" of our consolidated financial statements for additional information.
- (2) The Company may borrow and make payments against the credit facility from time to time and considers all of the outstanding amounts to be long term based on its current intent and ability to repay the borrowing outside of the next twelve-month period.
- (3) Interest is calculated on the convertible securities based on current interest rates paid by the Company. As the revolving credit facility can be repaid at any time, no interest has been included in the calculation.
- (4) Amounts shown under Employment Agreements do not include compensation resulting from a change in control.

Excluded from the contractual obligations table is the liability for uncertain tax benefits, including interest and penalties, totaling \$1.3 million. We also have excluded contingent consideration resulting from certain acquisitions, which total \$22.0 million. These liabilities for uncertain tax benefits and contingent consideration have been excluded because we cannot make a reliable estimate of the period in which the uncertain tax benefits or contingent consideration may be realized.

#### **Off-Balance Sheet Arrangements**

There were no off-balance sheet arrangements during the year ended December 31, 2014 that have or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to our interests.

## CRITICAL ACCOUNTING POLICIES AND THE USE OF ESTIMATES

Our discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities, and the reported amounts of revenues and expenses. Significant estimates affecting amounts reported or disclosed in the consolidated financial statements include allowances for doubtful accounts receivable and sales returns and allowances, net realizable value of inventories, valuation of intangible assets including in-process research and development, amortization periods for acquired intangible assets, estimates of projected cash flows and discount rates used to value intangible assets and test goodwill and intangible assets for impairment, estimates of projected cash flows and depreciation and amortization periods for long-lived assets, computation of taxes, computation of valuation allowances recorded against deferred tax assets, valuation of stock-based compensation, valuation of pension assets and liabilities, valuation of derivative instruments, valuation of the equity component of convertible debt instruments, valuation of debt instruments and loss contingencies. These estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the current circumstances. Actual results could differ from these estimates.

We believe that the following accounting policies, which form the basis for developing these estimates, are those that are most critical to the presentation of our consolidated financial statements and require the more difficult subjective and complex judgments:

### ***Allowances For Doubtful Accounts Receivable and Sales Returns and Allowances***

We evaluate the collectability of accounts receivable based on a combination of factors. In circumstances where a specific customer is unable to meet its financial obligations to us, we record an allowance against amounts due to reduce the net recognized receivable to the amount that we reasonably expect to collect. For all other customers, we record allowances for doubtful accounts based on the length of time the receivables are past due, the current business environment and our historical experience. If the financial condition of customers or the length of time that receivables are past due were to change, we may change the recorded amount of allowances for doubtful accounts in the future through charges or reductions to selling, general and administrative expense.

We record a provision for estimated sales returns and allowances on revenues in the same period as the related revenues are recorded. We base these estimates on historical sales returns and allowances and other known factors. If actual returns or allowances differ from our estimates and the related provisions for sales returns and allowances, we may change the sales returns and allowances provision in the future through an increase or decrease in revenues.

### ***Inventories***

Inventories, consisting of purchased materials, direct labor and manufacturing overhead, are stated at the lower of cost (determined by the first-in, first-out method) or market. At each balance sheet date, we evaluate ending inventories for excess quantities, obsolescence or shelf-life expiration. Our evaluation includes an analysis of historical sales levels by product, projections of future demand by product, the risk of technological or competitive obsolescence for our products, general market conditions, a review of the shelf-life expiration dates for our products, and the feasibility of reworking or using excess or obsolete products or components in the production or assembly of other products that are not obsolete or for which we do not have excess quantities in inventory. To the extent that we determine there are excess or obsolete quantities or quantities with a shelf life that is too near its expiration for us to reasonably expect that we can sell those products prior to their expiration, we adjust their carrying value to estimated net realizable value. If future demand or market conditions are lower than our projections, or if we are unable to rework excess or obsolete quantities into other products, we may record further adjustments to the carrying value of inventory through a charge to cost of product revenues in the period the revision is made.

### ***Valuation of Goodwill, Identifiable Intangible Assets, and In-Process Research and Development Charges***

The excess of the cost over the fair value of net assets of acquired businesses is recorded as goodwill. Goodwill is not subject to amortization, but is reviewed for impairment at the reporting unit level annually, or more frequently if impairment indicators arise. Our assessment of the recoverability of goodwill is based upon a comparison of the carrying value of goodwill with its estimated fair value. We review goodwill for impairment annually as of July 31 and whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable. In reviewing goodwill for impairment, we have the option - for any or all of our reporting units that carry goodwill - to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not (i.e. greater than 50%) that the estimated fair value of a reporting unit is less than its carrying amount. If we elect to perform a qualitative assessment and determines that an impairment is more likely than not, we are then required to perform the two-step quantitative impairment test, otherwise no further analysis is required. We also may elect not to perform the qualitative assessment and, instead, proceed directly to step one of the two-step quantitative impairment test. The ultimate outcome of the goodwill impairment review for a reporting unit should be the same whether we choose to perform the qualitative assessment or proceed directly to the two-step quantitative impairment test. The most recent two-step quantitative impairment test completed for each reporting unit was as of July 31, 2013 (the "Base Valuation"),

which resulted in the full impairment of goodwill held by the U.S. Spine reporting unit. At July 31, 2014 the following reporting units carried goodwill: U.S. Neurosurgery, U.S. Instruments, U.S. Extremities, Private Label, EMEA and LAPAC.

At July 31, 2014, we performed a comprehensive analysis of various events and circumstances (i.e. factors) that would likely affect the estimated fair value of all of our reporting units that carried goodwill at that date, and whether those factors would have a positive or negative impact on the fair value of the reporting unit when compared to the Base Valuation. We considered Company-wide factors such as, but not limited to (i) macroeconomic conditions, (ii) industry conditions, (iii) our overall financial prospects and market capitalization, (iv) the competitive environment, (v) regulatory and political developments, and (vi) any changes in our weighted average cost of capital ("WACC"). We also considered reporting unit specific factors such as, but not limited to (i) changes in the market for products and services, (ii) strategic business changes, (iii) reporting unit financial performance, (iv) our most recent prospective revenue estimates, (v) the prospective cost burden of the reporting units, (vi) changes in a reporting unit's management, (vii) how any change in the Company's WACC above might impact the reporting unit specific WACC, and (viii) the suitability of the risk premiums on the reporting unit specific WACC. These factors are then classified by the type of impact they would have on the estimated fair value using positive, neutral, and adverse categories based on current business conditions. We then perform an assessment of the level of impact that a particular factor would have on the estimated fair value using high, medium, and low weighting. Finally, we considered all of the factors above in the context of the results of the Base Valuation, and whether it is more likely than not that the carrying value of any of the reporting units that have goodwill exceeds their individual fair value.

We concluded that at July 31, 2014, based on the totality of information available for each reporting unit that carried goodwill, it was more likely than not that the estimated fair values of the U.S. Neurosurgery, U.S. Extremities, Private Label, EMEA and LAPAC reporting units were greater than their carrying values, and as such, no further analysis was required for those reporting units. We proceeded to step one of the quantitative goodwill impairment test for the U.S. Instruments reporting unit, primarily as a result of recent declines in that reporting unit's revenues.

To derive the fair value of the U.S. Instruments reporting unit, as required in step one of the impairment test, we used the income approach, specifically the discounted cash flow ("DCF") method, which incorporates significant estimates and assumptions made by management which, by their nature, are characterized by uncertainty. Inputs used to fair value our reporting units are considered inputs of the fair value hierarchy. For Level 3 measurements, significant increases or decreases in long-term growth rates or discount rates in isolation or in combination could result in a significantly lower or higher fair value measurement. The key assumptions impacting the valuation included:

- The reporting unit's financial projections, which are based on management's assessment of regional and macroeconomic variables, industry trends and market opportunities, and the Company's strategic objectives and future growth plans.
- The projected terminal value for the reporting unit, which represents the present value of projected cash flows beyond the last period in the discounted cash flow analysis. The terminal value reflects assumptions related to long-term growth rates and profitability, which are based on several factors, including local and macroeconomic variables, market opportunities, and future growth plans.
- The discount rate used to measure the present value of the projected future cash flows is set using a weighted-average cost of capital method that considers market and industry data as well as specific risk factors that are likely to be considered by a market participant. The weighted-average cost of capital is our estimate of the overall after-tax rate of return required by equity and debt holders of a business enterprise.

We determined, after performing the Step-1 fair value analysis above, that the U.S. Instruments reporting unit's fair value was in excess of its carrying value; therefore, it was not necessary to proceed to Step-2 of the goodwill impairment test for the U.S. Instruments reporting unit.

On July 31, 2013, we performed the annual goodwill impairment test which resulted in a non-cash goodwill impairment charge of \$46.7 million recorded in the third quarter of 2013, representing the remaining goodwill balance in the U.S. Spine reporting unit which is a part of the U.S. Spine and Other reportable segment. During the fourth quarter of 2013, we finalized the step two analysis related to its impairment assessment of the goodwill and there were no changes to the impairment initially recorded. Approximately \$16.2 million of the goodwill impairment charge was deductible for tax purposes.

As previously disclosed, we were monitoring our U.S. Spine business and disclosed that it was at risk for impairment. During the course of the annual strategic planning process performed during the third quarter of 2013, we determined that both the actual and expected income and cash flows for the U.S. Spine reporting unit were projected to be substantially lower than forecasts, and the U.S. spine market recovery may take longer than originally forecasted, including the current expectation of future significant negative pricing pressures. Factors that contributed to the impairment of the U.S. Spine reporting unit included broader market issues as well as company-specific issues. Company-specific issues included turnover of some distributors, significant delays in new product introductions and other operational issues that negatively impacted and decreased projected revenues by a material amount. As a result, we lowered our expectations of recovery in the U.S. market and its related impact on the U.S. Spine reporting

unit. This revised outlook resulted in a reduction of the U.S. Spine forecasts of the sales, operating income and cash flows expected in 2014 and beyond and consequently, resulted in an impairment charge.

### ***Derivatives***

We develop, manufacture, and sell medical devices globally. Our earnings and cash flows are exposed to market risk from changes in interest rates and currency exchange rates. We address these risks through a risk management program that includes the use of derivative financial instruments, and operate the program pursuant to documented corporate risk management policies. All derivative financial instruments are recognized in the financial statements at fair value in accordance with the authoritative guidance. Under the guidance, for those instruments that are designated and qualify as hedging instruments, the hedging instrument must be designated as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation, based on the exposure being hedged. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship. Our derivative instruments do not subject our earnings or cash flows to material risk, and gains and losses on these derivatives generally offset losses and gains on the item being hedged. We have not entered into derivative transactions for speculative purposes and all of our derivatives are designated as hedges.

All derivative instruments are recognized at their fair values as either assets or liabilities on the balance sheet. We determine the fair value of our derivative instruments, using the framework prescribed by the authoritative guidance, by considering the estimated amount we would receive to sell or transfer these instruments at the reporting date and by taking into account expected forward interest rates, currency exchange rates, the creditworthiness of the counterparty for assets, and our creditworthiness for liabilities. In certain instances, we may utilize a discounted cash flow model to measure fair value. Generally, we use inputs that include quoted prices for similar assets or liabilities in active markets; other observable inputs for the asset or liability; and inputs that are derived principally from, or corroborated by, observable market data by correlation or other means. As of December 31, 2014, observable inputs are available for substantially the full term of our derivative instruments.

### ***Income Taxes***

Since we conduct operations on a global basis, our effective tax rate has and will depend upon the geographic distribution of our pre-tax earnings among locations with varying tax rates. Changes in the tax rates of the various jurisdictions in which we operate affect our profits. In addition, we maintain a reserve for uncertain tax benefits, changes to which could impact our effective tax rate in the period such changes are made. The effective tax rate can also be impacted by changes in valuation allowances of deferred tax assets, and tax law changes.

Our provision for income taxes may change period-to-period based on specific events, such as the settlement of income tax audits and changes in tax laws, as well as general factors, including the geographic mix of income before taxes, state and local taxes and the effects of the Company's global income tax strategies. We maintain strategic management and operational activities in overseas subsidiaries and our foreign earnings are taxed at rates that are generally lower than in the United States. See Note 10, "Income Taxes," in our consolidated financial statements for disclosures related to foreign and domestic pretax income, foreign and domestic income tax expense (benefit) and the effect foreign taxes have on our overall effective tax rate.

We recognize a tax benefit from an uncertain tax position only if it is more likely than not to be sustained upon examination based on the technical merits of the position. The amount of the accrual for which an exposure exists is measured by determining the amount that has a greater than 50 percent likelihood of being realized upon ultimate settlement of the position. Components of the reserve are classified as a long-term liability in the consolidated balance sheets. We record interest and penalties accrued in relation to uncertain tax benefits as a component of income tax expense.

We believe we have identified all reasonably identifiable exposures and the reserve we have established for identifiable exposures is appropriate under the circumstances; however, it is possible that additional exposures exist and that exposures will be settled at amounts different than the amounts reserved. It is also possible that changes in facts and circumstances could cause us to either materially increase or reduce the carrying amount of our tax reserves.

Our deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their basis for income tax purposes, and also the temporary differences created by the tax effects of capital loss, net operating loss and tax credit carryforwards. We record valuation allowances to reduce deferred tax assets to the amounts that are more likely than not to be realized. We could recognize no benefit from our deferred tax assets or we could recognize some or all of the future benefit depending on the amount and timing of taxable income we generate in the future.

Our policy is to provide income taxes on earnings of certain foreign subsidiaries only to the extent those earnings are taxable or are expected to be remitted.

### ***Loss Contingencies***

We are subject to claims and lawsuits in the ordinary course of our business, including claims by employees or former employees, with respect to our products and involving commercial disputes. We accrue for loss contingencies when it is deemed probable that a loss has been incurred and that loss is estimable. The amounts accrued are based on the full amount of the estimated loss before



considering insurance proceeds, if applicable, and do not include an estimate for legal fees expected to be incurred in connection with the loss contingency. We consistently accrue legal fees expected to be incurred in connection with loss contingencies as those fees are incurred by outside counsel as a period cost. Our financial statements do not reflect any material amounts related to possible unfavorable outcomes of claims and lawsuits to which we are currently a party because we currently believe that such claims and lawsuits are not expected, individually or in the aggregate, to result in a material adverse effect on our financial condition. However, it is possible that these contingencies could materially affect our results of operations, financial position and cash flows in a particular period if we change our assessment of the likely outcome of these matters.

#### **Recently Issued and Adopted Accounting Standards**

In July 2013, the FASB issued ASU No. 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. This updated guidance requires an unrecognized tax benefit to be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, similar tax loss, or a tax credit carryforward. To the extent the tax benefit is not available at the reporting date under the governing tax law or if the entity does not intend to use the deferred tax asset for such purpose, the unrecognized tax benefit should be presented as a liability and not combined with deferred tax assets. The ASU 2013-11 is effective for fiscal years and interim periods within those years beginning after December 15, 2013 for public entities. The amendments are to be applied to all unrecognized tax benefits that exist as of the effective date and may be applied retrospectively to each prior reporting period presented. The standard adoption did not have a material impact on the Company's financial statements.

In April 2014, the FASB issued amendments to guidance for reporting discontinued operations and disposals of components of an entity. The amended guidance requires that a disposal representing a strategic shift that has (or will have) a major effect on an entity's financial results or a business activity classified as held for sale should be reported as discontinued operations. The amendments also expand the disclosure requirements for discontinued operations and add new disclosures for individually significant dispositions that do not qualify as discontinued operations. The amendments are effective prospectively for fiscal years, and interim reporting periods within those years, beginning after December 15, 2014 (early adoption is permitted only for disposals that have not been previously reported). The implementation of the amended guidance is not expected to have a material impact on our consolidated financial position or results of operations; however, it will likely increase required footnote disclosures.

In May 2014, the FASB issued Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should: 1) identify the contract(s) with a customer, 2) identify the performance obligations in the contract, 3) determine the transaction price, 4) allocate the transaction price to the performance obligations in the contract, and 5) recognize revenue when (or as) the entity satisfies a performance obligation. This update is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, and early adoption is not permitted. The Company is in the process of evaluating the impact of this standard on its financial statements.

In June 2014, the FASB issued Update No. 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (Topic 718)*. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Topic 718 as it relates to awards with performance conditions that affect vesting to account for such awards. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. This update is effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period, and early adoption is permitted. The implementation of the amended guidance is not expected to have a material impact on our consolidated financial position or results of operations.

There are no other recently issued accounting pronouncements that are expected to have a material effect on our financial position, results of operations or cash flows.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to various market risks, including changes in foreign currency exchange rates and interest rates that could adversely affect our results of operations and financial condition. To manage the volatility relating to these typical business exposures, we may enter into various derivative transactions when appropriate. We do not hold or issue derivative instruments for trading or other speculative purposes.

### ***Foreign Currency Exchange and Other Rate Risks***

We operate on a global basis and are exposed to the risk that changes in foreign currency exchange rates could adversely affect our financial condition, results of operations and cash flows. We are primarily exposed to foreign currency exchange rate risk with respect to transactions and net assets denominated in euros, Swiss francs, British pounds, Canadian dollars, Japanese yen, and Australian dollars. We manage the foreign currency exposure centrally, on a combined basis, which allows us to net exposures and to take advantage of any natural offsets. To mitigate the impact of currency fluctuations on transactions denominated in nonfunctional currencies, we periodically enter into derivative financial instruments in the form of foreign currency exchange forward contracts with major financial institutions. We temporarily record realized and unrealized gains and losses on these contracts that qualify as cash flow hedges in other comprehensive income, and then recognize them in other income or expense when the hedged item affects net earnings. Based on current rates, we expect fluctuations in foreign currency rates to have an unfavorable impact of approximately \$25.0 million on total revenues for 2015 as compared to 2014. However, this could be impacted significantly depending on changes in the foreign currency markets.

From time to time, we enter into foreign currency forward exchange contracts with terms of up to 12 months to manage currency exposures for transactions denominated in a currency other than an entity's functional currency. As a result, the impact of foreign currency gains/losses recognized in earnings are partially offset by gains/losses on the related foreign currency forward exchange contracts in the same reporting period. At December 31, 2014 and 2013, the Company had no foreign currency forward contracts outstanding.

We maintain written policies and procedures governing our risk management activities. With respect to cash flow hedges, changes in cash flows attributable to hedged transactions are generally expected to be completely offset by changes in the fair value of hedge instruments. Consequently, foreign currency exchange contracts would not subject us to material risk due to exchange rate movements, because gains and losses on these contracts offset gains and losses on the assets, liabilities or transactions being hedged.

The results of operations discussed herein have not been materially affected by inflation.

### ***Interest Rate Risk***

*Cash and Cash Equivalents* - We are exposed to the risk of interest rate fluctuations on the interest income earned on our cash and cash equivalents. A hypothetical 100 basis point movement in interest rates applicable to our cash and cash equivalents outstanding at December 31, 2014 would increase interest income by approximately \$0.7 million on an annual basis. No significant decrease in interest income would be expected as our cash balances are earning interest at rates of approximately 17 basis points. We are subject to foreign currency exchange risk with respect to cash balances maintained in foreign currencies.

*Senior Credit Facility* - Our interest rate risk relates primarily to U.S. dollar LIBOR-indexed borrowings. We use an interest rate swap derivative instrument to manage our earnings and cash flow exposure to changes in interest rates. This interest rate swap fixed the interest rate on a portion of our expected LIBOR-indexed floating-rate borrowings beginning on December 31, 2010. At December 31, 2014 the interest rate swap had a notional amount of \$97.5 million outstanding, and the fair value was a net liability of \$0.9 million. We recognized \$1.7 million of additional interest expense related to this interest rate swap during 2014.

Based on our outstanding borrowings at December 31, 2014, a one-percentage point change in interest rates would have impacted interest expense on the unhedged portion of the debt by \$3.2 million on an annualized basis.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Financial statements and the financial statement schedules specified by this Item, together with the report thereon of PricewaterhouseCoopers LLP, are presented following Item 15 of this report.

Information on quarterly results of operations is set forth in our financial statements under Note 15, “Selected Quarterly Information — Unaudited,” to our consolidated financial statements.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES**

Not applicable.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### ***Evaluation of Disclosure Controls and Procedures***

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure. Disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Management has designed our disclosure controls and procedures to provide reasonable assurance of achieving the desired control objectives.

As required by Exchange Act Rule 13a-15(b), we have carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2014. Based upon this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2014 to provide such reasonable assurance.

As previously disclosed, the Company is in the process of a multi-year implementation of a global enterprise resource planning ("ERP") system. In the second quarter of 2013, the Company began deploying its first ERP module within certain U.S. operations. In May 2014, the Company implemented the ERP system across a number of U.S. sites and expects to continue to implement the ERP system at the remaining U.S. sites. In addition, in response to business integration activities, the Company has and will continue to further align and streamline the design and operation of the financial control environment to be responsive to the changing business model.

### ***Management's Report on Internal Control Over Financial Reporting***

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) under the Securities Exchange Act of 1934, as amended. Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America ("GAAP"). We recognize that because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies and procedures may deteriorate.

To evaluate the effectiveness of our internal control over financial reporting, management used the criteria described in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based upon this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2014. We excluded MicroFrance and Metasurg from our assessment of internal control over financial reporting as of December 31, 2014 because they were acquired by the Company in a purchase business combination during 2014. The total assets and total revenues of MicroFrance and Metasurg, both wholly-owned subsidiaries, represent 2.3% and 0.4%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2014.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2014 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

### ***Changes in Internal Control Over Financial Reporting***

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

Not applicable.

## PART III

### INCORPORATION BY REFERENCE

The information called for by Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities relating to equity compensation plans, Item 10. Directors, Executive Officers and Corporate Governance, Item 11. Executive Compensation, Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters, Item 13. Certain Relationships and Related Transactions, and Director Independence and Item 14. Principal Accountant Fees and Services is incorporated herein by reference to the Company's definitive proxy statement for its Annual Meeting of Stockholders scheduled to be held on May 22, 2015, which definitive proxy statement is expected to be filed with the Commission not later than 120 days after the end of the fiscal year to which this report relates.

**PART IV**



**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) Documents filed as a part of this report.

**1. Financial Statements.**

The following financial statements and financial statement schedules are filed as a part of this report:

|   |     |
|---|-----|
| Report of Independent Registered Public Accounting Firm   | F-1 |
| Consolidated Statements of Operations for the years ended December 31, 2014, 2013 and 2012                      | F-2 |
| Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2014, 2013 and 2012     | F-3 |
| Consolidated Balance Sheets as of December 31, 2013 and 2014  | F-4 |
| Consolidated Statements of Cash Flows for the years ended December 31, 2014, 2013 and 2012                      | F-5 |
| Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2014, 2013 and 2012 | F-6 |
| Notes to Consolidated Financial Statements  | F-7 |

**2. Financial Statement Schedules.**

|   |      |
|---|------|
| Schedule II — Valuation and Qualifying Accounts | F-50 |
|---|------|

All other schedules not listed above have been omitted, because they are not applicable or are not required, or because the required information is included in the consolidated financial statements or notes thereto.

**3. Exhibits required to be filed by Item 601 of Regulation S-K.**

|        |  |
|--------|--|
| 2.1    | Stock Purchase Agreement, dated as of October 25, 2013, by and between Covidien Group S.A.R.L. and Integra LifeSciences Corporation (Incorporated by Reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 15, 2014)  |
| 2.2    | Stock and Asset Purchase Agreement by and among Medtronic, Inc., Medtronic Xomed Instrumentation, SAS, and Integra LifeSciences Corporation, dated as of September 12, 2014 (Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on October 27, 2014)   |
| 3.1(a) | Amended and Restated Certificate of Incorporation of the Company dated February 16, 1993 (Incorporated by reference to Exhibit 3.1(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)  |
| 3.1(b) | Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company dated May 22, 1998 (Incorporated by reference to Exhibit 3.1(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 1998)   |
| 3.1(c) | Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company dated May 17, 1999 (Incorporated by reference to Exhibit 3.1(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)   |
| 3.2    | Amended and Restated Bylaws of the Company, effective as of May 17, 2012 (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on April 13, 2012)  |
| 4.1    | Purchase Agreement, dated June 9, 2011, by and between Integra LifeSciences Holdings Corporation and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, Deutsche Bank Securities Inc., RBC Capital Markets, LLC and Wells Fargo Securities, LLC (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 15, 2011) |
| 4.2    | Indenture, dated June 15, 2011, by and between Integra LifeSciences Holdings Corporation and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on June 15, 2011)  |

- 4.3(a) Credit Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 29, 2005)
- 4.3(b) First Amendment, dated as of February 15, 2006, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.3(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.3(c) Second Amendment, dated as of February 23, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on February 27, 2007)
- 4.3(d) Third Amendment, dated as of June 4, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank, N.A., successor by merger to Citibank, FSB, as Syndication Agent and JPMorgan Chase Bank, N.A., Deutsche Bank Trust Company Americas and Royal Bank of Canada, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 6, 2007)
- 4.3(e) Fourth Amendment, dated as of September 5, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank, N.A., successor by merger to Citibank FSB, as Syndication Agent and JPMorgan Chase Bank, N.A., Deutsche Bank Trust Company Americas and Royal Bank of Canada, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 6, 2007)
- 4.3(f) Amended and Restated Credit Agreement, dated as of August 10, 2010, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JP Morgan Chase Bank, as Syndication Agent, and HSBC Bank USA, NA, RBC Capital Markets, Wells Fargo Bank, N.A., Fifth Third Bank, DNB NOR Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 10, 2010)
- 4.3(g) Second Amended and Restated Credit Agreement, dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank N.A. as Syndication Agent, and, HSBC Bank USA, NA, Royal Bank of Canada, Wells Fargo Bank, N.A., Fifth Third Bank, DNB NOR Bank ASA, and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q filed on July 29, 2011)
- 4.3(h) First Amendment, dated as of May 11, 2012, to Second Amended and Restated Credit Agreement dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank, N.A., as Syndication Agent, and HSBC Bank, NA, Royal Bank of Canada, Wells Fargo Bank, NA, Fifth Third Bank, DNB Nor Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 14, 2012)
- 4.3(i) Second Amendment, dated as of June 21, 2013, to Second Amended and Restated Credit Agreement dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank, N.A., as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Wells Fargo Bank, National Association, Fifth Third Bank, DNB Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 24, 2013)
- 4.3(j) Third Amended and Restated Credit Agreement, dated as of July 2, 2014, among Integra LifeSciences Holdings Corporation, the other lenders party hereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Credit Agricole-Corporate and Investment Bank and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on July 9, 2014)

- 4.3(k) First Amendment, dated as of December 19, 2014, to that Third Amended and Restated Credit Agreement, among Integra LifeSciences Holdings Corporation, a syndicate of lending banks, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Crédit Agricole-Corporate and Investment Bank, and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 29, 2014)
- 4.4 Security Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation and the additional grantors party thereto in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.5 Pledge Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation and the additional grantors party thereto in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.6 Subsidiary Guaranty Agreement, dated as of December 22, 2005, among the guarantors party thereto and individually as a "Guarantor", in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.7 Indenture, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Integra LifeSciences Corporation and Wells Fargo Bank, N.A., as trustee (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.8 Form of 2.75% Senior Convertible Note due 2010 (included in Exhibit 4.8) (Incorporated by reference to Exhibit B to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.9 Indenture, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Integra LifeSciences Corporation and Wells Fargo Bank, N.A., as trustee (Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.10 Form of 2.375% Senior Convertible Note due 2012 (included in Exhibit 4.10) (Incorporated by reference to Exhibit B to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.11 Registration Rights Agreement, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Banc of America Securities LLC, J.P. Morgan Securities Inc. and Morgan Stanley & Co., Incorporated, as representatives of the several initial purchasers (Incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.12 Registration Rights Agreement, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Banc of America Securities LLC, J.P. Morgan Securities Inc. and Morgan Stanley & Co., Incorporated, as representatives of the several initial purchasers (Incorporated by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.1(a) Lease between Plainsboro Associates and American Biomaterials Corporation dated as of April 16, 1985, as assigned to Colla-Tec, Inc. on September 30, 1988 and as amended on November 1, 1992 as Lease Modification #1 (Incorporated by reference to Exhibit 10.30 to the Company's Registration Statement on Form 10/A (File No. 0-26224) which became effective on August 8, 1995)
- 10.1(b) Lease Modification #2 entered into as of October 28, 2005, by and between Plainsboro Associates and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 2, 2005)
- 10.1(c) Lease Modification #3 entered into as of March 2, 2011, by and between Plainsboro Associates and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 3, 2011)
- 10.2 (a) Equipment Lease Agreement between Medicus Corporation and the Company, dated as of June 1, 2000 (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000)
- 10.2(b) First Amendment to Equipment Lease Agreement between Medicus Corporation and the Company, dated as of June 29, 2010 (Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010)

- 10.3 Form of Indemnification Agreement between the Company and [ ] dated August 16, 1995, including a schedule identifying the individuals that are a party to such Indemnification Agreements (Incorporated by reference to Exhibit 10.37 to the Company's Registration Statement on Form S-1 (File No. 33-98698) which became effective on January 24, 1996)\*
- 10.4 1996 Incentive Stock Option and Non-Qualified Stock Option Plan (as amended through December 27, 1997) (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.5 1998 Stock Option Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.6 1999 Stock Option Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.7(a) Employee Stock Purchase Plan (as amended on May 17, 2004) (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (Registration No. 333-127488) filed on August 12, 2005)\*
- 10.7(b) First Amendment to Employee Stock Purchase Plan, dated October 26, 2005 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 1, 2005)\*
- 10.8(a) 2000 Equity Incentive Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.8(b) Amendment to 2000 Equity Incentive Plan (effective as of May 17, 2012) (Incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.8(c) Amendment to 2000 Equity Incentive Plan (effective as of January 1, 2013) (Incorporated by reference to Exhibit 10.8(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.9(a) 2001 Equity Incentive Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.9(b) Amendment to 2001 Equity Incentive Plan (effective as of May 17, 2012) (Incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.9(c) Amendment to 2001 Equity Incentive Plan (effective as of January 1, 2013) (Incorporated by reference to Exhibit 10.9(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.10(a) Second Amended and Restated 2003 Equity Incentive Plan effective May 19, 2010 (Incorporated by reference to Exhibit 10 to the Company's Current Report on Form 8-K filed May 21, 2010)\*
- 10.10(b) Amendment to the Second Amended and Restated 2003 Equity Incentive Plan effective May 17, 2012 (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.10(c) Amendment to the Second Amended and Restated 2003 Equity Incentive Plan effective January 1, 2013 (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*
- 10.11(a) Second Amended and Restated Employment Agreement dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004)\*
- 10.11(b) Amendment 2006-1, dated as of December 19, 2006, to the Second Amended and Restated Employment Agreement, between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 22, 2006)\*
- 10.11(c) Amendment 2008-1, dated as of March 6, 2008, to the Second Amended and Restated Employment Agreement, between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.12(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.11(d) Amendment 2008-2, dated as of August 6, 2008, to the Second Amended and Restated Employment Agreement between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.11(e) Amendment 2009-1, dated as of April 13, 2009, to the Second Amended and Restated Employment Agreement between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*

- 10.11(f) Letter Agreement dated May 17, 2011 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 23, 2011)\*
- 10.11(g) Letter dated December 20, 2011 from Stuart M. Essig to the Company (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed December 23, 2011)\*
- 10.11(h) Letter Agreement dated June 7, 2012 between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 7, 2012)\*
- 10.12 Indemnity letter agreement dated December 27, 1997 from the Company to Stuart M. Essig (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.13(a) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit B of Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.13(b) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.13(c) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit B of Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004)\*
- 10.14(a) Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company dated December 19, 2005 (Incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)\*
- 10.14(b) Amendment 2008-1, dated as of January 2, 2008, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.15(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.14(c) Amendment 2008-2, dated as of December 18, 2008, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*
- 10.14(d) Amendment 2009-1, dated as of April 13, 2009, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*
- 10.14(e) Amendment 2010-1, dated as of October 12, 2010, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed October 12, 2010)\*
- 10.14(f) Letter dated as of February 22, 2012 from John B. Henneman, III to the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 22, 2012)\*
- 10.14(g) Second Amended and Restated 2005 Employment Agreement between the Company and John B. Henneman, III (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 23, 2014)\*
- 10.15 Consulting Agreement, dated October 12, 2010, between the Company and Inception Surgical (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.16 Severance Agreement between Richard D. Gorelick and the Company dated as of January 3, 2012 (Incorporated by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*
- 10.17(a) Severance Agreement between Judith O'Grady and the Company dated as of January 4, 2010 (Incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009)\*
- 10.17(b) Severance Agreement between Judith O'Grady and the Company dated as of January 3, 2011 (Incorporated by reference to Exhibit 10.17(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2010)\*
- 10.17(c) Severance Agreement between Judith O'Grady and the Company dated as of January 3, 2012 (Incorporated by reference to Exhibit 10.16(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011)\*
- 10.18(a) Employment Agreement, dated as of October 12, 2010, between Peter J. Arduini and the Company (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed October 12, 2010)\*

- 10.18(b) Amended and Restated Employment Agreement dated December 20, 2011 between Peter J. Arduini and the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 23, 2011)\*
- 10.18(c) Second Amended and Restated Employment Agreement between the Company and Peter J. Arduini (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 20, 2014)\*
- 10.19 Form of Notice of Stock Option Grant with Eight-Year Term for Peter J. Arduini (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed December 23, 2011)\*
- 10.20 Letter Agreement dated February 19, 2013 between Peter J. Arduini and Integra LifeSciences Holdings Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 25, 2013)\*
- 10.21(a) Lease Contract, dated April 1, 2005, between the Puerto Rico Industrial Development Company and Integra CI, Inc. (executed on September 15, 2006) (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006)
- 10.21(b) Amendment to Lease Contract dated as of November 2, 2011, between Integra CI, Inc. and Puerto Rico Industrial Development Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 7, 2011)
- 10.21(c) Termination of Amendment to Lease Contract, dated as of April 2, 2012, between Integra CI, Inc. and Puerto Rico Industrial Development Company (Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012)
- 10.22 Restricted Units Agreement dated December 27, 1997 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.23 Stock Option Grant and Agreement pursuant to 1999 Stock Option Plan dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.24 Stock Option Grant and Agreement pursuant to 2000 Equity Incentive Plan dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.25(a) Restricted Units Agreement dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.25(b) Amendment 2006-1, dated as of October 30, 2006, to the Stuart M. Essig Restricted Units Agreement dated as of December 22, 2000 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 3, 2006)\*
- 10.26 Stock Option Grant and Agreement pursuant to 2003 Equity Incentive Plan dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.27(a) Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.27(b) Amendment 2006-1, dated as of October 30, 2006, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 27, 2004 (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 3, 2006)\*
- 10.27(c) Amendment 2008-1, dated as of March 6, 2008, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 27, 2004 (Incorporated by reference to Exhibit 10.25(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.27(d) Amendment 2011-1, dated as of May 17, 2011, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 24, 2004 (Incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.28 Contract Stock/Units Agreement dated as of May 17, 2011 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on May 23, 2011)\*

- 10.29 Form of Amendment 2011-1 to Contract Stock/Restricted Units Agreements between the Company and Mr. Essig (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.30 Form of Stock Option Grant and Agreement between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.31(a) Form of Contract Stock/Restricted Units Agreement for Stuart M. Essig (Incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.31(b) New Form of Contract Stock/Restricted Units Agreement (for Annual Equity Awards) for Stuart M. Essig (Incorporated by reference to Exhibit 10.28(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2010)\*
- 10.31(c) Form of Amendment 2011-1 to Contract Stock/Restricted Units Agreement between the Company and Mr. Essig (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.32 Form of Performance Stock Agreement for Stuart M. Essig (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.33 Form of Restricted Stock Agreement for Stuart M. Essig for 2009 (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed April 13, 2009)\*
- 10.34 Form of Performance Stock Agreement (Executive Officers) (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on February 25, 2013)\*
- 10.35 Performance Incentive Compensation Plan effective January 1, 2013 (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*
- 10.36 New Form of Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan (for 2011) Annual Equity Award for Stuart M. Essig (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.37 Form of Notice of Grant of Stock Option and Stock Option Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 29, 2005)\*
- 10.38 Form of Non-Qualified Stock Option Agreement (Non-Directors) (Incorporated by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.39 Form of Incentive Stock Option Agreement (Incorporated by reference to Exhibit 10.36 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.40 Form of Non-Qualified Stock Option Agreement (Directors) (Incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.41(a) Compensation of Directors of the Company effective May 17, 2011 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 16, 2010)\*
- 10.41(b) Compensation of Non-Employee Directors of the Company effective May 17, 2012 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 13, 2012)\*
- 10.41(c) Compensation of Non-Employee Directors of the Company effective May 22, 2013 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 14, 2012)\*
- 10.41(d) Compensation of Non-Employee Directors of the Company effective July 24, 2013 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 29, 2013)\*
- 10.41(e) Compensation of Non-Employee Directors of the Company effective May 22, 2015 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 18, 2014)\*
- 10.42(a) Form of Restricted Stock Agreement for Non-Employee Directors under the 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.42(b) New Form of Restricted Stock Agreement for Non-Employee Directors under the 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.38(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*

- 10.42(c) Form of Restricted Stock Agreement for Executive Officers - Annual Vesting (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 25, 2009)\*
- 10.42(d) Form of Restricted Stock Agreement for Executive Officers - Annual Vesting (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.42(e) New Form of Restricted Stock Agreement for Executive Officers - Annual Vesting (Incorporated by reference to Exhibit 10.38(e) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.42(f) Form of Restricted Stock Agreement for Executive Officers - Cliff Vesting (Incorporated by reference to Exhibit 10.8 to the Company's Quarter Report on Form 10-Q for the quarter ended March 31, 2009)\*
- 10.42(g) Form of Restricted Stock Agreement for Executive Officers - Cliff Vesting (Incorporated by reference to Exhibit 10.6 to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.42(h) New Form of Restricted Stock Agreement for Executive Officers - Cliff Vesting (Incorporated by reference to Exhibit 10.38(h) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.42(i) Form of Restricted Stock Agreement for Mr. Henneman for 2008 and 2009 (Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*
- 10.42(j) Form of Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan for Mr. Henneman (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*
- 10.42(k) Form of Option Agreement for John B. Henneman, III (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 6, 2008)\*
- 10.42(l) Form of Performance Stock Agreement for John B. Henneman, III (Incorporated by reference to Exhibit 10.37(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.42(m) Form of Contract Stock/Restricted Units Agreement (for Signing Grant) for Mr. Arduini (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.42(n) Form of Contract Stock/Restricted Units Agreement (for Annual Equity Awards) for Mr. Arduini (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.42(o) Form of Non-Qualified Stock Option Agreement for Mr. Arduini (Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.42(p) Form of Restricted Stock Agreement for Mr. Henneman (Incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.42(q) Form of Restricted Stock Agreement (Annual Vesting) for Mr. Henneman (Incorporated by reference to Exhibit 10.39(n) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011)\*
- 10.43 Annual Executive Physical Medical Exam Arrangement (Incorporated by reference to the Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 29, 2013)\*
- 10.44 Reimbursement of Legal Fees Arrangement for CFO (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on July 29, 2013)\*
- 10.45 Amended and Restated Management Incentive Compensation Plan, as of January 1, 2008 (Incorporated by reference to Exhibit 10.43(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.46 Form of 2010 Convertible Bond Hedge Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.47 Form of 2012 Convertible Bond Hedge Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.48 Form of 2010 Amended and Restated Issuer Warrant Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)



- 10.49 Form of 2012 Amended and Restated Issuer Warrant Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.50 Letter Agreement, dated June 9, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.4 to the Company's Form 8-K filed on June 15, 2011)
- 10.51 Letter Agreement, dated June 9, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.8 to the Company's Form 8-K filed on June 15, 2011)
- 10.52 Letter Agreement, dated June 9, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.6 to the Company's Form 8-K filed on June 15, 2011)
- 10.53 Letter Agreement, dated June 9, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on June 15, 2011)
- 10.54 Letter Agreement, dated June 9, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed on June 15, 2011)
- 10.55 Letter Agreement, dated June 9, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.7 to the Company's Form 8-K filed on June 15, 2011)
- 10.56 Letter Agreement, dated June 9, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.5 to the Company's Form 8-K filed on June 15, 2011)
- 10.57 Letter Agreement, dated June 9, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 15, 2011)
- 10.58 Letter Agreement, dated June 14, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.9 to the Company's Form 8-K filed on June 15, 2011)
- 10.59 Letter Agreement, dated June 14, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.10 to the Company's Form 8-K filed on June 15, 2011)
- 10.60 Letter Agreement, dated June 14, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.11 to the Company's Form 8-K filed on June 15, 2011)
- 10.61 Letter Agreement, dated June 14, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.12 to the Company's Form 8-K filed on June 15, 2011)
- 10.62 Letter Agreement, dated June 14, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.13 to the Company's Form 8-K filed on June 15, 2011)
- 10.63 Letter Agreement, dated June 14, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.14 to the Company's Form 8-K filed on June 15, 2011)
- 10.64 Letter Agreement, dated June 14, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.15 to the Company's Form 8-K filed on June 15, 2011)
- 10.65 Letter Agreement, dated June 14, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.16 to the Company's Form 8-K filed on June 15, 2011)

- 10.66 Unit Purchase Agreement, dated as of July 23, 2008, by and among Integra LifeSciences Holdings Corporation, Theken Spine LLC, Randall R. Theken and the other members of Theken Spine, LLC party thereto (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 24, 2008)
- 10.67 Form of Indemnification Agreement for Non-Employee Directors and Officers (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*
- 10.68 Piggyback Registration Rights Agreement dated December 22, 2008 between Integra LifeSciences Holdings Corporation and George Heenan, Thomas Gilliam and Michael Evers, as trustees of The Bruce A. LeVahn 2008 Trust and Steven M. LeVahn (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 29, 2008)
- 10.69(a) Lease Agreement between 109 Morgan Lane, LLC and Integra LifeSciences Corporation, dated May 15, 2008 (Incorporated by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)
- 10.69(b) First Amendment to Lease Agreement between 109 Morgan Lane, LLC and Integra LifeSciences Corporation, dated March 9, 2009 (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009)
- 10.69(c) Lease Agreement dated as of July 1, 2013, between 109 Morgan Lane, LLC and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 1, 2013)
- 10.70 Offer Letter between Glenn Coleman and the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 29, 2014)\*
- 10.71 Form of Change in Control Severance Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 1, 2014)\*
- 12.1 Statement Regarding the Computation of Ratio of Earnings to Fixed Charges and Preferred Share Dividends for the Years Ended 2008, 2009, 2010, 2011 and 2012, and the Nine Months Ended September 30, 2013 (Incorporated by reference to Exhibit 12.1 to the Company's Registration Statement on Form S-3 ASR filed November 4, 2013)
- 18.1 Preferability letter of Independent Public Accounting Firm dated May 1, 2014 (Incorporated by reference to Exhibit 18 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014)
- 18.2 Preferability Letter of Independent Public Accounting Firm dated July 31, 2012 (Incorporated by reference to Exhibit 18.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)
- 21 Subsidiaries of the Company+
- 23 Consent of Pricewaterhouse Coopers LLP+
- 31.1 Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+
- 31.2 Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+
- 32.1 Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+
- 32.2 Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+
- 99.1 Letter, dated December 21, 2011, from the United States Food and Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on January 5, 2012)
- 99.2 Food and Drug Administration Form FDA-483, dated July 30, 2012, relating to inspection of Plainsboro, NJ manufacturing facility (Incorporated by reference to Exhibit 99.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)
- 99.3 Letter, dated November 1, 2012, from the United States Food and Drug Administration to Integra NeuroSciences Ltd. (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on November 13, 2012)
- 99.4 Letter, dated February 13, 2013, from the United States Federal Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on February 19, 2013)

|         |  |
|---------|--|
| 99.5    | Letter, dated September 24, 2013, from the United States Federal Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on September 27, 2013) |
| 99.6    | Food and Drug Administration Form FDA-483, dated November 26, 2013, relating to the inspection of the Añasco Facility (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on December 3, 2013)      |
| 101.INS | XBRL Instance Document+#   |
| 101.SCH | XBRL Taxonomy Extension Schema Document+#  |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document+#  |
| 101.DEF | XBRL Definition Linkbase Document  |
| 101.LAB | XBRL Taxonomy Extension Labels Linkbase Document+#   |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document+#   |

\* Indicates a management contract or compensatory plan or arrangement.

+ Indicates this document is filed as an exhibit herewith.

# The financial information of Integra LifeSciences Holdings Corporation Annual Report on Form 10-K for the year ended December 31, 2014 filed on February 27, 2015 formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations, (ii) the Consolidated Statement of Comprehensive Income (Loss), (iii) the Consolidated Balance Sheets, (iv) Parenthetical Data to the Consolidated Balance Sheets, (v) the Consolidated Statements of Cash Flows, (vi) the Consolidated Statements of Changes in Stockholders' Equity, and (vii) Notes to Consolidated Financial Statements, is furnished electronically herewith.

The Company's Commission File Number for Reports on Form 10-K, Form 10-Q and Form 8-K is 0-26224.

**SIGNATURES**

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**INTEGRA LIFESCIENCES HOLDINGS  
CORPORATION**

By: /s/ Peter J. Arduini

Peter J. Arduini

President and Chief Executive Officer

Date: February 27, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons, on behalf of the registrant in the capacities indicated.

| <u>Signature</u>  | <u>Title</u>   | <u>Date</u>       |
|---|--|-------------------|
| <hr/> <i>/s/ Peter J. Arduini</i><br>Peter J. Arduini                       | President and Chief Executive Officer,<br>and Director (Principal Executive Officer)   | February 27, 2015 |
| <hr/> <i>/s/ Glenn G. Coleman</i><br>Glenn G. Coleman                       | Corporate Vice President and<br>Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting<br>Officer) | February 27, 2015 |
| <hr/> <i>/s/ Stuart M. Essig, Ph.D.</i><br>Stuart M. Essig, Ph.D.           | Chairman of the Board  | February 27, 2015 |
| <hr/> <i>/s/ Keith Bradley, Ph.D.</i><br>Keith Bradley, Ph.D.               | Director   | February 27, 2015 |
| <hr/> <i>/s/ Richard E. Caruso, Ph.D.</i><br>Richard E. Caruso, Ph.D.       | Director   | February 27, 2015 |
| <hr/> <i>/s/ Barbara B. Hill</i><br>Barbara B. Hill                         | Director   | February 27, 2015 |
| <hr/> <i>/s/ Lloyd W. Howell, Jr.</i><br>Lloyd W. Howell, Jr.               | Director   | February 27, 2015 |
| <hr/> <i>/s/ Donald E. Morel, Jr., Ph.D.</i><br>Donald E. Morel, Jr., Ph.D. | Director   | February 27, 2015 |
| <hr/> <i>/s/ Raymond G. Murphy</i><br>Raymond G. Murphy                     | Director   | February 27, 2015 |
| <hr/> <i>/s/ Christian S. Schade</i><br>Christian S. Schade                 | Director   | February 27, 2015 |
| <hr/> <i>/s/ James M. Sullivan</i><br>James M. Sullivan                     | Director   | February 27, 2015 |

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Integra LifeSciences Holdings Corporation:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, comprehensive income (loss), changes in stockholders' equity and cash flows present fairly, in all material respects, the financial position of Integra LifeSciences Holdings Corporation and its subsidiaries at December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) of the Company's 2014 Annual Report on Form 10-K presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for the medical device excise tax effective January 1, 2013.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management's Annual Report on Internal Control Over Financial Reporting, management has excluded MicroFrance and Metasurg from their assessment of internal control over financial reporting as of December 31, 2014 because they were acquired by the Company in a purchase business combination on October 27, 2014 and December 5, 2014, respectively. We have also excluded MicroFrance and Metasurg from our audit of internal control over financial reporting as of December 31, 2014 because they were acquired by the Company in a purchase business combination. The total assets and total revenues of MicroFrance and Metasurg, wholly-owned subsidiaries, 2.3% and 0.4%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2014.

/s/ PricewaterhouseCoopers LLP

Florham Park, New Jersey

February 26, 2015

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

|  | Years Ended December 31,                 |             |            |
|--|--|-------------|------------|
|  | 2014                                     | 2013        | 2012       |
|  | (As adjusted)*                           |             |            |
|  | (In thousands, except per share amounts) |             |            |
| Total revenue, net   | \$ 928,305                               | \$ 836,214  | \$ 830,871 |
| <b>Costs and Expenses:</b>                                       |  |             |            |
| Cost of goods sold   | 352,801                                  | 327,045     | 314,427    |
| Research and development   | 51,596                                   | 52,088      | 51,012     |
| Selling, general and administrative                              | 445,967                                  | 407,802     | 373,114    |
| Intangible asset amortization                                    | 12,400                                   | 12,697      | 18,536     |
| Goodwill impairment charge                                       | —  | 46,738      | —          |
| Total costs and expenses   | 862,764                                  | 846,370     | 757,089    |
| Operating income (loss)  | 65,541                                   | (10,156)    | 73,782     |
| Interest income  | 168                                      | 443         | 1,205      |
| Interest expense   | (21,967)                                 | (19,788)    | (22,237)   |
| Other expense, net   | (763)                                    | (1,801)     | (721)      |
| Income (loss) before income taxes                                | 42,979                                   | (31,302)    | 52,029     |
| Provision (benefit) for income taxes                             | 8,975                                    | (10,235)    | 10,825     |
| Net income (loss)  | \$ 34,004                                | \$ (21,067) | \$ 41,204  |
| Basic net income (loss) per common share                         | \$ 1.05                                  | \$ (0.74)   | \$ 1.46    |
| Diluted net income (loss) per common share                       | \$ 1.03                                  | \$ (0.74)   | \$ 1.44    |
| <b>Weighted average common shares outstanding (See Note 11):</b> |  |             |            |
| Basic  | 32,432                                   | 28,416      | 28,232     |
| Diluted  | 32,960                                   | 28,416      | 28,516     |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

The accompanying notes are an integral part of these consolidated financial statements.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

|  | Years Ended December 31, |                |           |
|--|--------------------------|----------------|-----------|
|  | 2014                     | 2013           | 2012      |
|  |                          | (As adjusted)* |           |
|  |                          | (In thousands) |           |
| Net income (loss)  | \$ 34,004                | \$ (21,067)    | \$ 41,204 |
| Other comprehensive income (loss), before tax:                                     |                          |                |           |
| Change in foreign currency translation adjustments                                 | (26,674)                 | 5,874          | 5,224     |
| Unrealized loss on derivatives   |                          |                |           |
| Unrealized derivative losses arising during period                                 | (206)                    | (110)          | (2,062)   |
| Less: Reclassification adjustments for losses included in net income (loss)        | (1,747)                  | (1,830)        | (2,210)   |
| Unrealized gain on derivatives   | 1,541                    | 1,720          | 148       |
| Defined benefit pension plan - net gain (loss) arising during period               | 1,672                    | (1,398)        | (1,313)   |
| Total other comprehensive income (loss), before tax                                | (23,461)                 | 6,196          | 4,059     |
| Income tax (expense) benefit related to items in other comprehensive income (loss) | (954)                    | (472)          | 237       |
| Total other comprehensive income (loss), net of tax                                | (24,415)                 | 5,724          | 4,296     |
| Comprehensive income (loss), net of tax  | \$ 9,589                 | \$ (15,343)    | \$ 45,500 |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

The accompanying notes are an integral part of these consolidated financial statements.



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

|  | December 31,        |                     |
|--|---------------------|---------------------|
|  | 2014                | 2013                |
|  | (As adjusted)*      |                     |
|  | (In thousands)      |                     |
| <b>ASSETS</b>  |                     |                     |
| Current Assets:  |                     |                     |
| Cash and cash equivalents  | \$ 71,994           | \$ 120,614          |
| Trade accounts receivable, net of allowances of \$6,184 and \$6,194  | 131,918             | 118,145             |
| Inventories, net   | 237,114             | 206,919             |
| Deferred tax assets  | 58,663              | 48,616              |
| Prepaid expenses and other current assets  | 29,632              | 26,858              |
| <b>Total current assets</b>  | <b>529,321</b>      | <b>521,152</b>      |
| Property, plant and equipment, net   | 209,986             | 200,310             |
| Intangible assets, net   | 459,459             | 197,163             |
| Goodwill   | 363,888             | 249,764             |
| Deferred tax assets  | 5,603               | 15,412              |
| Other assets   | 10,368              | 8,338               |
| <b>Total assets</b>  | <b>\$ 1,578,625</b> | <b>\$ 1,192,139</b> |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                     |                     |
| Current Liabilities:   |                     |                     |
| Borrowings under senior credit facility  | \$ 3,750            | \$ —                |
| Accounts payable, trade  | 34,060              | 50,752              |
| Deferred revenue   | 5,176               | 4,197               |
| Accrued compensation   | 40,943              | 28,079              |
| Accrued expenses and other current liabilities   | 42,096              | 36,354              |
| <b>Total current liabilities</b>   | <b>126,025</b>      | <b>119,382</b>      |
| Long-term borrowings under senior credit facility  | 413,125             | 186,875             |
| Long-term convertible securities   | 213,121             | 205,182             |
| Deferred tax liabilities   | 91,623              | 2,083               |
| Other liabilities  | 30,409              | 12,527              |
| <b>Total liabilities</b>   | <b>874,303</b>      | <b>526,049</b>      |
| Commitments and contingencies  |                     |                     |
| Stockholders' Equity:  |                     |                     |
| Preferred Stock; no par value; 15,000 authorized shares; none outstanding  | —                   | —                   |
| Common stock; \$0.01 par value; 60,000 authorized shares; 41,644 and 41,042 issued at December 31, 2014 and 2013, respectively | 416                 | 410                 |
| Additional paid-in capital   | 779,555             | 750,918             |
| Treasury stock, at cost; 8,903 shares at December 31, 2014 and 2013, respectively  | (367,121)           | (367,121)           |
| Accumulated other comprehensive income (loss)  | (23,488)            | 927                 |
| Retained earnings  | 314,960             | 280,956             |
| <b>Total stockholders' equity</b>  | <b>704,322</b>      | <b>666,090</b>      |
| <b>Total liabilities and stockholders' equity</b>  | <b>\$ 1,578,625</b> | <b>\$ 1,192,139</b> |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.  
The accompanying notes are an integral part of these consolidated financial statements.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

|  | Years Ended December 31, |                        |                  |
|--|--------------------------|------------------------|------------------|
|  | 2014                     | 2013<br>(As adjusted)* | 2012             |
|  | (In thousands)           |                        |                  |
| <b>OPERATING ACTIVITIES:</b>   |                          |                        |                  |
| Net income (loss)  | \$ 34,004                | \$ (21,067)            | \$ 41,204        |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |                          |                        |                  |
| Depreciation and amortization  | 61,128                   | 47,010                 | 52,611           |
| Non-cash impairment charges  | 790                      | 47,078                 | —                |
| Deferred income tax provision (benefit)  | (964)                    | (13,145)               | 1,537            |
| Share-based compensation   | 15,105                   | 10,393                 | 9,051            |
| Amortization of debt issuance costs  | 2,571                    | 2,298                  | 2,725            |
| Non-cash interest expense  | 7,104                    | 6,463                  | 8,520            |
| Payment of accreted interest   | —                        | —                      | (30,617)         |
| Loss on disposal of property and equipment   | 1,201                    | 1,965                  | 1,312            |
| Excess tax benefits from stock-based compensation arrangements                           | (1,384)                  | (270)                  | (3,634)          |
| Change in fair value of contingent consideration   | (764)                    | —                      | —                |
| Changes in assets and liabilities, net of business acquisitions:                         |                          |                        |                  |
| Accounts receivable  | (16,145)                 | (2,892)                | 3,783            |
| Inventories  | (27,006)                 | (35,505)               | (711)            |
| Prepaid expenses and other current assets  | 8,070                    | 4,823                  | (3,067)          |
| Other non-current assets   | (1,744)                  | 441                    | (553)            |
| Accounts payable, accrued expenses and other current liabilities                         | 2,427                    | 9,945                  | (21,071)         |
| Deferred revenue   | 1,118                    | 697                    | (1,051)          |
| Other non-current liabilities  | (6,048)                  | (4,966)                | (939)            |
| Net cash provided by operating activities  | <u>79,463</u>            | <u>53,268</u>          | <u>59,100</u>    |
| <b>INVESTING ACTIVITIES:</b>   |                          |                        |                  |
| Cash used in business acquisitions, net of cash acquired                                 | (320,921)                | (2,980)                | (7,278)          |
| Purchases of property and equipment  | (41,921)                 | (47,851)               | (69,031)         |
| Sales of property and equipment  | —                        | 535                    | —                |
| Purchases of short-term investments  | —                        | —                      | (67,907)         |
| Maturities of short-term investments   | —                        | —                      | 64,940           |
| Other changes in intangible assets   | (475)                    | —                      | —                |
| Net cash used in investing activities  | <u>(363,317)</u>         | <u>(50,296)</u>        | <u>(79,276)</u>  |
| <b>FINANCING ACTIVITIES:</b>   |                          |                        |                  |
| Borrowings under senior credit facility  | 425,000                  | 30,000                 | 155,000          |
| Repayments under senior credit facility  | (195,000)                | (165,000)              | (12,812)         |
| Proceeds from the issuance of common stock, net of issuance costs                        | —                        | 152,458                | —                |
| Payment of liability component of convertible notes                                      | —                        | —                      | (134,383)        |
| Payment of capital lease obligation  | (605)                    | —                      | —                |
| Debt issuance costs  | (3,210)                  | (1,053)                | (385)            |
| Proceeds from exercised stock options  | 15,215                   | 2,344                  | 696              |
| Excess tax benefits from stock-based compensation arrangements                           | 1,384                    | 270                    | 3,634            |
| Net cash provided by financing activities  | <u>242,784</u>           | <u>19,019</u>          | <u>11,750</u>    |
| Effect of exchange rate changes on cash and cash equivalents                             | (7,550)                  | 1,685                  | 4,556            |
| Net increase (decrease) in cash and cash equivalents                                     | (48,620)                 | 23,676                 | (3,870)          |
| Cash and cash equivalents at beginning of period   | 120,614                  | 96,938                 | 100,808          |
| Cash and cash equivalents at end of period   | <u>\$ 71,994</u>         | <u>\$ 120,614</u>      | <u>\$ 96,938</u> |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

The accompanying notes are an integral part of these consolidated financial statements.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

|  | Common Stock |        | Treasury Stock |              | Additional Paid-In Capital | Accumulated Other Comprehensive Income (Loss) | Retained Earnings | Total Equity |
|--|--------------|--------|----------------|--------------|----------------------------|---|-------------------|--------------|
|  | Shares       | Amount | Shares         | Amount       |                            |   |                   |              |
| (In thousands)   |              |        |                |              |                            |   |                   |              |
| Balance, December 31, 2011                                   | 35,734       | \$ 357 | (8,903)        | \$ (367,121) | \$ 607,676                 | \$ (9,093)                                    | \$ 260,819        | \$ 492,638   |
| Net income   | —            | —      | —              | —            | —                          | —   | 41,204            | 41,204       |
| Other comprehensive income (loss), net of tax                | —            | —      | —              | —            | —                          | 4,296   | —                 | 4,296        |
| Issuance of common stock through employee benefit plans      | 9            | 1      | —              | —            | 250                        | —   | —                 | 251          |
| Share-based compensation                                     | 1,109        | 11     | —              | —            | (20,625)                   | —   | —                 | (20,614)     |
| Balance, December 31, 2012                                   | 36,852       | \$ 369 | (8,903)        | \$ (367,121) | \$ 587,301                 | \$ (4,797)                                    | \$ 302,023        | \$ 517,775   |
| Net loss (As adjusted)*                                      | —            | —      | —              | —            | —                          | —   | (21,067)          | (21,067)     |
| Other comprehensive income (loss), net of tax (As adjusted)* | —            | —      | —              | —            | —                          | 5,724   | —                 | 5,724        |
| Issuance of common stock                                     | 4,025        | 40     | —              | —            | 152,418                    | —   | —                 | 152,458      |
| Issuance of common stock through employee benefit plans      | 6            | —      | —              | —            | 234                        | —   | —                 | 234          |
| Share-based compensation                                     | 159          | 1      | —              | —            | 10,965                     | —   | —                 | 10,966       |
| Balance, December 31, 2013                                   | 41,042       | \$ 410 | (8,903)        | \$ (367,121) | \$ 750,918                 | \$ 927  | \$ 280,956        | \$ 666,090   |
| Net income   | —            | —      | —              | —            | —                          | —   | 34,004            | 34,004       |
| Other comprehensive income (loss), net of tax                | —            | —      | —              | —            | —                          | (24,415)                                      | —                 | (24,415)     |
| Issuance of common stock through employee benefit plans      | 6            | —      | —              | —            | 286                        | —   | —                 | 286          |
| Share-based compensation                                     | 596          | 6      | —              | —            | 28,351                     | —   | —                 | 28,357       |
| Balance, December 31, 2014                                   | 41,644       | \$ 416 | (8,903)        | \$ (367,121) | \$ 779,555                 | \$ (23,488)                                   | \$ 314,960        | \$ 704,322   |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

The accompanying notes are an integral part of these consolidated financial statements.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. BUSINESS**

Integra LifeSciences Holdings Corporation (the “Company”) was incorporated in Delaware in 1989. The Company, a world leader in medical devices, is dedicated to limiting uncertainty for surgeons through the development, manufacturing, and marketing of cost-effective surgical implants and medical instruments. Its products are used primarily in neurosurgery, extremity reconstruction, orthopedics and general surgery.

The Company sells its products directly through various sales forces and through a variety of other distribution channels.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### ***BASIS OF PRESENTATION***

These financial statements and the accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America and conform to Regulation S-X under the Securities Exchange Act of 1934, as amended.

### ***PRINCIPLES OF CONSOLIDATION***

The consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly owned. All intercompany accounts and transactions are eliminated in consolidation. See Note 3, "Acquisitions and Pro Forma Results", for details of new subsidiaries included in the consolidation.

### ***USE OF ESTIMATES***

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities, and the reported amounts of revenues and expenses. Significant estimates affecting amounts reported or disclosed in the consolidated financial statements include allowances for doubtful accounts receivable and sales returns and allowances, net realizable value of inventories, valuation of intangible assets and in-process research and development ("IPR&D"), amortization periods for acquired intangible assets, discount rates and estimated projected cash flows used to value and test impairments of long-lived assets and goodwill, estimates of projected cash flows, depreciation and amortization periods for long-lived assets, computation of taxes, valuation allowances recorded against deferred tax assets, the valuation of stock-based compensation, valuation of pension assets and liabilities, valuation of derivative instruments, valuation of the equity component of convertible debt instruments, and valuation of debt instruments and loss contingencies. These estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the current circumstances. Actual results could differ from these estimates.

### ***OUT OF PERIOD ADJUSTMENTS***

In the fourth quarter of 2013, income tax benefit was increased by \$1.0 million for the cumulative effect of immaterial errors related to the Company's reserve for uncertain tax positions that related to prior periods. Of the \$1.0 million increase, \$0.9 million was to correct an error that was recorded in the deferred tax accounts in 2011, and the remainder of the error had an insignificant impact across 2012 and 2013. Based upon the Company's evaluation of relevant factors related to this matter, it concluded that the uncorrected adjustments in the previously issued consolidated financial statements for any of the periods affected are immaterial and that the impact of recording the cumulative correction in the fourth quarter of 2013 is not material to its earnings for the full year ending December 31, 2013.

In the fourth quarter of 2012, interest expense was reduced by \$3.3 million for the cumulative correction of immaterial errors in capitalized interest on the Company's construction in progress balances related to prior periods. The \$3.3 million decrease in interest expense reflects (a) \$1.5 million of interest expense that should have been capitalized in previous quarters in 2012, and (b) \$1.4 million and \$0.4 million of interest expense that should have been capitalized in the years ended December 31, 2011 and 2010, respectively. The 2012 amount above includes \$2.1 million, \$1.4 million, and \$0.4 million related to the first three quarters of 2012 and to the years ended December 31, 2011 and 2010, respectively. Based upon the Company's evaluation of relevant factors related to this matter, it concluded that the uncorrected adjustments in previously issued consolidated financial statements for any of the periods affected are immaterial and that the impact of recording the cumulative correction in the fourth quarter of 2012 is not material to its earnings for the full year ending December 31, 2012.

### ***RECLASSIFICATIONS***

Certain amounts from the prior years' financial statements have been reclassified in order to conform to the current year's presentation.

### ***CHANGE IN ACCOUNTING PRINCIPLE AND REALIGNMENT OF SEGMENT REVENUES***

#### ***Change in Accounting Principle***

In the first quarter of 2014, the Company changed its method of accounting for the medical device excise tax ("MDET"). Prior to the change the Company recorded the MDET in inventory at the time of the first sale in the United States and then recognized the MDET in cost of goods sold when the medical device was sold to the ultimate customer. Under the new method, the MDET will be recorded in selling, general and administrative expenses in the period the first sale occurs in the United States, which could be an intercompany sale.

The Company believes that this change in accounting principle is preferable as the new method provides a better comparison with the Company's peers, the majority of which expense the MDET at the time of the first sale in the United States.

The medical device excise tax applies to sales beginning January 1, 2013; therefore, this change affected only 2013 financial results. The cumulative effect of the change in the prior year is included in retained earnings as of December 31, 2013. The

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Company has revised the comparative results for the twelve months ended December 31, 2013 to reflect the retrospective application of the change in accounting principle had the new method been in effect for all periods, as follows:

**Condensed Consolidating Statements of Operations and Comprehensive Income:**

|  | Year Ended December 31, 2013             |             |             |
|--|--|-------------|-------------|
|  | Originally                               | As          |             |
|  | Reported                                 | Adjustments | Adjusted    |
|  | (In thousands, except per share amounts) |             |             |
| Cost of goods sold                         | \$ 334,085                               | \$ (7,040)  | \$ 327,045  |
| Selling, general, and administrative       | 394,250                                  | 13,552      | 407,802     |
| Income tax expense (benefit)               | (7,813)                                  | (2,422)     | (10,235)    |
| Net income (loss)                          | (16,977)                                 | (4,090)     | (21,067)    |
| Basic net income (loss) per common share   | \$ (0.60)                                | \$ (0.14)   | \$ (0.74)   |
| Diluted net income (loss) per common share | (0.60)                                   | (0.14)      | (0.74)      |
| Comprehensive income (loss)                | \$ (11,253)                              | \$ (4,090)  | \$ (15,343) |

**Condensed Consolidated Balance Sheet:**

|   | December 31, 2013 |             |            |
|---|-------------------|-------------|------------|
|   | Originally        | As          |            |
|   | Reported          | Adjustments | Adjusted   |
|   | (In thousands)    |             |            |
| Inventories                               | \$ 213,431        | \$ (6,512)  | \$ 206,919 |
| Deferred tax assets - current             | 46,300            | 2,316       | 48,616     |
| Prepaid expenses and other current assets | 26,752            | 106         | 26,858     |
| Retained earnings                         | 285,046           | (4,090)     | 280,956    |

**Condensed Consolidated Statements of Cash Flows:**

|   | Year Ended December 31, 2013 |             |             |
|---|------------------------------|-------------|-------------|
|   | Originally                   | As          |             |
|   | Reported                     | Adjustments | Adjusted    |
|   | (In thousands)               |             |             |
| Net income (loss)                       | \$ (16,977)                  | \$ (4,090)  | \$ (21,067) |
| Deferred income tax provision (benefit) | (10,829)                     | (2,316)     | (13,145)    |
| Inventories                             | (42,017)                     | 6,512       | (35,505)    |
| Prepaid and other current assets        | 4,929                        | (106)       | 4,823       |

Realignment of Segment Revenues

In the first quarter of 2014 the Company realigned certain products between operating segments. The Company did not change its management structure and has determined that the Company still has the same five reportable segments. The impact of this immaterial change on all periods presented is that (i) the revenues and segment profit of the U.S. Extremities segment is lower, and U.S. Instruments and U.S. Spine and Other segments are higher, and (ii) the global revenues of the Orthopedics product category is lower and the Instruments product category is higher. These changes have been reflected in all periods presented. There has been no change in the Company's net revenues reported.

**CASH AND CASH EQUIVALENTS**

The Company considers all short-term, highly liquid investments purchased with original maturities of three months or less to be cash equivalents. These investments are carried at cost, which approximates fair value.

**TRADE ACCOUNTS RECEIVABLE AND ALLOWANCES FOR DOUBTFUL ACCOUNTS RECEIVABLE**

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The Company grants credit to customers in the normal course of business, but generally does not require collateral or any other security to support its receivables.

The Company evaluates the collectability of accounts receivable based on a combination of factors. In circumstances where a specific customer is unable to meet its financial obligations to the Company, a provision to the allowances for doubtful accounts is recorded against amounts due to reduce the net recognized receivable to the amount that is reasonably expected to be collected. For all other customers, a provision to the allowances for doubtful accounts is recorded based on factors including the length of time the receivables are past due, the current business environment and the Company's historical experience. Provisions to the allowances for doubtful accounts are recorded to selling, general and administrative expenses. Account balances are charged off against the allowance when it is probable that the receivable will not be recovered.

**INVENTORIES**

Inventories, consisting of purchased materials, direct labor and manufacturing overhead, are stated at the lower of cost, the value determined by the first-in, first-out method, or market. Inventories consisted of the following:

|                        | <b>December 31,</b>   |             |
|------------------------|-----------------------|-------------|
|                        | <b>2014</b>           | <b>2013</b> |
|                        | <i>(As adjusted)*</i> |             |
|                        | <i>(In thousands)</i> |             |
| Finished goods         | \$ 150,483            | \$ 123,786  |
| Work in process        | 50,166                | 47,403      |
| Raw materials          | 36,465                | 35,730      |
| Total inventories, net | \$ 237,114            | \$ 206,919  |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax. Impact of adjustment was recorded to finished goods.

At each balance sheet date, the Company evaluates inventories for excess quantities, obsolescence or shelf life expiration. This evaluation includes analysis of historical sales levels by product, projections of future demand, the risk of technological or competitive obsolescence for products, general market conditions, a review of the shelf life expiration dates for products, as well as the feasibility of reworking or using excess or obsolete products or components in the production or assembly of other products that are not obsolete or for which there are not excess quantities in inventory. To the extent that management determines there are excess or obsolete inventory or quantities with a shelf life that is too near its expiration for the Company to reasonably expect that it can sell those products prior to their expiration, the Company adjusts the carrying value to estimated net realizable value.

The Company capitalizes inventory costs associated with certain products prior to regulatory approval, based on management's judgment of probable economic benefit. The Company could be required to expense previously capitalized costs related to pre-approval inventory upon a change in such judgment, due to, among other potential factors, a denial or delay of approval by necessary regulatory bodies or a decision by management to discontinue the related development program. No such amounts were capitalized at December 31, 2014 or 2013.

**PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment are stated at historical cost less accumulated depreciation and any impairment charges. The Company provides for depreciation using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the lesser of the lease term or the useful life. The cost of major additions and improvements is capitalized, while maintenance and repair costs that do not improve or extend the lives of the respective assets are charged to operations as incurred. The cost of computer software developed or obtained for internal use is accounted for in accordance with the Accounting Standards Codification 350-40, *Internal-Use Software*.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Property, plant and equipment balances and corresponding lives were as follows:

|   | December 31,   |            | Useful Lives |
|---|----------------|------------|--------------|
|   | 2014           | 2013       |              |
|   | (In thousands) |            |              |
| Land                                      | \$ 3,308       | \$ 3,022   |              |
| Buildings and building improvements       | 16,272         | 15,377     | 5-40 years   |
| Leasehold improvements                    | 45,416         | 42,900     | 1-20 years   |
| Machinery and production equipment        | 92,149         | 86,192     | 3-20 years   |
| Surgical instrument kits                  | 32,551         | 30,352     | 4-5 years    |
| Information systems and hardware          | 92,392         | 51,171     | 1-7 years    |
| Furniture, fixtures, and office equipment | 15,517         | 16,363     | 1-15 years   |
| Construction-in-progress                  | 86,844         | 112,130    |              |
| Total                                     | 384,449        | 357,507    |              |
| Less: Accumulated depreciation            | (174,463)      | (157,197)  |              |
| Property, plant and equipment, net        | \$ 209,986     | \$ 200,310 |              |

Depreciation expense associated with property, plant and equipment was \$30.2 million, \$27.6 million, and \$27.5 million for the years ended December 31, 2014, 2013 and 2012, respectively.

The Company leases certain computer equipment under capital lease agreements. The gross carrying value of such leases amounted to \$2.0 million and \$1.6 million at December 31, 2014 and 2013, respectively. The accumulated depreciation of such leases amounted to \$0.7 million and \$0.1 million at December 31, 2014 and 2013, respectively, and the cost is included as a component of furniture, fixtures, office equipment and information systems and hardware.

**CAPITALIZED INTEREST**

The interest cost on capital projects, including facilities build-out and internal use software, is capitalized and included in the cost of the project. Capitalization commences with the first expenditure for the project and continues until the project is substantially complete and ready for its intended use. When no debt is incurred specifically for a project, interest is capitalized on project expenditures using the weighted average cost of the Company's outstanding borrowings. For the years ended December 31, 2014 and 2013, respectively, the Company capitalized \$2.6 million and \$3.2 million and of interest expense into property, plant and equipment.

**GOODWILL AND OTHER INTANGIBLE ASSETS**

The excess of the cost over the fair value of net assets of acquired businesses is recorded as goodwill. Goodwill is not subject to amortization, but is reviewed for impairment at the reporting unit level annually, or more frequently if impairment indicators arise. The Company's assessment of the recoverability of goodwill is based upon a comparison of the carrying value of goodwill with its estimated fair value. The Company reviews goodwill for impairment annually as of July 31 and whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable. In reviewing goodwill for impairment, the Company has the option - for any or all of its reporting units that carry goodwill - to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not (i.e. greater than 50%) that the estimated fair value of a reporting unit is less than its carrying amount. If the Company elects to perform a qualitative assessment and determines that an impairment is more likely than not, the Company is then required to perform the two-step quantitative impairment test, otherwise no further analysis is required. The Company also may elect not to perform the qualitative assessment and, instead, proceed directly to step one of the two-step quantitative impairment test. The ultimate outcome of the goodwill impairment review for a reporting unit should be the same whether the Company chooses to perform the qualitative assessment or proceeds directly to the two-step quantitative impairment test. The most recent two-step quantitative impairment test completed for each reporting unit was as of July 31, 2013 (the "Base Valuation"), which resulted in the full impairment of goodwill held by the U.S. Spine reporting unit. At July 31, 2014 the following reporting units carried goodwill: U.S. Neurosurgery, U.S. Instruments, U.S. Extremities, Private Label, EMEA and LAPAC.

At July 31, 2014, management performed a comprehensive analysis of various events and circumstances (i.e. factors) that would likely affect the estimated fair value of all of its reporting units that carried goodwill at that date, and whether those factors would have a positive or negative impact on the fair value of the reporting unit when compared to the Base Valuation. Management considered Company-wide factors such as, but not limited to (i) macroeconomic conditions, (ii) industry conditions, (iii) the Company's overall financial prospects and market capitalization, (iv) the competitive environment, (v) regulatory and political developments, and (vi) any changes in the Company's weighted average cost of capital ("WACC"). Management also considered reporting unit specific factors such as, but not limited to (i) changes in the market for products and services, (ii) strategic business changes, (iii) reporting unit financial performance, (iv) management's most recent prospective revenue estimates, (v) the prospective



cost burden of the reporting units, (vi) changes in a reporting unit's management, (vii) how any change in the Company's WACC above might impact the reporting unit specific WACC, and (viii) the suitability of the risk premiums on the reporting unit specific WACC. These factors are then classified by the type of impact they would have on the estimated fair value using positive, neutral, and adverse categories based on current business conditions. The Company then performs an assessment of the level of impact that a particular factor would have on the estimated fair value using high, medium, and low weighting. Finally, management considered all of the factors above in the context of the results of the Base Valuation, and whether it is more likely than not that the carrying value of any of the reporting units that have goodwill exceeds their individual fair value.

Management concluded that at July 31, 2014, based on the totality of information available for each reporting unit that carried goodwill, it was more likely than not that the estimated fair values of the U.S. Neurosurgery, U.S. Extremities, Private Label, EMEA and LAPAC reporting units were greater than their carrying values, and as such, no further analysis was required for those reporting units. The Company proceeded to step one of the quantitative goodwill impairment test for the U.S. Instruments reporting unit, primarily as a result of recent declines in that reporting unit's revenues.

To derive the fair value of the U.S. Instruments reporting unit, as required in step one of the impairment test, the Company used the income approach, specifically the discounted cash flow ("DCF") method, which incorporates significant estimates and assumptions made by management which, by their nature, are characterized by uncertainty. Inputs used to fair value the Company's reporting units are considered inputs of the fair value hierarchy. For Level 3 measurements, significant increases or decreases in long-term growth rates or discount rates in isolation or in combination could result in a significantly lower or higher fair value measurement. The key assumptions impacting the valuation included:

- The reporting unit's financial projections, which are based on management's assessment of regional and macroeconomic variables, industry trends and market opportunities, and the Company's strategic objectives and future growth plans.
- The projected terminal value for the reporting unit, which represents the present value of projected cash flows beyond the last period in the discounted cash flow analysis. The terminal value reflects the Company's assumptions related to long-term growth rates and profitability, which are based on several factors, including local and macroeconomic variables, market opportunities, and future growth plans.
- The discount rate used to measure the present value of the projected future cash flows is set using a weighted-average cost of capital method that considers market and industry data as well as the Company's specific risk factors that are likely to be considered by a market participant. The weighted-average cost of capital is the Company's estimate of the overall after-tax rate of return required by equity and debt holders of a business enterprise.

The Company determined, after performing the Step-1 fair value analysis above, that the U.S. Instruments reporting unit's fair value was in excess of its carrying value; therefore, it was not necessary to proceed to Step-2 of the goodwill impairment test for the U.S. Instruments reporting unit.

On July 31, 2013, the Company performed the annual goodwill impairment test which resulted in a non-cash goodwill impairment charge of \$46.7 million recorded in the third quarter of 2013, representing the remaining goodwill balance in the U.S. Spine reporting unit which is a part of the U.S. Spine and Other reportable segment. During the fourth quarter of 2013, the Company finalized the step two analysis related to its impairment assessment of the goodwill and there were no changes to the impairment initially recorded. Approximately \$16.2 million of the goodwill impairment charge was deductible for tax purposes.

As previously disclosed, the Company was monitoring its U.S. Spine business and disclosed that it was at risk for impairment. During the course of the annual strategic planning process performed during the third quarter of 2013, the Company determined that both the actual and expected income and cash flows for the U.S. Spine reporting unit were projected to be substantially lower than forecasts, and the U.S. spine market recovery may take longer than originally forecasted, including the current expectation of future significant negative pricing pressures. Factors that contributed to the impairment of the U.S. Spine reporting unit included broader market issues as well as company-specific issues. Company-specific issues included turnover of some distributors, significant delays in new product introductions and other operational issues that negatively impacted and decreased projected revenues by a material amount. As a result, the Company lowered its expectations of recovery in the U.S. market and its related impact on the U.S. Spine reporting unit. This revised outlook resulted in a reduction of the U.S. Spine forecasts of the sales, operating income and cash flows expected in 2014 and beyond and consequently, resulted in an impairment charge.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Changes in the carrying amount of goodwill in 2014 and 2013 were as follows:

|                                      | U.S.<br>Neurosurgery | U.S.<br>Instruments | U.S.<br>Extremities | U.S.<br>Spine<br>and<br>Other | International    | Total             |
|--------------------------------------|----------------------|---------------------|---------------------|-------------------------------|------------------|-------------------|
|                                      | (In thousands)       |                     |                     |                               |                  |                   |
| Goodwill, gross                      | \$ 95,165            | \$ 58,033           | \$ 61,079           | \$ 56,325                     | \$ 25,900        | \$ 296,502        |
| Accumulated impairment losses        | —                    | —                   | —                   | (46,738)                      | —                | (46,738)          |
| Goodwill at December 31, 2013        | \$ 95,165            | \$ 58,033           | \$ 61,079           | \$ 9,587                      | \$ 25,900        | \$ 249,764        |
| Confluent Surgical, Inc. acquisition | 95,373               | —                   | —                   | —                             | 9,958            | 105,331           |
| MicroFrance acquisition              | —                    | —                   | —                   | —                             | 16,614           | 16,614            |
| Metasurg acquisition                 | —                    | —                   | 469                 | —                             | —                | 469               |
| Foreign currency translation         | (4,248)              | (1,290)             | (1,369)             | (213)                         | (1,170)          | (8,290)           |
| Balance, December 31, 2014           | <u>\$ 186,290</u>    | <u>\$ 56,743</u>    | <u>\$ 60,179</u>    | <u>\$ 9,374</u>               | <u>\$ 51,302</u> | <u>\$ 363,888</u> |

Identifiable intangible assets are initially recorded at fair market value at the time of acquisition generally using an income or cost approach. The Company capitalizes costs incurred to renew or extend the term of recognized intangible assets and amortizes those costs over their expected useful lives.

The components of the Company's identifiable intangible assets were as follows:

|                          | Weighted<br>Average<br>Life | December 31, 2014 |                             |                   | Weighted<br>Average<br>Life | December 31, 2013 |                             |                   |
|--------------------------|-----------------------------|-------------------|-----------------------------|-------------------|-----------------------------|-------------------|-----------------------------|-------------------|
|                          |                             | Cost              | Accumulated<br>Amortization | Net               |                             | Cost              | Accumulated<br>Amortization | Net               |
|                          | (Dollars in Thousands)      |                   |                             |                   |                             |                   |                             |                   |
| Completed technology     | 18 years                    | \$ 345,082        | \$ (62,920)                 | \$ 282,162        | 12 years                    | \$ 81,238         | \$ (45,343)                 | \$ 35,895         |
| Customer relationships   | 12 years                    | 162,031           | (87,653)                    | 74,378            | 12 years                    | 146,627           | (79,624)                    | 67,003            |
| Trademarks/brand names   | 34 years                    | 44,520            | (15,755)                    | 28,765            | 31 years                    | 33,703            | (15,648)                    | 18,055            |
| Trademarks/brand names   | Indefinite                  | 48,484            | —                           | 48,484            | Indefinite                  | 48,484            | —                           | 48,484            |
| Supplier relationships   | 27 years                    | 34,721            | (10,809)                    | 23,912            | 27 years                    | 34,721            | (9,305)                     | 25,416            |
| All other <sup>(1)</sup> | 4 years                     | 4,810             | (3,052)                     | 1,758             | 4 years                     | 4,251             | (1,941)                     | 2,310             |
|                          |                             | <u>\$ 639,648</u> | <u>\$ (180,189)</u>         | <u>\$ 459,459</u> |                             | <u>\$ 349,024</u> | <u>\$ (151,861)</u>         | <u>\$ 197,163</u> |

(1) At December 31, 2014 and 2013, all other included IPR&D of \$1.4 million which was indefinite-lived.

The Company performs its assessment of the recoverability of indefinite-lived intangible assets annually during the second quarter, or more frequently as impairment indicators arise, and it is based upon a comparison of the carrying value of such assets to their estimated fair values. The Company performed its most recent annual assessment during the second quarter of 2014, which resulted in no impairments.

During 2014, the Company recorded impairment charges of \$0.2 million in research and development expense related to IPR&D projects primarily acquired in connection with the Metasurg acquisition. In connection with this acquisition, we acquired IPR&D related to a product that will be discontinued. Therefore, a full-impairment of acquired IPR&D was recorded in the Company's selling, general, and administrative expenses. We also recorded an impairment charge of \$0.6 million in cost of sales related to acquired technology product rights in conjunction with the Covidien acquisition. Subsequent to the acquisition date, a regulatory event occurred that was not known, or knowable, at the time of acquisition which resulted in the impairment.

During 2013, the Company recorded impairment charges of \$0.4 million in research and development expense related to IPR&D projects that have been discontinued in its U.S. Extremities segment.

During 2012, the Company recorded impairment charges of \$0.1 million in cost of goods sold of its U.S. Neurosurgery segment related to technology assets whose related products were being discontinued.

Amortization expense for the years ended December 31, 2014, 2013 and 2012 was \$31.8 million, \$19.4 million and \$25.1 million, respectively. Annual amortization expense (including amounts reported in cost of product revenues, but excluding any possible future amortization associated with acquired IPR&D) is expected to approximate \$32.1 million in 2015, \$29.9 million in 2016,

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

\$27.8 million in 2017, \$27.5 million in 2018 and \$26.7 million in 2019. Amortization of product technology based intangible assets totaled \$19.3 million, \$6.7 million and \$6.6 million for the years ended December 31, 2014, 2013 and 2012, respectively, and is presented by the Company within cost of goods sold.

**LONG-LIVED ASSETS**

Long-lived assets held and used by the Company, including property, plant and equipment and intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. For purposes of evaluating the recoverability of long-lived assets to be held and used, a recoverability test is performed using projected undiscounted net cash flows applicable to the long-lived assets. If an impairment exists, the amount of such impairment is calculated based on the estimated fair value of the asset. Impairments to long-lived assets to be disposed of are recorded based upon the difference between the carrying value and the fair value of the applicable assets.

**INTEGRA FOUNDATION**

The Company may periodically make contributions to the Integra Foundation, Inc. The Integra Foundation was incorporated in 2002 exclusively for charitable, educational, and scientific purposes and qualifies under IRC 501(c)(3) as an exempt private foundation. Under its charter, the Integra Foundation engages in activities that promote health, the diagnosis and treatment of disease, and the development of medical science through grants, contributions and other appropriate means. The Integra Foundation is a separate legal entity and is not a subsidiary of the Company; therefore, its results are not included in these consolidated financial statements. The Company contributed \$0.6 million, \$0.6 million and \$1.0 million to the Integra Foundation during the years ended December 31, 2014, 2013 and 2012, respectively. These contributions were recorded in selling, general, and administrative expense.

**DERIVATIVES**

The Company develops, manufactures, and sells medical devices globally, and its earnings and cash flows are exposed to market risk from changes in interest rates and currency exchange rates. The Company addresses these risks through a risk management program that includes the use of derivative financial instruments, and operates the program pursuant to documented corporate risk management policies. All derivative financial instruments are recognized in the financial statements at fair value in accordance with the authoritative guidance. Under the guidance, for those instruments that are designated and qualify as hedging instruments, the hedging instrument must be designated as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation, based on the exposure being hedged. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship. The Company's derivative instruments do not subject its earnings or cash flows to material risk, and gains and losses on these derivatives generally offset losses and gains on the item being hedged. The Company has not entered into derivative transactions for speculative purposes and from time to time, the Company may enter into derivatives that are not designated as hedging instruments in order to protect itself from currency volatility due to intercompany balances.

All derivative instruments are recognized at their fair values as either assets or liabilities on the balance sheet. The Company determines the fair value of its derivative instruments, using the framework prescribed by the authoritative guidance, by considering the estimated amount the Company would receive to sell or transfer these instruments at the reporting date and by taking into account: expected forward interest rates, currency exchange rates, the creditworthiness of the counterparty for assets, and its creditworthiness for liabilities. In certain instances, the Company utilizes a discounted cash flow model to measure fair value. Generally, the Company uses inputs that include quoted prices for similar assets or liabilities in active markets, other observable inputs for the asset or liability and inputs derived principally from, or corroborated by, observable market data by correlation or other means. The Company has classified all of its derivative assets and liabilities within Level 2 of the fair value hierarchy because observable inputs are available for substantially the full term of its derivative instruments. The Company classifies derivatives that meet the definition of hedges in the same category as the item being hedged for cash flow presentation purposes.

**FOREIGN CURRENCY**

All assets and liabilities of foreign subsidiaries which have a functional currency other than the U.S. dollar are translated at the rate of exchange at year-end, while elements of the income statement are translated at the average exchange rates in effect during the year. The net effect of these translation adjustments is shown as a component of accumulated other comprehensive income (loss). These currency translation adjustments are not currently adjusted for income taxes as they relate to permanent investments in non-U.S. subsidiaries. Foreign currency transaction gains and losses are reported in other income (expense), net.

**INCOME TAXES**

Income taxes are accounted for by using the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period when the change is enacted.

The Company recognizes a tax benefit from an uncertain tax position only if it is more likely than not to be sustained upon examination based on the technical merits of the position. Reserves are established for positions that don't meet this recognition threshold. The reserve is measured as the largest amount of benefit determined on a cumulative probability basis that the Company believes is more likely than not to be realized upon ultimate settlement of the position. These reserves are classified as long-term liabilities in the consolidated balance sheets of the Company. The Company also records interest and penalties accrued in relation to uncertain tax benefits as a component of income tax expense.

While the Company believes it has identified all reasonably identifiable exposures and the reserve it has established for identifiable exposures is appropriate under the circumstances, it is possible that additional exposures exist and that exposures may be settled at amounts different than the amounts reserved. It is also possible that changes in facts and circumstances could cause the Company to either materially increase or reduce the carrying amount of its tax reserve.

The Company continues to indefinitely reinvest substantially all of its foreign earnings. Our current analysis indicates that we have sufficient U.S. liquidity, including borrowing capacity, to fund foreseeable U.S. cash needs without requiring the repatriation of foreign cash. As of December 31, 2014, taxes have not been provided on approximately \$223.5 million of accumulated foreign unremitted earnings on certain non-US subsidiaries that are expected to remain invested indefinitely. The unrecognized deferred tax liability associated with these temporary differences was estimated to be \$36.4 million. One time or unusual items that may impact our ability or intent to keep our foreign earnings and cash indefinitely reinvested include significant U.S. acquisitions, loans from a foreign subsidiary, changes in tax laws.

#### **REVENUE RECOGNITION**

Total revenues, net, include product sales, product royalties and other revenues, such as fees received under research, licensing, distribution arrangements, research grants, and technology-related royalties.

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred; title and risk of loss have passed to the customer, there is a fixed or determinable sales price, and collectability of that sales price is reasonably assured. For product sales, the Company's stated terms are primarily FOB shipping point and with most customers, title and risk of loss pass to the customer at that time. With certain United States customers, the Company retains risk of loss until the customers receive the product, and in those situations, the Company recognizes revenue upon receipt by the customer. A portion of the Company's product revenue is generated from consigned inventory maintained at hospitals and distributors, and also from inventory physically held by field sales representatives. For these types of products sales, the Company retains title until receiving appropriate notification that the product has been used or implanted, at which time revenue is recognized.

Each revenue transaction is evidenced by either a contract with the customer or a valid purchase order and an invoice which includes all relevant terms of sale. There are generally no significant customer acceptance or other conditions that prevent the Company from recognizing revenue in accordance with its delivery terms. In certain cases, where the Company has performance obligations that are significant to the functionality of the product, the Company recognizes revenue upon fulfillment of its obligation.

Sales invoices issued to customers contain the Company's price for each product or service. The Company performs a review of each specific customer's credit worthiness and ability to pay prior to accepting them as a customer. Further, the Company performs periodic reviews of its customers' status prospectively.

The Company records a provision for estimated returns and allowances on revenues in the same period as the related revenues are recorded. These estimates are based on historical sales returns and discounts and other known factors. The provisions are recorded as a reduction to revenues.

The Company's return policy, as set forth in its product catalogs and sales invoices, requires the Company to review and authorize the return of product in advance. Upon authorization, a credit will be issued for goods returned within a set amount of days from shipment, which is generally ninety days.

Product royalties are estimated and recognized in the same period that the royalty-based products are sold by the Company's strategic partners. The Company estimates and recognizes royalty revenue based upon communication with licensees, historical information and expected sales trends. Differences between actual revenues and estimated royalty revenues are adjusted in the period in which they become known, which is typically the following quarter. Historically, such adjustments have not been significant.

Other operating revenues may include fees received under research, licensing, and distribution arrangements, technology-related royalties and research grants. Non-refundable fees received under research, licensing and distribution arrangements or for the licensing of technology are recognized as revenue when received if the Company has no continuing obligations to the other party. For those arrangements where the Company has continuing performance obligations, revenue is recognized using the lesser of the amount of non-refundable cash received or the result achieved using the proportional performance method of accounting based upon the estimated cost to complete these obligations. Research grant revenue is recognized when the related expenses are incurred.

#### **SHIPPING AND HANDLING FEES AND COSTS**

Amounts billed to customers for shipping and handling are included in revenues. The related shipping and freight charges incurred by the Company are included in cost of goods sold. Distribution and handling costs of \$14.3 million, \$14.1 million and \$13.6 million were recorded in selling, general and administrative expense during the years ended December 31, 2014, 2013 and 2012, respectively.

#### **PRODUCT WARRANTIES**

Certain of the Company's medical devices, including monitoring systems and neurosurgical systems, are reusable and are designed to operate over long periods of time. These products are sold with warranties which may extend for up to two years from date of purchase. The Company accrues estimated product warranty costs at the time of sale based on historical experience. Any additional amounts are recorded when such costs are probable and can be reasonably estimated. Accrued warranty expense of \$0.3 million is recorded in the consolidated balance sheet at December 31, 2014 and 2013.

#### **RESEARCH AND DEVELOPMENT**

Research and development costs, including salaries, depreciation, consultant and other external fees, and facility costs directly attributable to research and development activities, are expensed in the period in which they are incurred.

IPR&D recorded in connection with acquisitions represent the value assigned to acquired assets to be used in research and development activities and for which there is no alternative use. Value is generally assigned to these assets based on the net present value of the projected cash flows expected to be generated by those assets.

During 2014 the Company capitalized \$0.2 million of IPR&D as a result of current-year acquisitions, and there was \$0.3 million capitalized in 2013. However, the full amount of the 2014 capitalized IPR&D was impaired due to regulatory events occurring subsequent to the acquisition date and the Company's decision not to pursue acquired projects.

#### **EMPLOYEE TERMINATION BENEFITS AND OTHER EXIT-RELATED COSTS**

The Company does not have a written severance plan, and it does not offer similar termination benefits to affected employees in all restructuring initiatives. Accordingly, in situations where minimum statutory termination benefits must be paid to the affected employees, the Company records employee severance costs associated with these restructuring activities in accordance with the authoritative guidance for non-retirement post-employment benefits. Charges associated with these activities are recorded when the payment of benefits is probable and can be reasonably estimated. In all other situations where the Company pays out termination benefits, including supplemental benefits paid in excess of statutory minimum amounts and benefits offered to affected employees based on management's discretion, the Company records these termination costs in accordance with the authoritative guidance for ASC Topic 712 *Compensation-Nonretirement Benefits* and ASC Topic 420 *One-time Employee Termination Benefits*.

The timing of the recognition of charges for employee severance costs other than minimum statutory benefits depends on whether the affected employees are required to render service beyond their legal notification period in order to receive the benefits. If affected employees are required to render service beyond their legal notification period, charges are recognized ratably over the future service period. Otherwise, charges are recognized when management has approved a specific plan and employee communication requirements have been met.

For leased facilities and equipment that have been abandoned, the Company records estimated lease losses based on the fair value of the lease liability, as measured by the present value of future lease payments subsequent to abandonment, less the present value of any estimated sublease income on the cease-use date. For owned facilities and equipment that will be disposed of, the Company records impairment losses based on fair value less costs to sell. The Company also reviews the remaining useful life of long-lived assets following a decision to exit a facility and may accelerate depreciation or amortization of these assets, as appropriate.

#### **STOCK-BASED COMPENSATION**

The Company applies the authoritative guidance for stock-based compensation. This guidance requires companies to recognize the expense related to the fair value of their stock-based compensation awards. Stock-based compensation expense for stock option awards granted after January 1, 2006 was based on the fair value on the grant date using the binomial distribution model. The Company recognized compensation expense for stock option awards, restricted stock awards, performance stock awards and contract stock awards on a ratable basis over the requisite service period of the award. The long form method was used in the determination of the windfall tax benefit in accordance with the guidance.

#### **PENSION BENEFITS**

Defined benefit pension plans cover certain employees and retirees in the U.K. and former employees in Germany. Various factors are considered in determining the pension liability, including the number of employees expected to be paid their salary levels and years of service, the expected return on plan assets, the discount rate used to determine the benefit obligations, the timing of benefit payments and other actuarial assumptions. If the actual results and events for the pension plans differ from current assumptions, the benefit obligation may be over or under valued.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Retirement benefit plan assumptions are reassessed on an annual basis or more frequently if changes in circumstances indicate a re-evaluation of assumptions are required. The key benefit plan assumptions are the discount rate and expected rate of return on plan assets. The discount rate is based on average rates on bonds that matched the expected cash outflows of the benefit plans. The expected rate of return is based on historical and expected returns on the various categories of plan assets.

Pension contributions are expected to be consistent over the next few years since the Germany and U.K. plans are frozen. Contributions to the plans during the years ended December 31, 2014, 2013 and 2012 were \$0.9 million, \$0.8 million and \$0.8 million, respectively.

***CONCENTRATION OF CREDIT RISK***

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash and cash equivalents, which are held at major financial institutions, investment-grade marketable debt securities and trade receivables.

The Company's products are sold on an uncollateralized basis and on credit terms based upon a credit risk assessment of each customer. A portion of the Company's trade receivables to customers outside the United States includes sales to foreign distributors, who then sell to government owned or supported healthcare systems. The ongoing economic conditions in certain European countries, especially Greece, Ireland, Italy, Portugal and Spain remain uncertain. Accounts receivable from customers in these countries was approximately \$6.2 million at December 31, 2014, of which \$0.3 million was reserved. At December 31, 2013, the accounts receivable from customers in these countries was \$6.1 million, of which \$0.7 million was reserved.

None of the Company's customers accounted for 10% or more of the consolidated net sales during the years ended December 31, 2014, 2013 and 2012.

**RECENTLY ISSUED AND ADOPTED ACCOUNTING STANDARDS**

In July 2013, the FASB issued ASU No. 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. This updated guidance requires an unrecognized tax benefit to be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, similar tax loss, or a tax credit carryforward. To the extent the tax benefit is not available at the reporting date under the governing tax law or if the entity does not intend to use the deferred tax asset for such purpose, the unrecognized tax benefit should be presented as a liability and not combined with deferred tax assets. This ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2013 for public entities and early adoption is permitted. The amendments are to be applied to all unrecognized tax benefits that exist as of the effective date and may be applied retrospectively to each prior reporting period presented. The standard adoption did not have a material impact on the Company's financial statements.

In April 2014, the FASB issued amendments to guidance for reporting discontinued operations and disposals of components of an entity. The amended guidance requires that a disposal representing a strategic shift that has (or will have) a major effect on an entity's financial results or a business activity classified as held for sale should be reported as discontinued operations. The amendments also expand the disclosure requirements for discontinued operations and add new disclosures for individually significant dispositions that do not qualify as discontinued operations. The amendments are effective prospectively for fiscal years, and interim reporting periods within those years, beginning after December 15, 2014 (early adoption is permitted only for disposals that have not been previously reported). The implementation of the amended guidance is not expected to have a material impact on the Company's consolidated financial position or results of operations, however, it will likely increase required footnote disclosures.

In May 2014, the FASB issued Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should: 1) identify the contract(s) with a customer, 2) identify the performance obligations in the contract, 3) determine the transaction price, 4) allocate the transaction price to the performance obligations in the contract, and 5) recognize revenue when (or as) the entity satisfies a performance obligation. This update is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, and early adoption is not permitted. The Company is in the process of evaluating the impact of this standard on its financial statements.

In June 2014, the FASB issued Update No. 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (Topic 718)*. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Topic 718 as it relates to awards with performance conditions that affect vesting to account for such awards. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. This update is effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period, and early adoption is permitted. The implementation of the amended guidance is not expected to have a material impact on the Company's consolidated financial position or results of operations.

There are no other recently issued accounting pronouncements that are expected to have a material effect on the Company's financial position, results of operations or cash flows.

**SUPPLEMENTAL CASH FLOW INFORMATION**

In addition to the payment of accreted interest associated with the settlement of the 2012 Convertible Notes, cash paid for interest during the years ended December 31, 2014, 2013 and 2012 was \$10.9 million (net of \$2.6 million that was capitalized into construction in progress), \$9.5 million (net of \$3.2 million that was capitalized into construction in progress) and \$12.0 million (net of \$2.1 million that was capitalized into construction in progress), respectively.

Cash paid for income taxes for the years ended December 31, 2014, 2013 and 2012 was \$10.9 million, \$7.6 million and \$12.7 million, respectively.

Property and equipment purchases included in liabilities at December 31, 2014, 2013 and 2012 were \$3.6 million, \$8.6 million and \$9.5 million, respectively.

**3. ACQUISITIONS AND PRO FORMA RESULTS**

Metasurg

On December 5, 2014, the Company acquired certain assets of Koby Ventures II, L.P. dba Metasurg ("Metasurg") for an aggregate purchase price of \$27.2 million. The purchase price consists of an initial cash payment to Metasurg of \$26.5 million and contingent consideration with an acquisition date fair value of \$0.7 million. The potential maximum undiscounted contingent consideration of \$38.5 million is based on reaching certain sales of acquired products. The fair value of this liability is based on future sales projections of the Metasurg product under various potential scenarios and weighting the probability of these outcomes for the period ended December 31, 2015. At the date of the acquisition, the cash flow projection was discounted using an internal rate of return of 19.9%. These fair value measurements were based on significant inputs not observed in the market and thus represented a Level 3 measurement.

Metasurg develops intuitive implant systems for the foot and ankle market and sells almost entirely in the U.S. market. The acquired foot and ankle products will enhance the Company's lower extremities market position.

The following summarizes the preliminary allocation of the purchase price as of December 31, 2014 based on the fair value of the assets acquired and liabilities assumed:

|                                     | <b>Preliminary Purchase Price<br/>Allocation</b> |                        |
|-------------------------------------|--|------------------------|
|                                     | <b>(Dollars in thousands)</b>                    |                        |
| Inventory                           | \$   | 4,730                  |
| Property, plant, and equipment      |  | 1,171                  |
| Intangible assets:                  |  | <u>Wtd. Avg. Life:</u> |
| Technology product rights           |  | 20,590 8 - 14 Years    |
| In-process research and development |  | 190 Indefinite         |
| Goodwill                            |  | 469                    |
| Net assets acquired                 | <u>\$</u>  | <u>27,150</u>          |

MicroFrance

On October 27, 2014, the Company acquired all outstanding shares of Medtronic Xomed Instrumentation, SAS ("MicroFrance") from Medtronic, Inc. ("Medtronic") as well as certain assets of Medtronic for \$61.6 million in cash. MicroFrance specializes in manual ear, nose, and throat ("ENT") instruments and designs, manufactures, and sells reusable handheld instruments to ENT and laparoscopy surgical specialists around the world. The acquired ENT instruments fill a portfolio gap for the Company with clear growth opportunities through market adjacencies and provides for increased scale and reach in the international market.

The following summarizes the preliminary allocation of the purchase price as of December 31, 2014 based on the fair value of the assets acquired and liabilities assumed:



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

|  | <b>Preliminary Purchase Price Allocation</b> |                        |
|--|--|------------------------|
|  | <b>(Dollars in thousands)</b>                |                        |
| Cash                                   | \$   | 2,195                  |
| Inventory                              |  | 3,765                  |
| Prepaid expenses                       |  | 620                    |
| Property, plant, and equipment         |  | 3,675                  |
| Other current assets                   |  | 5,025                  |
| <b>Intangible assets:</b>              |  | <b>Wtd. Avg. Life:</b> |
| Trade name                             | 11,990                                       | 20 Years               |
| Technology                             | 4,580  | 15 - 16 Years          |
| Customer relationships                 | 18,130                                       | 12 - 16 Years          |
| Goodwill                               |  | 17,435                 |
| Total assets acquired                  |  | 67,415                 |
| Accounts payable and other liabilities |  | 5,800                  |
| Net assets acquired                    | \$   | 61,615                 |

*Confluent Surgical, Inc.*

On January 15, 2014, the Company acquired all outstanding shares of Confluent Surgical, Inc., ("Confluent Surgical") - including its surgical sealant and adhesion barrier product lines - from Covidien Group S.a.r.l, ("Covidien") for an aggregate purchase price of \$255.9 million. The purchase price consists of an initial cash payment to Covidien of \$231.0 million upon the closing of the transaction, a separate prepayment of \$4.0 million made under a transitional supply agreement with an affiliate of Covidien, and contingent consideration with an acquisition date fair value of \$20.9 million. The potential maximum undiscounted contingent consideration of \$30.0 million consists of \$25.0 million upon obtaining certain U.S. governmental approvals and \$5.0 million upon obtaining certain European governmental approvals, both related to the completion of the transition of the Confluent Surgical business.

The transitional supply agreement secures the supply of the acquired products from an affiliate of Covidien until the earlier of (i) the time that the transition of the Confluent Surgical business as discussed above is complete, or (ii) the fifth anniversary of the effective date of the agreement (the agreement also contains an option to extend for another two years by providing written notice at least 180 days prior to the end of the initial five-year period). This agreement contains financial incentives to the affiliate of Covidien for the timely supply of products each fiscal quarter through the third anniversary of the agreement. The prices paid under the supply agreement are essentially flat through the third anniversary of the agreement, and then increase significantly each of the following three years. The Company also entered into a transition services agreement with an affiliate of Covidien at the closing for services such as customer service, accounting and information technology management, clinical and regulatory affairs, manufacturing transition services, and other functions.

This acquisition complements the Company's global neurosurgery growth strategy aimed at providing a broader set of solutions for surgical procedures in the head.

The Company recorded revenue for Confluent Surgical of approximately \$69.0 million in the consolidated statements of operations from the acquisition date through December 31, 2014. The net income or loss attributable to this acquisition cannot be identified on a stand-alone basis because it has been fully integrated into the Company's operations.

The Company adjusted the preliminary purchase price allocation during the quarter ended June 30, 2014 to reduce deferred tax liabilities by \$12.4 million. This adjustment offset goodwill and was the result of the Company analyzing and revising its tax positions in certain jurisdictions. The following summarizes the final allocation of the purchase price as of December 31, 2014 based on the fair value of the assets acquired and liabilities assumed:

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

|                                      | <b>Final Purchase Price<br/>Allocation</b> |                      |
|--------------------------------------|--|----------------------|
|                                      | <b>(Dollars in thousands)</b>              |                      |
| Inventory deposit                    | \$   | 4,000                |
| Property, plant, and equipment       |  | 438                  |
| Intangible assets:                   |  | Wtd. Avg. Life:      |
| Technology product rights            |  | 239,800 3 - 20 Years |
| Other                                |  | 400                  |
| Deferred tax assets - long term      |  | 12                   |
| Goodwill                             |  | 105,331              |
| Total assets acquired                |  | <u>349,981</u>       |
| Contingent supply liability          |  | 5,891                |
| Other                                |  | 731                  |
| Deferred tax liabilities - long term |  | 87,464               |
| Net assets acquired                  | <u>\$</u>                                  | <u>255,895</u>       |

Subsequent to the acquisition date, a regulatory event occurred that resulted in the full-impairment of one of the acquired technology product rights of \$0.6 million. This event was not known, or knowable, at the time of the acquisition and therefore the impairment has been included in the Company's cost of sales.

The Company accounted for the contingent supply liability by recording its fair value as a liability on the date of the acquisition based on a discounted cash-flow model. This contingent supply liability relates to contractual quarterly incentive payments that will be made to an affiliate of Covidien if certain supply minimums under the transitional supply agreement are met.

The Company accounted for the contingent consideration by recording its fair value as a liability on the date of the acquisition. The contingent consideration relates to the Company's obtaining certain U.S. and European regulatory approvals. At the date of the acquisition, both of these milestones were valued using a discount rate of 2.2%, which is equivalent to the cost of debt for the estimated time horizon, and an overall probability of occurring of 95%. Accordingly, on January 15, 2014 the Company recorded a \$20.9 million liability representing the initial fair value estimate of the probability weighted contingent consideration that management believes will be paid between early 2017 and late 2018. Depending on the expected timing of the estimated payments, the acquisition date fair value of the probability adjusted payments could have been \$0.3 million higher or \$0.4 million lower. These fair value measurements were based on significant inputs not observed in the market and thus represented a Level 3 measurement. The contingent consideration is re-measured to fair value at each reporting date until the contingency is resolved, and those changes in fair value are recognized in earnings.

Tarsus Medical Inc.

On January 24, 2013, the Company acquired all outstanding preferred and common stock of Tarsus Medical, Inc. ("Tarsus") for a total of \$4.7 million consisting of \$3.1 million in cash (including working capital adjustments of \$0.2 million) and contingent consideration with an estimated acquisition date fair value of approximately \$1.6 million. The potential maximum undiscounted contingent consideration consists of a first milestone payment of up to \$1.5 million and a second payment of up to \$11.5 million. These payments are based on reaching certain sales thresholds of acquired products. During the second quarter of 2014, the Company adjusted the fair value of the contingent consideration to zero as it no longer believes the achievement of the sales targets is probable. Tarsus is a podiatry device company addressing clinical needs associated with diseases and injuries of the foot and ankle.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following summarizes the final allocation of the purchase price based on fair value of the assets acquired and liabilities assumed:

|  | Final Purchase Price<br>Allocation |                        |
|--|------------------------------------|------------------------|
|  | (Dollars in thousands)             |                        |
| Cash                                   | \$                                 | 85                     |
| Prepaid expenses                       |                                    | 13                     |
| Intangible assets:                     |                                    | <u>Wtd. Avg. Life:</u> |
| Technology                             |                                    | 5,040    10 - 14 years |
| In-process research and development    |                                    | 340    Indefinite      |
| Deferred tax asset - long term         |                                    | 1,334                  |
| Goodwill                               |                                    | 116                    |
| Total assets acquired                  |                                    | <u>6,928</u>           |
| Accounts payable and other liabilities |                                    | 111                    |
| Deferred tax liability                 |                                    | 2,152                  |
| Net assets acquired                    | \$                                 | <u>4,665</u>           |

Management determined the preliminary fair value of net assets acquired during the first quarter of 2013 and finalized the working capital adjustment in the second quarter of 2013. The Company accounts for the contingent consideration by recording its fair value as a liability on the date of the acquisition and re-measuring the fair value at each reporting date until the contingency is resolved. Changes in fair value of the contingent consideration are recognized in earnings. Accordingly, on January 24, 2013 the Company recorded \$1.6 million representing the initial fair value estimate of the contingent consideration that will be earned through December 31, 2015. The fair value of this liability is based on future sales projections of the Tarsus Medical product under various potential scenarios and weighting the probability of these outcomes for the period ended December 31, 2015. At the date of the acquisition, the first milestone cash flow projection was discounted using a rate of 4.3% based on an estimated after tax cost of debt; the second milestone cash flow projection was discounted using a weighted average cost of capital of 16.5%. These fair value measurements were based on significant inputs not observed in the market and thus represented a Level 3 measurement.

The goodwill recorded in connection with these acquisitions is based on (i) expected cost savings, operating synergies and other benefits expected to result from the combined operations, (ii) the value of the going-concern element of the existing business (that is, the higher rate of return on the assembled net assets versus if the Company had acquired all of the net assets separately), and (iii) intangible assets that do not qualify for separate recognition such as an assembled workforce. The acquisitions generated a combination of deductible and non-deductible goodwill.

Contingent Consideration

The fair value of contingent consideration during the year-ended December 31, 2014 was (i) increased to reflect current period acquisitions, and the change in the time value of money during the period, and (ii) decreased because the Company believes that it is no longer probable that it will reach certain sales-based milestone targets. A reconciliation of the opening balances to the closing balances of these Level 3 measurements is as follows (in thousands):

|   |                  | Location in Statement of Operations |
|---|------------------|-------------------------------------|
| Balance as of January 1, 2014   | \$ 1,227         |                                     |
| Contingent consideration from Confluent Surgical Acquisition                  | 20,895           |                                     |
| Contingent consideration from Metasurg Acquisition                            | 650              |                                     |
| (Gain)/Loss from decrease in fair value of contingent consideration liability | (764)            | Selling, general and administrative |
| Fair value at December 31, 2014   | <u>\$ 22,008</u> |                                     |

Pro Forma Results (unaudited)

The following unaudited pro forma financial information summarizes the results of operations for the year ended December 31, 2014 as if the acquisitions completed by the Company during 2014 had been completed as of January 1, 2013. The pro forma results are based upon certain assumptions and estimates, and they give effect to actual operating results prior to the acquisitions

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

and adjustments to reflect (i) increased interest expense, depreciation expense, intangible asset amortization and fair value inventory step-up, (ii) timing of recognition for certain expenses that will not be recurring in the post-acquisition entity, and (iii) income taxes at a rate consistent with the Company's statutory rate. No effect has been given to other cost reductions or operating synergies. As a result, these pro forma results do not necessarily represent results that would have occurred if the acquisitions had taken place on the basis assumed above, nor are they indicative of the results of future combined operations.

The impact of the Tarsus acquisition is not material to the consolidated operating results of the Company; therefore, the pro-forma impact of the acquisition has not been presented.

|                       | Year Ended December 31,                 |            |
|-----------------------|---|------------|
|                       | 2014                                    | 2013       |
|                       | (In thousands except per share amounts) |            |
| Total revenue         | \$ 964,738                              | \$ 942,455 |
| Net income            | \$ 43,814                               | \$ (7,298) |
| Net income per share: |   |            |
| Basic                 | \$ 1.35                                 | \$ (0.22)  |

#### **4. DEBT**

##### ***Amended and Restated Senior Credit Agreement***

On August 10, 2010, the Company entered into an amended and restated credit agreement with a syndicate of lending banks (the "Senior Credit Facility"), and subsequently amended the Senior Credit Facility on June 8, 2011, May 11, 2012, June 21, 2013, July 2, 2014, and December 19, 2014.

The June 8, 2011 amendment:

- i. increased the revolving credit component from \$450 million to \$600 million and eliminated the \$150 million term loan component that existed under the original amended and restated credit agreement;
- ii. allows the Company to further increase the size of the revolving credit component by an aggregate of \$200 million with additional commitments;
- iii. provides the Company with decreased borrowing rates and annual commitment fees, and provides more favorable financial covenants; and
- iv. extended the maturity date from August 10, 2015 to June 8, 2016.

On May 11, 2012, the Company entered into another amendment to the Senior Credit Facility (the "2012 Amendment"). The 2012 Amendment modified certain financial and negative covenants. The 2012 Amendment provides that the Company's Maximum Consolidated Total Leverage Ratio (a measure of net debt to consolidated EBITDA, in each case as defined in the Senior Credit Facility, as amended) during any consecutive four quarter period should not be greater than 3.75 to 1.00 during any such period ending on December 31, 2013 (instead of March 31, 2012). In addition, when calculating consolidated EBITDA for any period, the 2012 Amendment permits the addition of certain costs and expenses in the calculation of consolidated net income for such period, to the extent deducted in the calculation of consolidated net income. The Company capitalized \$0.4 million of incremental financing costs in connection with the 2012 Amendment.

On June 21, 2013, the Company entered into another amendment to the Senior Credit Facility (the "2013 Amendment"). The 2013 Amendment modified certain financial and negative covenants and increased the Company's Maximum Consolidated Total Leverage Ratio (a measure of net debt to consolidated EBITDA, in each case as defined in the Senior Credit Facility, as amended) to 4.25 through June 30, 2014, with a step-down to 4.00 through March 31, 2015, and then with another step-down to 3.75 thereafter. In addition, when calculating consolidated EBITDA for any period, the 2013 Amendment permits the addition of certain costs and expenses in the calculation of consolidated net income for such period, to the extent deducted in the calculation of consolidated net income. The effect of the 2013 Amendment is to increase the ability of the Company to borrow under the Senior Credit Facility during the affected periods. The Company capitalized \$1.1 million of incremental financing costs in connection with the 2013 Amendment, which will be amortized through the maturity date of the Senior Credit Facility.

On July 2, 2014, the Company entered into an amended and restated credit agreement with a syndicate of lending banks, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Credit Agricole-Corporate and Investment Bank and TD Bank, N.A., as Co-Documentation Agents.

The 2014 amended and restated Senior Credit Facility created an aggregate principal amount of up to \$900.0 million available to the Company through the following facilities:

- i. a \$750.0 million revolving credit facility (increased from \$600.0 million), which includes a \$60.0 million sublimit for the issuance of standby letters of credit and a \$60.0 million sublimit for swingline loans, and
- ii. a \$150.0 million term loan facility.

The Senior Credit Facility allows the Company to further increase the size of either the revolving credit facility or the term loan facility, or a combination thereof, by an aggregate of \$200.0 million with additional commitments. The July 2014 amended and restated Senior Credit Facility extended the maturity date of the prior facility from June 8, 2016 to July 2, 2019.

On December 19, 2014, the Company entered into an amendment to the Senior Credit Facility which modified covenants to permit the distribution and/or dividend by the Company of its spine business to the Company's public stockholders. The intent of the amendment is to permit the Company to consummate the spine business spin-off transactions.

Borrowings under the Senior Credit Facility bear interest, at the Company's option, at a rate equal to:

- i. the Eurodollar Rate (as defined in the amendment and restatement) in effect from time to time plus the applicable rate (ranging from 1.00% to 1.75%), or
- ii. the highest of:

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

1. the weighted average overnight Federal funds rate, as published by the Federal Reserve Bank of New York, plus 0.50%, or
2. the prime lending rate of Bank of America, N.A., or
3. the one-month Eurodollar Rate plus 1.00%.

The applicable rates are based on the Company's consolidated total leverage ratio (defined as the ratio of (a) consolidated funded indebtedness less cash in excess of \$40.0 million that is not subject to any restriction of the use or investment thereof to (b) consolidated EBITDA) at the time of the applicable borrowing.

The Company will also pay an annual commitment fee (ranging from 0.15% to 0.30%), based on the Company's consolidated total leverage ratio, on the daily amount by which the revolving credit facility exceeds the outstanding loans and letters of credit under the credit facility.

The Senior Credit Facility is collateralized by substantially all of the assets of the Company's U.S. subsidiaries, excluding intangible assets. The Senior Credit Facility is subject to various financial and negative covenants and at December 31, 2014 the Company was in compliance with all such covenants. In connection with the modification of the 2014 amendment and restatement of the Senior Credit Facility the Company capitalized \$3.2 million of incremental financing costs, and expensed \$0.3 million of previously capitalized financing costs.

On July 2, 2014, the Company borrowed \$422.0 million under the Senior Credit Facility consisting of a \$150.0 million term loan and \$272.0 million under its revolving credit facility. The Company used the funds to repay the balance of its previous Senior Credit Facility. The outstanding borrowings have one, two, three, six months, or, if available, twelve months interest periods.

At December 31, 2014 and 2013, there was \$266.9 million and \$186.9 million outstanding, respectively, under the revolving portion of the Senior Credit Facility at a weighted average interest rate of 1.7% and 2.0%, respectively. At December 31, 2014 there was \$150.0 million outstanding under the term loan component of the Senior Credit Facility at a weighted average interest rate of 1.7%. At December 31, 2014, there was approximately \$483.1 million available for borrowing under the Senior Credit Facility. The fair value of outstanding borrowings of the Senior Credit Facility's revolving credit facility and term loan components at December 31, 2014 was approximately \$248.2 million and \$140.3 million, respectively. These fair values were determined by using a discounted cash flow model based on current market interest rates available to the Company. These inputs are corroborated by observable market data for similar liabilities and therefore classified within Level 2 of the fair value hierarchy. Level 2 inputs represent inputs that are observable for the asset or liability, either directly or indirectly and are other than active market observable inputs that reflect unadjusted quoted prices for identical assets or liabilities. The Company considers the balance to be long term in nature based on its current intent and ability to repay the borrowing outside of the next twelve-month period.

Contractual repayments of the term loan do not begin until September 30, 2015 and are due as follows:

| <u>Year Ended December 31,</u> | <u>Principal Repayment</u><br><u>(In thousands)</u> |
|--------------------------------|---|
| 2015                           | \$3,750   |
| 2016                           | 9,735   |
| 2017                           | 13,125  |
| 2018                           | 15,000  |
| 2019                           | 108,750   |

**2016 Convertible Senior Notes**

On June 15, 2011, the Company issued \$230.0 million aggregate principal amount of its 1.625% Convertible Senior Notes due 2016 (the "2016 Notes"). The 2016 Notes mature on December 15, 2016, and bear interest at a rate of 1.625% per annum payable semi-annually in arrears on December 15 and June 15 of each year. The portion of the debt proceeds that was classified as equity at the time of the offering was \$43.2 million, an equivalent of that amount is being amortized to interest expense using the effective interest method through December 2016. The effective interest rate implicit in the liability component is 5.6%.

At December 31, 2014, the carrying amount of the liability component was \$213.1 million, the remaining unamortized discount was \$16.9 million, and the principal amount outstanding was \$230.0 million. At December 31, 2013, the carrying amount of the liability component was \$205.2 million, the remaining unamortized discount was \$24.8 million and the principal amount outstanding was \$230.0 million.

The fair value of the 2016 Notes at December 31, 2014 was approximately \$254.0 million. The fair value of the liability of the 2016 Notes was determined using a discounted cash flow model based on current market interest rates available to the Company.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

These inputs are corroborated by observable market data for similar liabilities and therefore classified within Level 2 of the fair-value hierarchy.

The 2016 Notes are senior, unsecured obligations of the Company, and are convertible into cash and, if applicable, shares of its common stock based on an initial conversion rate, subject to adjustment of 17.4092 shares per \$1,000 principal amount of 2016 Notes (which represents an initial conversion price of approximately \$57.44 per share). The Company will satisfy any conversion of the 2016 Notes with cash up to the principal amount of the 2016 Notes pursuant to the net share settlement mechanism set forth in the indenture and, with respect to any excess conversion value, with shares of the Company's common stock. The 2016 Notes are convertible only in the following circumstances: (1) if the closing sale price of the Company's common stock exceeds 150% of the conversion price during a period as defined in the indenture; (2) if the average trading price per \$1,000 principal amount of the 2016 Notes is less than or equal to 98% of the average conversion value of the 2016 Notes during a period as defined in the indenture; (3) at any time on or after June 15, 2016; or (4) if specified corporate transactions occur, which includes the planned spin-off of the spine business. The issue price of the 2016 Notes was equal to their face amount, which is also the amount holders are entitled to receive at maturity if the 2016 Notes are not converted. As of December 31, 2014, none of these conditions existed as of December 31, 2014 with respect to the 2016 Notes and as a result, the 2016 Notes are classified as long term.

In connection with the issuance of the 2016 Notes, the Company entered into call transactions and warrant transactions, primarily with affiliates of the initial purchasers of such notes (the "hedge participants"). The initial strike price of the call transaction is approximately \$57.44 per share, subject to customary anti-dilution adjustments. The initial strike price of the warrant transaction is approximately \$70.05 per share, subject to customary anti-dilution adjustments.

**2012 Senior Convertible Notes**

On June 11, 2007, the Company issued \$165.0 million aggregate principal amount of its 2012 Notes (the "2012 Notes"). The 2012 Notes bear interest at a rate of 2.375% per annum payable semi-annually in arrears on December 1 and June 1 of each year. In accordance with the accounting guidance for debt with conversion and other options, the Company accounted for the liability and equity components of the 2012 Notes separately. The portion of the debt proceeds that the Company had classified as equity at the time of the offering, and recognized as a debt discount, was determined based on the fair value of similar debt instruments that did not include a conversion feature and amounted to \$30.6 million. The Company amortized the debt discount to interest expense using the effective interest method through June 2012. The effective interest rate implicit in the liability component was based on the Company's estimated non-convertible borrowing rate at the date the 2012 Notes were issued and was 6.8%.

In connection with the issuance of the 2012 Notes, the Company entered into call transactions and warrant transactions, primarily with affiliates of the initial purchasers of such notes (the "hedge participants"). The total cost of the call transactions to the Company was approximately \$30.4 million and the Company received approximately \$12.2 million of proceeds from the warrant transactions. The call transactions involve the Company's purchasing call options from the hedge participants, and the warrant transactions involve the Company's selling call options to the hedge participants with a higher strike price than the purchased call options.

In June 2012, the Company repaid the 2012 Notes at maturity with long-term borrowings from its Senior Credit Facility and cash on hand. The related bond hedge contracts terminated in components over the 100 trading day period commencing 90 days after the maturity of the 2012 Notes.

**Convertible Note Interest**

The interest expense components of the Company's convertible notes are as follows:

|  | Years Ended December 31, |                 |                 |
|--|--------------------------|-----------------|-----------------|
|  | 2014                     | 2013            | 2012            |
| (In thousands)   |                          |                 |                 |
| <b>2016 Notes:</b>   |                          |                 |                 |
| Amortization of the discount on the liability component (1)  | \$ 7,104                 | \$ 6,463        | \$ 5,993        |
| Cash interest related to the contractual interest coupon (2) | 3,342                    | 3,218           | 3,154           |
| Total  | <u>\$ 10,446</u>         | <u>\$ 9,681</u> | <u>\$ 9,147</u> |
| <b>2012 Notes:</b>   |                          |                 |                 |
| Amortization of the discount on the liability component (1)  | \$ —                     | \$ —            | \$ 2,527        |
| Cash interest related to the contractual interest coupon (2) | —                        | —               | 1,378           |
| Total  | <u>\$ —</u>              | <u>\$ —</u>     | <u>\$ 3,905</u> |

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

- (1) In 2014 and 2013, the amortization of the discount on the liability component of the 2016 Note is presented net of capitalized interest of \$0.9 million and \$1.0 million, respectively. In 2012, the amortization of the discount on the liability component of the 2016 and 2012 Notes are presented net of capitalized interest of \$1.1 million and \$0.5 million, respectively.
- (2) In 2014 and 2013, the cash interest related to the contractual interest coupon on the 2016 Note is presented net of capitalized interest of \$0.4 million and \$0.5 million, respectively. In 2012, the cash interest related to the contractual interest coupon on the 2016 and 2012 Notes are presented net of capitalized interest of \$0.6 million and \$0.3 million, respectively.



**5. DERIVATIVE INSTRUMENTS**

***Interest Rate Hedging***

The Company's interest rate risk relates to U.S. dollar denominated variable LIBOR interest rate borrowings. The Company uses an interest rate swap derivative instrument entered into on August 10, 2010 with an effective date of December 31, 2010 to manage its earnings and cash flow exposure to changes in interest rates by converting a portion of its floating-rate debt into fixed-rate debt beginning on December 31, 2010. This interest rate swap expires on August 10, 2015.

The Company designates this derivative instrument as a cash flow hedge. The Company records the effective portion of any change in the fair value of a derivative instrument designated as a cash flow hedge as unrealized gains or losses in accumulated other comprehensive income ("AOCI"), net of tax, until the hedged item affects earnings, at which point the effective portion of any gain or loss will be reclassified to earnings. If the hedged cash flow does not occur, or if it becomes probable that it will not occur, the Company will reclassify the amount of any gain or loss on the related cash flow hedge to interest expense at that time.

The Company expects that approximately \$0.9 million of pre-tax losses recorded as net in AOCI related to the interest rate hedge could be reclassified to earnings within the next twelve months.

***Foreign Currency Hedging***

From time to time the Company enters into foreign currency hedge contracts intended to protect the U.S. dollar value of certain forecasted foreign currency denominated transactions. The Company records the effective portion of any change in the fair value of foreign currency cash flow hedges in AOCI, net of tax, until the hedged item affects earnings. Once the related hedged item affects earnings, the Company reclassifies the effective portion of any related unrealized gain or loss on the foreign currency cash flow hedge to earnings. If the hedged forecasted transaction does not occur, or if it becomes probable that it will not occur, the Company will reclassify the amount of any gain or loss on the related cash flow hedge to earnings at that time.

The success of the Company's hedging program depends, in part, on forecasts of certain activity denominated in euros. The Company may experience unanticipated currency exchange gains or losses to the extent that there are differences between forecasted and actual activity during periods of currency volatility. In addition, changes in currency exchange rates related to any unhedged transactions may affect its earnings and cash flows.

***Counterparty Credit Risk***

The Company manages its concentration of counterparty credit risk on its derivative instruments by limiting acceptable counterparties to a group of major financial institutions with investment grade credit ratings, and by actively monitoring their credit ratings and outstanding positions on an ongoing basis. Therefore, the Company considers the credit risk of the counterparties to be low. Furthermore, none of the Company's derivative transactions are subject to collateral or other security arrangements, and none contain provisions that depend upon the Company's credit ratings from any credit rating agency.

***Fair Value of Derivative Instruments***

The Company has classified all of its derivative instruments within Level 2 of the fair value hierarchy because observable inputs are available for substantially the full term of the derivative instruments. The fair value of the foreign currency forward exchange contracts related to inventory purchases is determined by comparing the forward rate as of the period end and the settlement rate specified in each contract. The fair value of the interest rate swap was developed using a market approach based on publicly available market yield curves and the terms of the swap. The Company performs ongoing assessments of counterparty credit risk.

The following table summarizes the fair value, notional amounts presented in U.S. dollars, and presentation in the consolidated balance sheet for derivatives designated as hedging instruments as of December 31, 2014 and December 31, 2013:

| <u>Location on Balance Sheet</u> <sup>(1)</sup> :                                  | Fair Value as of     |                      |
|--|----------------------|----------------------|
|  | December 31,<br>2014 | December 31,<br>2013 |
|  | (In thousands)       |                      |
| <b>Derivatives designated as hedges — Liabilities:</b>                             |                      |                      |
| Interest rate swap — Accrued expenses and other current liabilities <sup>(2)</sup> | \$ 898               | \$ 1,676             |
| Interest rate swap — Other liabilities <sup>(2)</sup>                              | —                    | 763                  |
| <b>Total Derivatives designated as hedges — Liabilities</b>                        | <b>\$ 898</b>        | <b>\$ 2,439</b>      |

<sup>(1)</sup> The Company classifies derivative assets and liabilities as current based on the cash flows expected to be incurred within the following 12 months.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(2) At December 31, 2014 and December 31, 2013, the notional amount related to the Company's sole interest rate swap was \$97.5 million and \$112.5 million, respectively. In the next 12 months, the Company expects to reduce the notional amount by \$11.3 million.

The following presents the effect of derivative instruments designated as cash flow hedges on the accompanying consolidated statements of operations during the years ended December 31, 2014 and 2013:

|                                     | Balance in AOCI<br>Beginning of<br>Year | Amount of<br>Gain (Loss)<br>Recognized in<br>AOCI-<br>(Effective Portion) | Amount of Gain (Loss)<br>Reclassified from<br>AOCI into<br>Earnings-(Effective<br>Portion) | Balance in AOCI<br>End of Year | Location in<br>Statements of<br>Operations |
|-------------------------------------|---|---|--|--------------------------------|--|
| (In thousands)                      |   |   |  |                                |  |
| <b>Year Ended December 31, 2014</b> |   |   |  |                                |  |
| Interest rate swap                  | \$ (2,439)                              | \$ (206)  | \$ (1,747)   | \$ (898)                       | Interest (expense)                         |
|                                     | <u>\$ (2,439)</u>                       | <u>\$ (206)</u>   | <u>\$ (1,747)</u>  | <u>\$ (898)</u>                |  |
| <b>Year Ended December 31, 2013</b> |   |   |  |                                |  |
| Foreign currency forward contracts  | \$ (34)                                 | \$ 142  | \$ 108   | \$ —                           | Costs of goods sold                        |
| Interest rate swap                  | (4,125)                                 | (252)   | (1,938)  | (2,439)                        | Interest (expense)                         |
|                                     | <u>\$ (4,159)</u>                       | <u>\$ (110)</u>   | <u>\$ (1,830)</u>  | <u>\$ (2,439)</u>              |  |

The Company recognized no gains or losses resulting from ineffectiveness of cash flow hedges during the years ended December 31, 2014 and 2013.

**6. TREASURY STOCK**

On October 28, 2014, the Board of Directors terminated the October 2012 authorization and authorized up to \$75.0 million of its outstanding common stock through December 2016. As of December 31, 2014 there remained \$75.0 million available for repurchases under this authorization.

There were no treasury stock repurchases during the years ended December 31, 2014 or December 31, 2013.

**7. STOCK-BASED COMPENSATION**

Stock-based compensation expense - all related to employees - recognized under the authoritative guidance was as follows:

|   | Years Ended December 31, |          |          |
|---|--------------------------|----------|----------|
|   | 2014                     | 2013     | 2012     |
|   | (In thousands)           |          |          |
| Selling, general and administrative                                     | \$ 14,459                | \$ 9,948 | \$ 8,646 |
| Research and development  | 481                      | 355      | 335      |
| Cost of goods sold  | 165                      | 90       | 70       |
| Total stock-based compensation expense                                  | 15,105                   | 10,393   | 9,051    |
| Total estimated tax benefit related to stock-based compensation expense | 5,578                    | 4,018    | 3,532    |
| Net effect on net income  | \$ 9,527                 | \$ 6,375 | \$ 5,519 |

**EMPLOYEE STOCK PURCHASE PLAN**

The purpose of the Employee Stock Purchase Plan (the "ESPP") is to provide eligible employees of the Company with the opportunity to acquire shares of common stock at periodic intervals by means of accumulated payroll deductions. Under the ESPP, a total of 1.5 million shares of common stock are reserved for issuance. These shares will be made available either from the Company's authorized but unissued shares of common stock or from shares of common stock reacquired by the Company as treasury shares. At December 31, 2014, 1.0 million shares remain available for purchase under the ESPP. During the years ended December 31, 2014, 2013 and 2012, the Company issued 4,475 shares, 6,309 shares and 6,315 shares under the ESPP for \$0.2 million, \$0.3 million and \$0.2 million, respectively.

The ESPP was amended in 2005 to reduce the discount available to participants to five percent and to fix the price against which such discount would be applied. Accordingly, the ESPP is a non-compensatory plan.

**EQUITY AWARD PLANS**

As of December 31, 2014, the Company had stock options, restricted stock awards, performance stock awards, contract stock awards and restricted stock unit awards outstanding under three plans, the 2000 Equity Incentive Plan (the "2000 Plan"), the 2001 Equity Incentive Plan (the "2001 Plan"), and the 2003 Equity Incentive Plan (the "2003 Plan," and collectively, (the "Plans").

In July 2008 and May 2010, the stockholders of the Company approved amendments to the 2003 Plan to increase by 750,000 and 1,750,000, respectively, the number of shares of common stock that may be issued under the 2003 Plan. The Company has reserved 2,000,000 shares under each of the 2000 Plan and the 2001 Plan, and 6,500,000 shares under the 2003 Plan. The Plans permit the Company to grant incentive and non-qualified stock options, stock appreciation rights, restricted stock, contract stock, performance stock, or dividend equivalent rights to designated directors, officers, employees and associates of the Company.

Stock options issued under the Plans become exercisable over specified periods, generally within four years from the date of grant for officers, directors and employees, and generally expire six years from the grant date for employees and from six to ten years for directors and certain executive officers. Restricted stock issued under the Plans vests ratably over specified periods, generally three years after the date of grant.

**Stock Options**

The Company values stock option grants using the binomial distribution model. Management believes that the binomial distribution model is preferable to the Black-Scholes model because the binomial distribution model is a more flexible model that considers the impact of non-transferability, and vesting provisions in the valuation of employee stock options.

In determining the value of stock options granted, the Company considered that it has never paid cash dividends and does not currently intend to pay cash dividends, and thus has assumed a 0% dividend yield. Expected volatilities are based on the historical volatility of the Company's stock price with forward-looking assumptions. The expected life of stock options is estimated based on historical data on exercise of stock options, post-vesting forfeitures and other factors to estimate the expected term of the stock options granted. The risk-free interest rates are derived from the U.S. Treasury yield curve in effect on the date of grant for instruments with a remaining term similar to the expected life of the options. In addition, the Company applies an expected forfeiture rate when amortizing stock-based compensation expenses. The estimate of the forfeiture rates is based primarily upon historical experience of employee turnover. As individual grant awards become fully vested, stock-based compensation expense is adjusted to recognize actual forfeitures.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following weighted-average assumptions were used in the calculation of fair value:

|   | Years Ended December 31, |         |         |
|---|--------------------------|---------|---------|
|   | 2014                     | 2013    | 2012    |
| Dividend yield                          | 0%                       | 0%      | 0%      |
| Expected volatility                     | 29%                      | 31%     | 30%     |
| Risk free interest rate                 | 2.41%                    | 1.52%   | 1.33%   |
| Expected life of option from grant date | 8 years                  | 8 years | 8 years |

The following table summarizes the Company's stock option activity:

| <b>Stock Options</b>                            | Shares         | Weighted Average<br>Exercise Price | Weighted Average<br>Contractual Term in<br>Years | Aggregate Intrinsic<br>Value |
|---|----------------|------------------------------------|--|------------------------------|
|   | (In thousands) |                                    |  | (In thousands)               |
| Outstanding at December 31, 2013                | 1,639          | \$ 37.64                           |  |                              |
| Granted   | 81             | 47.25                              |  |                              |
| Exercised                                       | (458)          | 32.63                              |  |                              |
| Forfeited or Expired                            | (24)           | 49.17                              |  |                              |
| Outstanding at December 31, 2014                | <u>1,238</u>   | \$ 39.89                           | 3.4 years  | \$ 17,759                    |
| Vested or expected to vest at December 31, 2014 | <u>1,238</u>   | \$ 39.89                           | 3.4 years  | \$ 17,759                    |
| Exercisable at December 31, 2014                | <u>1,136</u>   | \$ 39.45                           | 3.1 years  | \$ 16,779                    |

The intrinsic value of options exercised for the years ended December 31, 2014, 2013 and 2012 were negligible. The weighted average grant date fair value of options granted during the years ended December 31, 2014, 2013 and 2012 was \$18.15, \$13.86 and \$12.18, respectively. Cash received from option exercises was \$15.2 million, \$2.3 million and \$0.7 million, for the years ended December 31, 2014, 2013 and 2012, respectively.

As of December 31, 2014, there was approximately \$1.3 million of total unrecognized compensation costs related to unvested stock options. These costs are expected to be recognized over a weighted-average period of approximately two years.

**Awards of Restricted Stock, Performance Stock and Contract Stock**

The following table summarizes the Company's awards of restricted stock, performance stock and contract stock for the year ended December 31, 2014:

|                             | Restricted Stock Awards |  | Performance Stock and Contract Stock Awards |  |
|-----------------------------|-------------------------|--|---|--|
|                             | Shares                  | Weighted Average<br>Grant Date Fair Value<br>Per Share | Shares                                      | Weighted Average<br>Grant Date Fair Value<br>Per Share |
|                             | (In thousands)          |  | (In thousands)                              |  |
| Unvested, December 31, 2013 | 321                     | \$ 37.29   | 264   | \$ 32.74   |
| Granted                     | 239                     | 46.16  | 26  | 46.41  |
| Cancellations               | (48)                    | 42.20  | (4)   | 43.07  |
| Released                    | (204)                   | 39.80  | (3)   | 35.48  |
| Unvested, December 31, 2014 | <u>308</u>              | \$ 43.29   | <u>283</u>                                  | \$ 34.43   |

The Company recognized \$13.7 million, \$9.2 million and \$7.7 million in expense related to such awards during the years ended December 31, 2014, 2013 and 2012, respectively. The total fair market value of shares vested in 2014, 2013 and 2012 was \$9.4 million, \$6.5 million and \$6.7 million, respectively.

Performance stock awards have performance features associated with them. Performance stock, restricted stock and contract stock awards generally have requisite service periods of three years. The fair value of these awards is being expensed on a straight-line

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

basis over the vesting period. As of December 31, 2014, there was approximately \$11.6 million of total unrecognized compensation costs related to unvested awards. These costs are expected to be recognized over a weighted-average period of approximately two years.

On June 7, 2012, the Company's former CEO terminated his employment with the Company and ceased to serve as Executive Chairman of the Board of Directors and as an officer or employee of the Company and its subsidiaries and affiliates. The Company's former CEO continues to serve as Chairman of the Board of Directors and as a non-employee member of the Board. In the fourth quarter of 2012, the Company distributed to him in the form of shares of its common stock 1.67 million deferred stock units, less shares withheld for taxes, as a result of the termination of his employment.

At December 31, 2014, there are approximately 0.2 million additional vested Restricted Units held by various employees for which the related shares have not yet been issued.

At December 31, 2014, there were approximately 1.7 million shares available for grant under the Plans.

**8. RETIREMENT BENEFIT PLANS**

**DEFINED BENEFIT PLANS**

The Company maintains defined benefit pension plans that cover employees in its manufacturing plants located in Andover, United Kingdom (the “UK Plan”) and Tuttlingen, Germany (the “Germany Plan”). The Company closed the Tuttlingen, Germany plant in December 2005. The Company did not terminate the Germany Plan, and the Company remains obligated for the accrued pension benefits related to this plan. The plans cover certain current and former employees.

Effective March 31, 2011, the Company froze the benefits due to the participants of the UK Plan in their entirety; this curtailment resulted in a \$0.3 million reduction in the projected benefit obligations which the Company recorded on that date. The Company recorded the entire curtailment gain as an offset to the unrecognized net actuarial loss in accumulated other comprehensive income; therefore, this gain had no impact on the consolidated statements of operations.

Net periodic benefit costs for the Company’s defined benefit pension plans included the following amounts:

|                                | Years Ended December 31, |               |               |
|--------------------------------|--------------------------|---------------|---------------|
|                                | 2014                     | 2013          | 2012          |
|                                | (In thousands)           |               |               |
| Service cost                   | \$ —                     | \$ —          | \$ —          |
| Interest cost                  | 619                      | 556           | 582           |
| Expected return on plan assets | (511)                    | (407)         | (392)         |
| Recognized net actuarial loss  | 53                       | 2             | —             |
| Net period benefit cost        | <u>\$ 161</u>            | <u>\$ 151</u> | <u>\$ 190</u> |

The following weighted average assumptions were used to develop net periodic pension benefit cost and the actuarial present value of projected pension benefit obligations:

|                                | Years Ended December 31, |      |      |
|--------------------------------|--------------------------|------|------|
|                                | 2014                     | 2013 | 2012 |
| Discount rate                  | 3.5%                     | 4.4% | 4.2% |
| Expected return on plan assets | 2.4%                     | 3.6% | 3.0% |
| Rate of compensation increase  | 0.0%                     | 0.0% | 0.0% |

The discount rate is set using the Bank of America Merrill Lynch AA Corporate Bond yield curve weighted by the UK benefit plan cash flows for the year ending December 31, 2014. The expected return on plan assets represents the average rate of return expected to be earned on plan assets over the period the benefits included in the benefit obligation are to be paid. In developing the expected rate of return, the Company considers long-term compound annualized returns of historical market data as well as actual returns on the plan assets and applies adjustments that reflect more recent capital market experience. Using this reference information, the long-term return expectations for each asset category are developed according to the allocation among those investment categories. In 2014, 2013 and 2012, the discount rate was prescribed as the current yield on corporate bonds with an average rating of AA of equivalent currency and term to the liabilities.

The following sets forth the change in projected benefit obligations and the change in plan assets for the years ended December 31, 2014 and 2013 and a reconciliation of the funded status at December 31, 2014 and 2013:

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

|   | Years Ended December 31, |                  |
|---|--------------------------|------------------|
|   | 2014                     | 2013             |
| (In thousands)                                  |                          |                  |
| <b>CHANGE IN PROJECTED BENEFIT OBLIGATION</b>   |                          |                  |
| Projected benefit obligation, beginning of year | \$ 15,182                | \$ 13,918        |
| Interest cost                                   | 619                      | 556              |
| Benefits paid                                   | (563)                    | (506)            |
| Actuarial loss                                  | 1,361                    | 881              |
| Effect of foreign currency exchange rates       | (960)                    | 333              |
| Projected benefit obligation, end of year       | <u>\$ 15,639</u>         | <u>\$ 15,182</u> |
| <b>CHANGE IN PLAN ASSETS</b>                    |                          |                  |
| Plan assets at fair value, beginning of year    | \$ 14,694                | \$ 14,080        |
| Actual return on plan assets                    | 3,410                    | (6)              |
| Employer contributions                          | 875                      | 826              |
| Benefits paid                                   | (549)                    | (493)            |
| Effect of foreign currency exchange rates       | (929)                    | 287              |
| Plan assets at fair value, end of year          | <u>\$ 17,501</u>         | <u>\$ 14,694</u> |

|  | Years Ended December 31, |                 |
|--|--------------------------|-----------------|
|  | 2014                     | 2013            |
| (In thousands)                         |                          |                 |
| <b>RECONCILIATION OF FUNDED STATUS</b> |                          |                 |
| Funded status - over (under) funded    | \$ 1,862                 | \$ (488)        |
| Unrecognized net actuarial loss        | 1,165                    | 2,911           |
| Accumulated other comprehensive loss   | (1,165)                  | (2,911)         |
| Amounts recognized                     | <u>\$ 1,862</u>          | <u>\$ (488)</u> |

The funded status is included in other liabilities at December 31, 2014 and 2013.

The combined accumulated benefit obligation for the defined benefit plans was \$15.6 million and \$15.2 million as of December 31, 2014 and 2013, respectively.

The investment strategy for the Company's defined benefit plans is both to meet the liabilities of the plans as they fall due and to maximize the return on invested assets within appropriate risk tolerances. The UK Plan invests in pooled funds which provide a diversification that supports the overall investment objectives. The Germany Plan had no assets at December 31, 2014 or 2013.

Based on the assets which comprise each of the funds, the weighted-average allocation of plan assets by asset category is as follows:

|                  | December 31, |             |
|------------------|--------------|-------------|
|                  | 2014         | 2013        |
| Government bonds | 98.9%        | 100%        |
| Cash             | 1.1%         | 0%          |
|                  | <u>100%</u>  | <u>100%</u> |



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The fair value of the Company's pension plan assets at December 31, 2014 and 2013 is as follows:

|  |                               | Fair Value Measurements at December 31, 2014: |   |   |   |
|--|-------------------------------|---|---|---|---|
| <u>Manager/Fund</u>  | <u>Asset Category</u>         | Total   | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Observable Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs (Level 3) |
| (In thousands)   |                               |   |   |   |   |
| Bank account   | Cash                          | \$ 184  | \$ 184  | \$ —  | \$ —  |
| Legal & General Index-Linked Gilts Index (various tenors) <sup>(a)</sup> | Index-linked government bonds | 14,857  | —   | 14,857  | —   |
| Legal & General Over 15 Years Gilts Index <sup>(b)</sup>                 | Government bonds              | 2,460   | —   | 2,460   | —   |
| Total  |                               | <u>\$ 17,501</u>                              | <u>\$ 184</u>   | <u>\$ 17,317</u>                              | <u>\$ —</u>                                     |

  

|  |                               | Fair Value Measurements at December 31, 2013: |   |   |   |
|--|-------------------------------|---|---|---|---|
| <u>Manager/Fund</u>  | <u>Asset Category</u>         | Total   | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Observable Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs (Level 3) |
| (In thousands)   |                               |   |   |   |   |
| Bank account   | Cash                          | \$ 8  | \$ 8  | \$ —  | \$ —  |
| Legal & General Index-Linked Gilts Index (various tenors) <sup>(a)</sup> | Index-linked government bonds | 12,630  | —   | 12,630  | —   |
| Legal & General Over 15 Years Gilts Index <sup>(b)</sup>                 | Government bonds              | 2,056   | —   | 2,056   | —   |
| Total  |                               | <u>\$ 14,694</u>                              | <u>\$ 8</u>   | <u>\$ 14,686</u>                              | <u>\$ —</u>                                     |

(a) This category represents funds consisting of index-linked gilts and is designated to follow a benchmark index.

(b) This category represents funds consisting of gilts and is designated to follow a benchmark index.

The Level 2 investments are single priced. The fund prices are calculated by the trustee by taking the closing market price of each underlying investment using a variety of independent pricing sources (i.e., quoted market prices). The prices also include income receivable and expenses payable, where applicable.

Based on year-end exchange rates, the Company anticipates contributing approximately \$0.9 million to its defined benefit plans in 2014.

Also based on year-end exchange rates, the Company expects to pay the following estimated future benefit payments in the years indicated:

|           | Expected Future<br>Benefit Payments |
|-----------|-------------------------------------|
|           | (In thousands)                      |
| 2015      | \$ 567                              |
| 2016      | 586                                 |
| 2017      | 599                                 |
| 2018      | 631                                 |
| 2019      | 652                                 |
| 2020-2023 | 3,608                               |

Included in accumulated other comprehensive income is \$1.2 million of unrecognized net actuarial loss, a portion of which is expected to be recognized as a component of net periodic benefit cost in 2014.

**DEFINED CONTRIBUTION PLANS**

The Company also has various defined contribution savings plans that cover substantially all employees in the United States, the United Kingdom and Puerto Rico. The Company matches a certain percentage of each employee's contributions as per the provisions

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

of the plans. Total contributions by the Company to the plans were \$3.0 million, \$2.9 million and \$2.7 million for the years ended December 31, 2014, 2013 and 2012, respectively.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**9. LEASES AND RELATED PARTY LEASES**

The Company leases administrative, manufacturing, research and distribution facilities and various manufacturing, office and transportation equipment through operating lease agreements. Future minimum lease payments under operating leases at December 31, 2014 were as follows:

|                                     | Related Parties | Third Parties    | Total            |
|-------------------------------------|-----------------|------------------|------------------|
|                                     | (In thousands)  |                  |                  |
| 2015                                | \$ 272          | \$ 11,234        | \$ 11,506        |
| 2016                                | 272             | 9,522            | 9,794            |
| 2017                                | 272             | 6,757            | 7,029            |
| 2018                                | 296             | 5,025            | 5,321            |
| 2019                                | 296             | 3,084            | 3,380            |
| Thereafter                          | 4,014           | 24,917           | 28,931           |
| <b>Total minimum lease payments</b> | <b>\$ 5,422</b> | <b>\$ 60,539</b> | <b>\$ 65,961</b> |

Total rental expense for the years ended December 31, 2014, 2013 and 2012 and was \$10.2 million, \$10.4 million and \$10.9 million, respectively, and included \$0.3 million, in related party rental expense in each of the three years.

Future minimum lease payments under capital leases at December 31, 2014 were as follows:

|  | Payments under<br>capital leases<br>(In thousands) |
|--|--|
| 2015   | \$ 826   |
| 2016   | 672  |
| <b>Total minimum lease payments</b>            | <b>1,498</b>                                       |
| Amount representing interest                   | 70   |
| <b>Present value of minimum lease payments</b> | <b>\$ 1,428</b>                                    |

***Related Party Leases***

The Company leases certain production equipment from a corporation whose sole stockholder is a general partnership, of which the Company's former Chairman (and current director) is a partner and the President. The term of the lease is through March 31, 2022, and the Company has an option to renew through March 31, 2032. Under the terms of the lease agreement, the Company pays \$0.1 million per year to the related party lessor. The Company also leases its manufacturing facility in Plainsboro, New Jersey, from a general partnership that is 50% owned by a corporation whose shareholders are trusts, whose beneficiaries include family members of the Company's former Chairman (and current director). The term of the current lease agreement is through October 31, 2032 at an annual rate of approximately \$0.3 million per year. The current lease agreement also provides (i) a 5-year renewal option for the Company to extend the lease from November 1, 2032 through October 31, 2037 at the fair market rental rate of the premises, and (ii) another 5-year renewal option to extend the lease from November 1, 2037 through October 31, 2042 at the fair market rental rate of the premises.

**10. INCOME TAXES**

Income (loss) before income taxes consisted of the following:

|                          | Years Ended December 31, |                    |                  |
|--------------------------|--------------------------|--------------------|------------------|
|                          | 2014                     | 2013               | 2012             |
|                          | (As adjusted)*           |                    |                  |
|                          | (In thousands)           |                    |                  |
| United States operations | \$ 16,766                | \$ (33,162)        | \$ 25,293        |
| Foreign operations       | 26,213                   | 1,860              | 26,736           |
| Total                    | <u>\$ 42,979</u>         | <u>\$ (31,302)</u> | <u>\$ 52,029</u> |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

A reconciliation of the U.S. Federal statutory rate to the Company's effective tax rate is as follows:

|   | Years Ended December 31, |               |               |
|---|--------------------------|---------------|---------------|
|   | 2014                     | 2013          | 2012          |
|   | (As adjusted)*           |               |               |
| Federal statutory rate                              | 35.0 %                   | 35.0 %        | 35.0 %        |
| Increase (decrease) in income taxes resulting from: |                          |               |               |
| State income taxes, net of federal tax benefit      | 5.6 %                    | 0.3 %         | 2.6 %         |
| Foreign operations                                  | (16.0)%                  | (17.2)%       | (14.7)%       |
| Goodwill impairment                                 | — %                      | 34.1 %        | — %           |
| Changes in valuation allowances                     | 3.0 %                    | (1.1)%        | (0.4)%        |
| Uncertain tax positions                             | (3.8)%                   | (8.5)%        | (2.5)%        |
| Research and development credit                     | (2.2)%                   | (1.8)%        | — %           |
| Return to provision                                 | 1.5 %                    | (6.6)%        | (0.5)%        |
| Other   | (2.2)%                   | (1.5)%        | 1.3 %         |
| Effective tax rate                                  | <u>20.9 %</u>            | <u>32.7 %</u> | <u>20.8 %</u> |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

The effective tax rate decreased by 11.8% in 2014 compared with 2013 primarily due to the impairment of goodwill in 2013 as well as a change in the mix of earnings between the U.S. and overseas. The goodwill impairment primarily created a non-deductible tax event in the prior year. The Company recorded an income tax benefit of \$2.2 million in the current year for the release of tax contingency reserves as compared to \$2.7 million in the prior year. This current year benefit was offset by the establishment of \$0.5 million of new tax contingency positions during the year. The Company also recorded a \$1.1 million tax expense for the settlement of various state tax audits that were not previously reserved.

During 2014, the Company's foreign operations generated a \$0.25 million decrease in income tax expense as a result of, among other factors, the geographic and business mix of taxable earnings and losses and the re-establishment of an income tax benefit in France for half of the year related to intercompany interest. The 2014 foreign effective tax rate is 6.9%, an increase of approximately 66% over the rate in 2013. The Company's foreign tax rate is primarily based upon statutory tax rates and is not related to a tax holiday or negotiated tax rate.

During 2013, the Company's foreign operations generated a \$2.7 million increase in income tax expense as a result of, among other factors, the geographic and business mix of taxable earnings and losses and the change of an income tax benefit in France as a result of a French tax law change that occurred on December 30, 2013. The 2013 foreign effective tax rate is (60.6)%, a decrease of approximately 83% over the rate in 2012. The Company's foreign tax rate is primarily based upon statutory tax rates and is not related to a tax holiday or negotiated tax rate.

During 2012, the Company's foreign operations generated a \$1.3 million income tax expense as a result of, among other factors, the geographic and business mix of taxable earnings and losses. The Company's operations in Ireland contributed to the majority

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

of this income tax benefit, as income earned in Ireland is taxed at a corporate income tax rate that is significantly lower than the U.S. corporate rate. The 2012 foreign effective tax rate is 7.8% and the Company's foreign tax rate is primarily based upon statutory tax rates and is not related to a tax holiday or negotiated tax rate.

As of December 31, 2014, the Company has not provided deferred U.S. income taxes or foreign withholding taxes on temporary differences of approximately \$223.5 million resulting from earnings for certain non-U.S. subsidiaries which are permanently reinvested outside the U.S. The unrecognized deferred tax liability associated with these temporary differences was estimated to be \$36.4 million at December 31, 2014. Events that could trigger a need to repatriate foreign cash to the U.S. and generate a tax might include U.S. acquisitions, loans from a foreign subsidiary, or anticipated tax law changes that are considered unfavorable and would result in higher taxes on repatriations that occur after the change in tax law goes into effect.

The provision for income taxes consisted of the following:

|                                      | Years Ended December 31, |             |           |
|--------------------------------------|--------------------------|-------------|-----------|
|                                      | 2014                     | 2013        | 2012      |
|                                      | (As adjusted)*           |             |           |
|                                      | (In thousands)           |             |           |
| Current:                             |                          |             |           |
| Federal                              | \$ 4,224                 | \$ 3,160    | \$ 3,614  |
| State                                | 1,683                    | (1,374)     | 1,373     |
| Foreign                              | 4,032                    | 1,124       | 4,301     |
| Total current                        | \$ 9,939                 | \$ 2,910    | \$ 9,288  |
| Deferred:                            |                          |             |           |
| Federal                              | (200)                    | (13,817)    | 4,053     |
| State                                | 953                      | (757)       | 497       |
| Foreign                              | (1,717)                  | 1,429       | (3,013)   |
| Total deferred                       | \$ (964)                 | \$ (13,145) | \$ 1,537  |
| Provision (benefit) for income taxes | \$ 8,975                 | \$ (10,235) | \$ 10,825 |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The income tax effects of significant temporary differences that give rise to deferred tax assets and liabilities, shown before jurisdictional netting, are presented below:

|   | December 31,   |           |
|---|----------------|-----------|
|   | 2014           | 2013      |
|   | (As adjusted)* |           |
|   | (In thousands) |           |
| <b>Current assets:</b>                                |                |           |
| Doubtful accounts                                     | \$ 1,632       | \$ 1,791  |
| Inventory related items                               | 35,660         | 34,968    |
| Tax credits   | 3,052          | 3,883     |
| Accrued vacation                                      | 2,667          | 2,492     |
| Accrued bonus   | 5,085          | 1,266     |
| Net operating loss carryforwards                      | 2,454          | 4,550     |
| Other   | 1,302          | 1,960     |
| Total current deferred tax assets                     | 51,852         | 50,910    |
| Less valuation allowance                              | (681)          | (2,232)   |
| Current deferred tax assets after valuation allowance | \$ 51,171      | \$ 48,678 |
| <b>Current liabilities:</b>                           |                |           |
| Other   | (597)          | (646)     |
| Total current deferred tax liabilities                | \$ (597)       | \$ (646)  |
| Net current deferred tax assets                       | \$ 50,574      | \$ 48,032 |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

|   | December 31,       |                  |
|---|--------------------|------------------|
|   | 2014               | 2013             |
|   | (As adjusted)*     |                  |
|   | (In thousands)     |                  |
| <b>Non-current assets:</b>                                |                    |                  |
| Stock compensation  | 15,349             | 14,879           |
| Deferred revenue  | 3                  | 186              |
| Net operating loss carryforwards                          | 21,368             | 26,613           |
| Federal & state tax credits                               | 14,531             | 19,045           |
| Other   | 581                | 897              |
| Total non-current deferred tax assets                     | 51,832             | 61,620           |
| Less valuation allowance                                  | (6,579)            | (6,828)          |
| Non-current deferred tax assets after valuation allowance | \$ 45,253          | \$ 54,792        |
| <b>Non-current liabilities:</b>                           |                    |                  |
| Intangible & fixed assets                                 | (123,257)          | (41,563)         |
| Other   | (52)               | 105              |
| Total non-current deferred tax liabilities                | \$ (123,309)       | \$ (41,458)      |
| Net non-current deferred tax assets (liabilities)         | \$ (78,056)        | \$ 13,334        |
| <b>Total net deferred tax assets (liabilities)</b>        | <b>\$ (27,482)</b> | <b>\$ 61,366</b> |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

At December 31, 2014, the Company had net operating loss carryforwards of \$42.3 million for federal income tax purposes, \$33.2 million for foreign income tax purposes and \$23.2 million for state income tax purposes to offset future taxable income. The federal net operating loss carryforwards expire through 2032, \$10.0 million of the foreign net operating loss carryforwards expire through 2021 with the remaining \$23.2 million having an indefinite carry forward period. The state net operating loss carryforwards expire through 2032.

Deferred tax assets relating to tax benefits of employee stock option grants have been reduced to reflect exercises in 2012. Some exercises have resulted in tax deductions in excess of previously recorded benefits based on the option value at the time of grant (“windfalls”). Although these additional tax benefits are reflected in net operating tax loss carryforwards the additional tax benefit associated with the windfall is not recognized until the deduction reduces taxes payable. Accordingly, since the tax benefit does not reduce our current taxes payable in 2012 due to net operating loss carryforwards, these “windfall” tax benefits are not reflected in our net operating losses in deferred tax assets for 2012. Windfalls included in net operating loss carryforwards but not reflected in deferred tax assets for 2012 are \$0.1 million.

A valuation allowance of \$7.3 million, \$9.0 million and \$14.2 million is recorded against the Company’s gross deferred tax assets of \$103.7 million, \$110.2 million, and \$110.5 million recorded at December 31, 2014, 2013 and 2012, respectively.

The valuation allowance relates to deferred tax assets for certain items that will be deductible for income tax purposes under very limited circumstances and for which the Company believes it is not more likely than not that it will realize the associated tax benefit. The Company does not anticipate additional income tax benefits through future reductions in the valuation allowance. However, in the event that the Company determines that it would be able to realize more or less than the recorded amount of net deferred tax assets, an adjustment to the deferred tax asset valuation allowance would be recorded in the period such a determination is made.

The Company’s valuation allowance decreased by \$1.8 million, and \$5.2 million in 2014 and 2013, respectively. The 2014 overall decrease in the valuation allowance was primarily due to expiring net operating losses in the Netherlands which is offset by a reduction in the related deferred tax asset.

A reconciliation of the beginning and ending amount of uncertain tax benefits is as follows:

|                               | Years Ended December 31, |          |          |
|-------------------------------|--------------------------|----------|----------|
|                               | 2014                     | 2013     | 2012     |
|                               | (As adjusted)*           |          |          |
|                               | (In thousands)           |          |          |
| Balance, beginning of year    | \$ 3,396                 | \$ 6,136 | \$ 3,927 |
| Gross increases:              |                          |          |          |
| Current year tax positions    | —                        | 346      | —        |
| Prior years' tax positions    | 543                      | 729      | 7,796    |
| Gross decreases:              |                          |          |          |
| Prior years' tax positions    | (286)                    | (477)    | —        |
| Settlements                   | (828)                    | —        | (3,523)  |
| Statute of limitations lapses | (1,580)                  | (3,338)  | (2,064)  |
| Balance, end of year          | \$ 1,245                 | \$ 3,396 | \$ 6,136 |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

Approximately \$1.2 million of the balance at December 31, 2014 relates to uncertain tax positions that, if recognized, would affect the annual effective tax rate. Included in the balance of uncertain tax positions at December 31, 2014 is \$0.5 million related to tax positions for which it is reasonably possible that the total amounts could be reduced during the twelve months following December 31, 2014, as a result of expiring statutes of limitations.

The Company recognizes interest and penalties relating to uncertain tax positions in income tax expense. The Company recognized a \$0.2 million benefit, a \$0.8 million benefit, and a \$0.1 million expense for interest and penalties in the income statement during the years ended December 31, 2014, 2013 and 2012, respectively. The Company had approximately \$0.1 million, \$0.4 million, and \$1.4 million of interest and penalties accrued at December 31, 2014, 2013 and 2012, respectively.

At December 31, 2012 the Company had a deferred tax asset and reserve for uncertain tax positions for \$0.5 million related to research and development credit from a prior business acquisition. It was determined in 2013 that this credit would not be realizable; therefore, the deferred tax asset was removed and the corresponding reserve for uncertain tax positions was released thus impairing this acquired benefit.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

During 2012, the Company settled the review of years 2008 through 2010 with the IRS, which resulted in \$2.1 million being recorded in the consolidated statement of operations as an income tax benefit, partially offset by an additional Federal income tax expense of \$0.2 million in 2012, as a result of receiving the agreed upon settlement. In addition, the Company reclassified \$4.2 million from deferred taxes to long-term liabilities, which had no effect on the current year tax provision. These amounts include interest and penalties related to the settlement.

The Company files Federal income tax returns, as well as multiple state, local and foreign jurisdiction tax returns. The Company is no longer subject to examinations of its Federal income tax returns by the IRS through fiscal year 2010. All significant state and local matters have been concluded through fiscal 2005. All significant foreign matters have been settled through fiscal 2007.



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**11. NET INCOME (LOSS) PER SHARE**

Basic and diluted net income (loss) per share was as follows:

|   | Years Ended December 31, |                  |                |
|---|--------------------------|------------------|----------------|
|   | 2014                     | 2013             | 2012           |
|   | (As adjusted)*           |                  |                |
| (In thousands, except per share amounts)                      |                          |                  |                |
| <u>Basic net income (loss) per share:</u>                     |                          |                  |                |
| Net income (loss)   | \$ 34,004                | \$ (21,067)      | \$ 41,204      |
| Weighted average common shares outstanding                    | 32,432                   | 28,416           | 28,232         |
| <b>Basic net income (loss) per common share</b>               | <b>\$ 1.05</b>           | <b>\$ (0.74)</b> | <b>\$ 1.46</b> |
| <u>Diluted net income (loss) per share:</u>                   |                          |                  |                |
| Net income (loss)   | \$ 34,004                | \$ (21,067)      | \$ 41,204      |
| Weighted average common shares outstanding — Basic            | 32,432                   | 28,416           | 28,232         |
| <u>Effect of dilutive securities:</u>                         |                          |                  |                |
| Stock options and restricted stock                            | 528                      | —                | 284            |
| Weighted average common shares for diluted earnings per share | 32,960                   | 28,416           | 28,516         |
| <b>Diluted net income (loss) per common share</b>             | <b>\$ 1.03</b>           | <b>\$ (0.74)</b> | <b>\$ 1.44</b> |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

Common stock of approximately 0.2 million, 0.7 million and 1.0 million shares at December 31, 2014, 2013 and 2012, respectively, that are issuable through exercise or conversion of dilutive securities were not included in the computation of diluted net income per share because their effect would have been antidilutive. The Company also has warrants outstanding related to its 2016 Notes at December 31, 2014, 2013, and 2012 and the Company's 2016 Notes are convertible to common shares in certain circumstances (see Note 4). These warrants and the excess conversion value of the 2016 Notes are included in the diluted earnings per share calculation using the treasury stock method, unless the effect of including such items would be anti-dilutive.

Performance Shares and Restricted Units that entitle the holders to approximately 0.2 million shares of common stock are included in the basic and diluted weighted average shares outstanding calculation from their date of issuance because no further consideration is due related to the issuance of the underlying common shares.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**12. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

Changes in accumulated other comprehensive income (loss) by component between December 31, 2014 and 2013 are presented in the table below, net of tax:

|  | Gains and Losses<br>on Cash Flow<br>Hedges | Defined Benefit<br>Pension Items | Foreign Currency<br>Items | Total       |
|--|--|----------------------------------|---------------------------|-------------|
| (In thousands)   |  |                                  |                           |             |
| Balance at December 31, 2013                                     | \$ (1,390)                                 | \$ (2,287)                       | \$ 4,604                  | \$ 927      |
| Other comprehensive income before reclassifications              | (118)                                      | 1,381                            | (26,674)                  | (25,411)    |
| Amounts reclassified from accumulated other comprehensive income | 996  | —                                | —                         | 996         |
| Current period other comprehensive income (loss)                 | 878  | 1,381                            | (26,674)                  | (24,415)    |
| Balance at December 31, 2014                                     | \$ (512)                                   | \$ (906)                         | \$ (22,070)               | \$ (23,488) |

The reclassification adjustments out of accumulated other comprehensive (loss) income during the years ended December 31, 2014 and 2013 were as follows:

| Details about Accumulated Other Comprehensive Income Components | Year Ended December 31, 2014                                    |         | Affected Line Item in the Statement where Net Income (Loss) is Presented |
|---|---|---------|--|
|   | Amount Reclassified from Accumulated Other Comprehensive Income |         |  |
| (In thousands)  |   |         |  |
| <u>Gains and losses on cash flow hedges</u>                     |   |         |  |
| Interest rate swap  | \$  | (1,747) | Interest expense   |
|   |   | 751     | Tax benefit  |
|   | \$  | (996)   | Net of tax   |
| (In thousands)  |   |         |  |
| <u>Gains and losses on cash flow hedges</u>                     |   |         |  |
| Interest rate swap  | \$  | (1,938) | Interest expense   |
| Foreign currency forwards                                       |   | 108     | Cost of goods sold   |
|   |   | (1,830) | Total before tax   |
|   |   | 793     | Tax benefit  |
|   | \$  | (1,037) | Net of tax   |

### **13. COMMITMENTS AND CONTINGENCIES**

In consideration for certain technology, manufacturing, distribution, and selling rights and licenses granted to the Company, the Company has agreed to pay royalties on sales of certain products that it sells. The royalty payments that the Company made under these agreements were not significant for any of the periods presented.

The Company is subject to various claims, lawsuits and proceedings in the ordinary course of the Company's business, including claims by current or former employees, distributors and competitors and with respect to its products and product liability claims, lawsuits and proceedings, some of which have been settled by the Company. In the opinion of management, such claims are either adequately covered by insurance or otherwise indemnified, or are not expected, individually or in the aggregate, to result in a material adverse effect on the Company's financial condition. However, it is possible that the Company's results of operations, financial position and cash flows in a particular period could be materially affected by these contingencies.

On June 6, 2012, the Company was contacted by the United States Attorney's Office for the District of New Jersey regarding the activities of sales representatives in a single region within the Extremities Reconstruction division. The U.S. Attorney's Office was investigating the activities of three sales representatives, one of whom was a supervisor until terminated by the Company for failure to cooperate with this investigation. The activities at issue pertained to alleged improper billing of products for extremities indications. On August 12, 2014, the United States Attorney for the District of New Jersey announced that two former Integra sales representatives, one of whom was a supervisor, entered guilty pleas as a result of the investigation; those individuals were sentenced in January 2015. According to the United States Attorney for the District of New Jersey, these individuals acted without the awareness of the Company. The Company cooperated with the U.S. Attorney's Office on a voluntary basis throughout the investigation and has reimbursed affected customers. The reimbursements were made in historical periods and were not material. The Company was not a subject or target of the investigation, and believes the investigation to now be concluded.

The Company manufactures and sells certain extremities products internationally pursuant to a license agreement that the licensor had indicated it would terminate effective October 20, 2014 after the parties were unable to resolve disagreements under the license agreement. On October 17, 2014, the parties resolved their disagreements and extended the Company's right to manufacture and sell these products through December 31, 2015.

The Company accrues for loss contingencies when it is deemed probable that a loss has been incurred and that loss is estimable. The amounts accrued are based on the full amount of the estimated loss before considering insurance proceeds, and do not include an estimate for legal fees expected to be incurred in connection with the loss contingency. The Company consistently accrues legal fees expected to be incurred in connection with loss contingencies as those fees are incurred by outside counsel as a period cost.

**14. SEGMENT AND GEOGRAPHIC INFORMATION**

Starting in the first quarter of 2012, because of changes in how the Company internally manages and reports the results of its businesses to its chief operating decision maker, the Company began reporting five reportable segments. The five reportable segments and a description of their activities are described below:

- The U.S. Neurosurgery segment sells a full line of products specifically for neurosurgery and critical care such as tissue ablation equipment, dural repair products, cerebral spinal fluid management devices, intracranial monitoring equipment, and cranial stabilization equipment.
- The U.S. Instruments business sells more than 60,000 instrument patterns and surgical products and lighting to hospitals, surgery centers, and dental, podiatry, and veterinary offices.
- The U.S. Extremities segment includes the U.S. extremity reconstruction business, which includes such offerings as skin and wound repair, bone and joint fixation, implants in the upper and lower extremities, bone grafts and nerve and tendon repair.
- The U.S. Spine and Other segment includes (i) the U.S. Spine business, which focuses on spinal fusion, spinal implants, and deformity correction, together with bone graft substitutes and other related medical devices that are used to enhance the repair and regeneration of bone in various types of orthopedic surgical procedures, and (ii) the Private Label business, which sells the Company's regenerative technology and other products to strategic partners.
- The International segment sells similar products to those discussed above, but are managed through the following geographies: (i) Europe, Middle East and Africa, and (ii) Latin/South America, Asia-Pacific, Australia, New Zealand and Canada.

The Corporate and other category includes (i) various legal, finance, executive, and human resource functions, (ii) brand management, (iii) share-based compensation costs, and (iv) costs related to procurement, manufacturing operations and logistics for the Company's entire organization.

The operating results of the various reportable segments as presented are not comparable to one another because (i) certain operating segments are more dependent than others on corporate functions for unallocated general and administrative and/or operational manufacturing functions, and (ii) the Company does not allocate certain manufacturing costs and general and administrative costs to the operating segment results.

Net sales and profit by reportable segment for the years ended December 31, 2014, 2013 and 2012 are as follows:

|                          | Years Ended December 31, |                    |                   |
|--------------------------|--------------------------|--------------------|-------------------|
|                          | 2014                     | 2013               | 2012              |
|                          | (In thousands)           |                    |                   |
| <b>Segment Net Sales</b> |                          |                    |                   |
| U.S. Neurosurgery        | \$ 244,603               | \$ 172,250         | \$ 171,278        |
| U.S. Instruments *       | 157,816                  | 163,908            | 166,921           |
| U.S. Extremities *       | 143,384                  | 128,336            | 116,279           |
| U.S. Spine and Other *   | 171,363                  | 182,007            | 192,516           |
| International            | 211,139                  | 189,713            | 183,877           |
| Total revenues           | <u>\$ 928,305</u>        | <u>\$ 836,214</u>  | <u>\$ 830,871</u> |
| <b>Segment Profit</b>    |                          |                    |                   |
| U.S. Neurosurgery        | \$ 133,165               | \$ 83,211          | \$ 91,070         |
| U.S. Instruments *       | 48,036                   | 49,348             | 50,277            |
| U.S. Extremities *       | 61,343                   | 47,880             | 43,952            |
| U.S. Spine and Other *   | 53,318                   | 10,136             | 57,388            |
| International            | 69,663                   | 56,869             | 61,336            |
| Segment profit           | <u>365,525</u>           | <u>247,444</u>     | <u>304,023</u>    |
| Amortization             | (12,400)                 | (12,697)           | (18,536)          |
| Corporate and other      | (287,584)                | (244,903)          | (211,705)         |
| Operating income (loss)  | <u>\$ 65,541</u>         | <u>\$ (10,156)</u> | <u>\$ 73,782</u>  |

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

\* Certain revenues and profits have been reclassified from the U.S. Extremities segment to the U.S. Instruments segment and the U.S. Spine and Other segment for the years ended December 31, 2013 and 2012.

The Company does not allocate any assets to the reportable segments, and, therefore, no asset information is reported to the chief operating decision maker and disclosed in the financial information for each segment.

Revenue by major product category consisted of the following:

|                | Years Ended December 31, |                   |                   |
|----------------|--------------------------|-------------------|-------------------|
|                | 2014                     | 2013              | 2012              |
|                | (In thousands)           |                   |                   |
| Orthopedics ** | \$ 370,082               | \$ 370,359        | \$ 364,714        |
| Neurosurgery   | 371,676                  | 278,672           | 277,527           |
| Instruments ** | 186,547                  | 187,183           | 188,630           |
| Total revenues | <u>\$ 928,305</u>        | <u>\$ 836,214</u> | <u>\$ 830,871</u> |

\*\* Certain revenues have been reclassified from the Orthopedics category to the Instruments category for the years ended December 31, 2013 and 2012.

The Company attributes revenue to geographic areas based on the location of the customer. There are certain revenues managed by the various U.S. segments above that are generated from non-U.S. customers and therefore included in Europe and the Rest of World revenues below.

Total revenue, net and long-lived assets (tangible) by major geographic area are summarized below:

|                                 | United States* | Europe     | Rest of the World | Consolidated |
|---------------------------------|----------------|------------|-------------------|--------------|
|                                 | (In thousands) |            |                   |              |
| <b>Total revenue, net:</b>      |                |            |                   |              |
| 2014                            | \$ 714,040     | \$ 105,697 | \$ 108,568        | \$ 928,305   |
| 2013                            | 642,694        | 93,977     | 99,543            | 836,214      |
| 2012                            | 642,830        | 90,920     | 97,121            | 830,871      |
| <b>Total long-lived assets:</b> |                |            |                   |              |
| 2014                            | \$ 197,897     | \$ 21,218  | \$ 1,239          | \$ 220,354   |
| 2013                            | 187,608        | 20,010     | 1,030             | 208,648      |

\* Includes long-lived assets in Puerto Rico.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**15. SELECTED QUARTERLY INFORMATION - UNAUDITED**

|  | First Quarter | Second Quarter | Third Quarter | Fourth Quarter |
|--|---------------|----------------|---------------|----------------|
| (In thousands, except per share data)                  |               |                |               |                |
| <b>Total revenue, net:</b>                             |               |                |               |                |
| 2014   | \$ 215,059    | \$ 231,351     | \$ 229,719    | \$ 252,176     |
| 2013 (As adjusted)*                                    | 196,652       | 205,547        | 213,246       | 220,769        |
| <b>Gross margin:</b>                                   |               |                |               |                |
| 2014   | \$ 132,676    | \$ 144,375     | \$ 143,745    | \$ 154,708     |
| 2013 (As adjusted)*                                    | 117,040       | 123,718        | 131,479       | 136,932        |
| <b>Net income (loss):</b>                              |               |                |               |                |
| 2014   | \$ 2,206      | \$ 4,825       | \$ 9,807      | \$ 17,166      |
| 2013 (As adjusted)* (1)                                | (6,028)       | 1,520          | (30,330)      | 13,771         |
| <b>Basic net income (loss) per common share (2):</b>   |               |                |               |                |
| 2014   | \$ 0.07       | \$ 0.15        | \$ 0.30       | \$ 0.53        |
| 2013 (As adjusted)*                                    | (0.22)        | 0.05           | (1.09)        | 0.46           |
| <b>Diluted net income (loss) per common share (2):</b> |               |                |               |                |
| 2014   | \$ 0.07       | \$ 0.15        | \$ 0.30       | \$ 0.52        |
| 2013 (As adjusted)*                                    | (0.22)        | 0.05           | (1.09)        | 0.45           |

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

(1) The first quarter of 2013 was negatively impacted by a voluntary recall of certain products manufactured in the Company's Añasco, Puerto Rico facility.

On July 31, 2013, the Company performed the annual goodwill impairment test which resulted in a non-cash goodwill impairment charge of \$46.7 million for its U.S. Spine reporting unit, which is a part of the U.S. Spine and Other reportable segment.

The Company incurred incremental costs related to the implementation of its global enterprise resource planning system in the first, second, third, and fourth quarters of 2013 of \$6.1 million, \$7.6 million, \$5.0 million and \$5.6 million, respectively.

The Company incurred costs related to the remediation of the FDA warning letters at its manufacturing facilities of \$2.1 million, \$3.0 million, \$2.8 million and \$0.4 million in the first, second, third and fourth quarters of 2013, respectively.

(2) Per common share amounts for the quarters and full years have been calculated separately. Accordingly, quarterly amounts do not necessarily add to the annual amount because of differences in the weighted average common shares outstanding during each period principally due to the effect of the Company's issuing shares of its common stock during the year.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS**

| <u>Description</u>   | <u>Balance at<br/>Beginning of<br/>Period</u> | <u>Charged to<br/>Costs and<br/>Expenses</u> | <u>Charged to<br/>Other Accounts<br/>(1)</u> | <u>Deductions</u> | <u>Balance at End<br/>of Period</u> |
|--|---|--|--|-------------------|-------------------------------------|
| (In thousands)   |   |  |  |                   |                                     |
| Year ended December 31, 2014:                                    |   |  |  |                   |                                     |
| Allowance for doubtful accounts and sales returns and allowances | \$ 6,194                                      | 1,944  | —  | (1,954)           | \$ 6,184                            |
| Deferred tax asset valuation allowance (As adjusted)*            | 9,060   | (1,102)                                      | —  | (698)             | 7,260                               |
| Year ended December 31, 2013:                                    |   |  |  |                   |                                     |
| Allowance for doubtful accounts and sales returns and allowances | \$ 7,221                                      | \$ 601                                       | \$ —   | \$ (1,628)        | \$ 6,194                            |
| Deferred tax asset valuation allowance (As adjusted)*            | 14,243  | (4,469)                                      | —  | (714)             | 9,060                               |
| Year ended December 31, 2012:                                    |   |  |  |                   |                                     |
| Allowance for doubtful accounts and sales returns and allowances | \$ 6,978                                      | \$ 1,315                                     | \$ —   | \$ (1,072)        | \$ 7,221                            |
| Deferred tax asset valuation allowance                           | 32,304  | (16,979)                                     | 477  | (1,559)           | 14,243                              |

(1) In 2012, \$0.5 million of deferred tax liability was reclassified to the valuation allowance with no impact to the consolidated statement of operations. There were no such reclassification adjustments made during 2014 or 2013.

\*See Note 2 of these consolidated financial statements for discussion of the impact of the change in accounting for the medical device excise tax.

## EXHIBIT INDEX

- 2.1 Stock Purchase Agreement, dated as of October 25, 2013, by and between Covidien Group S.A.R.L. and Integra LifeSciences Corporation (Incorporated by Reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 15, 2014)
- 2.2 Stock and Asset Purchase Agreement by and among Medtronic, Inc., Medtronic Xomed Instrumentation, SAS, and Integra LifeSciences Corporation, dated as of September 12, 2014 (Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on October 27, 2014)
- 3.1(a) Amended and Restated Certificate of Incorporation of the Company dated February 16, 1993 (Incorporated by reference to Exhibit 3.1(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 3.1(b) Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company dated May 22, 1998 (Incorporated by reference to Exhibit 3.1(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 1998)
- 3.1(c) Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company dated May 17, 1999 (Incorporated by reference to Exhibit 3.1(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)
- 3.2 Amended and Restated Bylaws of the Company, effective as of May 17, 2012 (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on April 13, 2012)
- 4.1 Purchase Agreement, dated June 9, 2011, by and between Integra LifeSciences Holdings Corporation and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, Deutsche Bank Securities Inc., RBC Capital Markets, LLC and Wells Fargo Securities, LLC (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 15, 2011)
- 4.2 Indenture, dated June 15, 2011, by and between Integra LifeSciences Holdings Corporation and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on June 15, 2011)
- 4.3(a) Credit Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 29, 2005)
- 4.3(b) First Amendment, dated as of February 15, 2006, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.3(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.3(c) Second Amendment, dated as of February 23, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on February 27, 2007)
- 4.3(d) Third Amendment, dated as of June 4, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank, N.A., successor by merger to Citibank, FSB, as Syndication Agent and JPMorgan Chase Bank, N.A., Deutsche Bank Trust Company Americas and Royal Bank of Canada, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 6, 2007)
- 4.3(e) Fourth Amendment, dated as of September 5, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank, N.A., successor by merger to Citibank FSB, as Syndication Agent and JPMorgan Chase Bank, N.A., Deutsche Bank Trust Company Americas and Royal Bank of Canada, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 6, 2007)



- 4.3(f) Amended and Restated Credit Agreement, dated as of August 10, 2010, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JP Morgan Chase Bank, as Syndication Agent, and HSBC Bank USA, NA, RBC Capital Markets, Wells Fargo Bank, N.A., Fifth Third Bank, DNB NOR Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 10, 2010)
- 4.3(g) Second Amended and Restated Credit Agreement, dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank N.A. as Syndication Agent, and, HSBC Bank USA, NA, Royal Bank of Canada, Wells Fargo Bank, N.A., Fifth Third Bank, DNB NOR Bank ASA, and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q filed on July 29, 2011)
- 4.3(h) First Amendment, dated as of May 11, 2012, to Second Amended and Restated Credit Agreement dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank, N.A., as Syndication Agent, and HSBC Bank, NA, Royal Bank of Canada, Wells Fargo Bank, NA, Fifth Third Bank, DNB Nor Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 14, 2012)
- 4.3(i) Second Amendment, dated as of June 21, 2013, to Second Amended and Restated Credit Agreement dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank, N.A., as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Wells Fargo Bank, National Association, Fifth Third Bank, DNB Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 24, 2013)
- 4.3(j) Third Amended and Restated Credit Agreement, dated as of July 2, 2014, among Integra LifeSciences Holdings Corporation, the other lenders party hereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Credit Agricole-Corporate and Investment Bank and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on July 9, 2014)
- 4.3(k) First Amendment, dated as of December 19, 2014, to that Third Amended and Restated Credit Agreement, among Integra LifeSciences Holdings Corporation, a syndicate of lending banks, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Crédit Agricole-Corporate and Investment Bank, and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 29, 2014)
- 4.4 Security Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation and the additional grantors party thereto in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.5 Pledge Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation and the additional grantors party thereto in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.6 Subsidiary Guaranty Agreement, dated as of December 22, 2005, among the guarantors party thereto and individually as a "Guarantor", in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.7 Indenture, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Integra LifeSciences Corporation and Wells Fargo Bank, N.A., as trustee (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.8 Form of 2.75% Senior Convertible Note due 2010 (included in Exhibit 4.8) (Incorporated by reference to Exhibit B to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.9 Indenture, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Integra LifeSciences Corporation and Wells Fargo Bank, N.A., as trustee (Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)

- 4.10 Form of 2.375% Senior Convertible Note due 2012 (included in Exhibit 4.10) (Incorporated by reference to Exhibit B to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.11 Registration Rights Agreement, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Banc of America Securities LLC, J.P. Morgan Securities Inc. and Morgan Stanley & Co., Incorporated, as representatives of the several initial purchasers (Incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.12 Registration Rights Agreement, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Banc of America Securities LLC, J.P. Morgan Securities Inc. and Morgan Stanley & Co., Incorporated, as representatives of the several initial purchasers (Incorporated by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.1(a) Lease between Plainsboro Associates and American Biomaterials Corporation dated as of April 16, 1985, as assigned to Colla-Tec, Inc. on September 30, 1988 and as amended on November 1, 1992 as Lease Modification #1 (Incorporated by reference to Exhibit 10.30 to the Company's Registration Statement on Form 10/A (File No. 0-26224) which became effective on August 8, 1995)
- 10.1(b) Lease Modification #2 entered into as of October 28, 2005, by and between Plainsboro Associates and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 2, 2005)
- 10.1(c) Lease Modification #3 entered into as of March 2, 2011, by and between Plainsboro Associates and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 3, 2011)
- 10.2 (a) Equipment Lease Agreement between Medicus Corporation and the Company, dated as of June 1, 2000 (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000)
- 10.2(b) First Amendment to Equipment Lease Agreement between Medicus Corporation and the Company, dated as of June 29, 2010 (Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010)
- 10.3 Form of Indemnification Agreement between the Company and [ ] dated August 16, 1995, including a schedule identifying the individuals that are a party to such Indemnification Agreements (Incorporated by reference to Exhibit 10.37 to the Company's Registration Statement on Form S-1 (File No. 33-98698) which became effective on January 24, 1996)\*
- 10.4 1996 Incentive Stock Option and Non-Qualified Stock Option Plan (as amended through December 27, 1997) (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.5 1998 Stock Option Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.6 1999 Stock Option Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.7(a) Employee Stock Purchase Plan (as amended on May 17, 2004) (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (Registration No. 333-127488) filed on August 12, 2005)\*
- 10.7(b) First Amendment to Employee Stock Purchase Plan, dated October 26, 2005 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 1, 2005)\*
- 10.8(a) 2000 Equity Incentive Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.8(b) Amendment to 2000 Equity Incentive Plan (effective as of May 17, 2012) (Incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.8(c) Amendment to 2000 Equity Incentive Plan (effective as of January 1, 2013) (Incorporated by reference to Exhibit 10.8(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.9(a) 2001 Equity Incentive Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.9(b) Amendment to 2001 Equity Incentive Plan (effective as of May 17, 2012) (Incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*

- 10.9(c) Amendment to 2001 Equity Incentive Plan (effective as of January 1, 2013) (Incorporated by reference to Exhibit 10.9(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.10(a) Second Amended and Restated 2003 Equity Incentive Plan effective May 19, 2010 (Incorporated by reference to Exhibit 10 to the Company's Current Report on Form 8-K filed May 21, 2010)\*
- 10.10(b) Amendment to the Second Amended and Restated 2003 Equity Incentive Plan effective May 17, 2012 (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.10(c) Amendment to the Second Amended and Restated 2003 Equity Incentive Plan effective January 1, 2013 (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*
- 10.11(a) Second Amended and Restated Employment Agreement dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004)\*
- 10.11(b) Amendment 2006-1, dated as of December 19, 2006, to the Second Amended and Restated Employment Agreement, between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 22, 2006)\*
- 10.11(c) Amendment 2008-1, dated as of March 6, 2008, to the Second Amended and Restated Employment Agreement, between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.12(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.11(d) Amendment 2008-2, dated as of August 6, 2008, to the Second Amended and Restated Employment Agreement between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.11(e) Amendment 2009-1, dated as of April 13, 2009, to the Second Amended and Restated Employment Agreement between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*
- 10.11(f) Letter Agreement dated May 17, 2011 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 23, 2011)\*
- 10.11(g) Letter dated December 20, 2011 from Stuart M. Essig to the Company (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed December 23, 2011)\*
- 10.11(h) Letter Agreement dated June 7, 2012 between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 7, 2012)\*
- 10.12 Indemnity letter agreement dated December 27, 1997 from the Company to Stuart M. Essig (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.13(a) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit B of Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.13(b) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.13(c) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit B of Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004)\*
- 10.14(a) Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company dated December 19, 2005 (Incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)\*
- 10.14(b) Amendment 2008-1, dated as of January 2, 2008, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.15(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.14(c) Amendment 2008-2, dated as of December 18, 2008, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*

- 10.14(d) Amendment 2009-1, dated as of April 13, 2009, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*
- 10.14(e) Amendment 2010-1, dated as of October 12, 2010, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed October 12, 2010)\*
- 10.14(f) Letter dated as of February 22, 2012 from John B. Henneman, III to the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 22, 2012)\*
- 10.14(g) Second Amended and Restated 2005 Employment Agreement between the Company and John B. Henneman, III (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 23, 2014)\*
- 10.15 Consulting Agreement, dated October 12, 2010, between the Company and Inception Surgical (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.16 Severance Agreement between Richard D. Gorelick and the Company dated as of January 3, 2012 (Incorporated by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*
- 10.17(a) Severance Agreement between Judith O'Grady and the Company dated as of January 4, 2010 (Incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009)\*
- 10.17(b) Severance Agreement between Judith O'Grady and the Company dated as of January 3, 2011 (Incorporated by reference to Exhibit 10.17(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2010)\*
- 10.17(c) Severance Agreement between Judith O'Grady and the Company dated as of January 3, 2012 (Incorporated by reference to Exhibit 10.16(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011)\*
- 10.18(a) Employment Agreement, dated as of October 12, 2010, between Peter J. Arduini and the Company (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed October 12, 2010)\*
- 10.18(b) Amended and Restated Employment Agreement dated December 20, 2011 between Peter J. Arduini and the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 23, 2011)\*
- 10.18(c) Second Amended and Restated Employment Agreement between the Company and Peter J. Arduini (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 20, 2014)\*
- 10.19 Form of Notice of Stock Option Grant with Eight-Year Term for Peter J. Arduini (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed December 23, 2011)\*
- 10.20 Letter Agreement dated February 19, 2013 between Peter J. Arduini and Integra LifeSciences Holdings Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 25, 2013)\*
- 10.21(a) Lease Contract, dated April 1, 2005, between the Puerto Rico Industrial Development Company and Integra CI, Inc. (executed on September 15, 2006) (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006)
- 10.21(b) Amendment to Lease Contract dated as of November 2, 2011, between Integra CI, Inc. and Puerto Rico Industrial Development Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 7, 2011)
- 10.21(c) Termination of Amendment to Lease Contract, dated as of April 2, 2012, between Integra CI, Inc. and Puerto Rico Industrial Development Company (Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012)
- 10.22 Restricted Units Agreement dated December 27, 1997 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*

- 10.23 Stock Option Grant and Agreement pursuant to 1999 Stock Option Plan dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.24 Stock Option Grant and Agreement pursuant to 2000 Equity Incentive Plan dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.25(a) Restricted Units Agreement dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.25(b) Amendment 2006-1, dated as of October 30, 2006, to the Stuart M. Essig Restricted Units Agreement dated as of December 22, 2000 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 3, 2006)\*
- 10.26 Stock Option Grant and Agreement pursuant to 2003 Equity Incentive Plan dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.27(a) Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.27(b) Amendment 2006-1, dated as of October 30, 2006, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 27, 2004 (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 3, 2006)\*
- 10.27(c) Amendment 2008-1, dated as of March 6, 2008, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 27, 2004 (Incorporated by reference to Exhibit 10.25(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.27(d) Amendment 2011-1, dated as of May 17, 2011, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 24, 2004 (Incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.28 Contract Stock/Units Agreement dated as of May 17, 2011 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on May 23, 2011)\*
- 10.29 Form of Amendment 2011-1 to Contract Stock/Restricted Units Agreements between the Company and Mr. Essig (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.30 Form of Stock Option Grant and Agreement between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.31(a) Form of Contract Stock/Restricted Units Agreement for Stuart M. Essig (Incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.31(b) New Form of Contract Stock/Restricted Units Agreement (for Annual Equity Awards) for Stuart M. Essig (Incorporated by reference to Exhibit 10.28(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2010)\*
- 10.31(c) Form of Amendment 2011-1 to Contract Stock/Restricted Units Agreement between the Company and Mr. Essig (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.32 Form of Performance Stock Agreement for Stuart M. Essig (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.33 Form of Restricted Stock Agreement for Stuart M. Essig for 2009 (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed April 13, 2009)\*
- 10.34 Form of Performance Stock Agreement (Executive Officers) (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on February 25, 2013)\*
- 10.35 Performance Incentive Compensation Plan effective January 1, 2013 (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*

- 10.36 New Form of Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan (for 2011) Annual Equity Award for Stuart M. Essig (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.37 Form of Notice of Grant of Stock Option and Stock Option Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 29, 2005)\*
- 10.38 Form of Non-Qualified Stock Option Agreement (Non-Directors) (Incorporated by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.39 Form of Incentive Stock Option Agreement (Incorporated by reference to Exhibit 10.36 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.40 Form of Non-Qualified Stock Option Agreement (Directors) (Incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.41(a) Compensation of Directors of the Company effective May 17, 2011 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 16, 2010)\*
- 10.41(b) Compensation of Non-Employee Directors of the Company effective May 17, 2012 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 13, 2012)\*
- 10.41(c) Compensation of Non-Employee Directors of the Company effective May 22, 2013 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 14, 2012)\*
- 10.41(d) Compensation of Non-Employee Directors of the Company effective July 24, 2013 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 29, 2013)\*
- 10.41(e) Compensation of Non-Employee Directors of the Company effective May 22, 2015 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 18, 2014)\*
- 10.42(a) Form of Restricted Stock Agreement for Non-Employee Directors under the 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.42(b) New Form of Restricted Stock Agreement for Non-Employee Directors under the 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.38(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.42(c) Form of Restricted Stock Agreement for Executive Officers - Annual Vesting (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 25, 2009)\*
- 10.42(d) Form of Restricted Stock Agreement for Executive Officers - Annual Vesting (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.42(e) New Form of Restricted Stock Agreement for Executive Officers - Annual Vesting (Incorporated by reference to Exhibit 10.38(e) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.42(f) Form of Restricted Stock Agreement for Executive Officers - Cliff Vesting (Incorporated by reference to Exhibit 10.8 to the Company's Quarter Report on Form 10-Q for the quarter ended March 31, 2009)\*
- 10.42(g) Form of Restricted Stock Agreement for Executive Officers - Cliff Vesting (Incorporated by reference to Exhibit 10.6 to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.42(h) New Form of Restricted Stock Agreement for Executive Officers - Cliff Vesting (Incorporated by reference to Exhibit 10.38(h) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.42(i) Form of Restricted Stock Agreement for Mr. Henneman for 2008 and 2009 (Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*
- 10.42(j) Form of Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan for Mr. Henneman (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*
- 10.42(k) Form of Option Agreement for John B. Henneman, III (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 6, 2008)\*
- 10.42(l) Form of Performance Stock Agreement for John B. Henneman, III (Incorporated by reference to Exhibit 10.37(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*

- 10.42(m) Form of Contract Stock/Restricted Units Agreement (for Signing Grant) for Mr. Arduini (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.42(n) Form of Contract Stock/Restricted Units Agreement (for Annual Equity Awards) for Mr. Arduini (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.42(o) Form of Non-Qualified Stock Option Agreement for Mr. Arduini (Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.42(p) Form of Restricted Stock Agreement for Mr. Henneman (Incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.42(q) Form of Restricted Stock Agreement (Annual Vesting) for Mr. Henneman (Incorporated by reference to Exhibit 10.39(n) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011) \*
- 10.43 Annual Executive Physical Medical Exam Arrangement (Incorporated by reference to the Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 29, 2013)\*
- 10.44 Reimbursement of Legal Fees Arrangement for CFO (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on July 29, 2013) \*
- 10.45 Amended and Restated Management Incentive Compensation Plan, as of January 1, 2008 (Incorporated by reference to Exhibit 10.43(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.46 Form of 2010 Convertible Bond Hedge Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.47 Form of 2012 Convertible Bond Hedge Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.48 Form of 2010 Amended and Restated Issuer Warrant Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.49 Form of 2012 Amended and Restated Issuer Warrant Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.50 Letter Agreement, dated June 9, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.4 to the Company's Form 8-K filed on June 15, 2011)
- 10.51 Letter Agreement, dated June 9, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.8 to the Company's Form 8-K filed on June 15, 2011)
- 10.52 Letter Agreement, dated June 9, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.6 to the Company's Form 8-K filed on June 15, 2011)
- 10.53 Letter Agreement, dated June 9, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on June 15, 2011)
- 10.54 Letter Agreement, dated June 9, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed on June 15, 2011)
- 10.55 Letter Agreement, dated June 9, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.7 to the Company's Form 8-K filed on June 15, 2011)
- 10.56 Letter Agreement, dated June 9, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.5 to the Company's Form 8-K filed on June 15, 2011)

- 10.57 Letter Agreement, dated June 9, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 15, 2011)
- 10.58 Letter Agreement, dated June 14, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.9 to the Company's Form 8-K filed on June 15, 2011)
- 10.59 Letter Agreement, dated June 14, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.10 to the Company's Form 8-K filed on June 15, 2011)
- 10.60 Letter Agreement, dated June 14, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.11 to the Company's Form 8-K filed on June 15, 2011)
- 10.61 Letter Agreement, dated June 14, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.12 to the Company's Form 8-K filed on June 15, 2011)
- 10.62 Letter Agreement, dated June 14, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.13 to the Company's Form 8-K filed on June 15, 2011)
- 10.63 Letter Agreement, dated June 14, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.14 to the Company's Form 8-K filed on June 15, 2011)
- 10.64 Letter Agreement, dated June 14, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.15 to the Company's Form 8-K filed on June 15, 2011)
- 10.65 Letter Agreement, dated June 14, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.16 to the Company's Form 8-K filed on June 15, 2011)
- 10.66 Unit Purchase Agreement, dated as of July 23, 2008, by and among Integra LifeSciences Holdings Corporation, Theken Spine LLC, Randall R. Theken and the other members of Theken Spine, LLC party thereto (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 24, 2008)
- 10.67 Form of Indemnification Agreement for Non-Employee Directors and Officers (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*
- 10.68 Piggyback Registration Rights Agreement dated December 22, 2008 between Integra LifeSciences Holdings Corporation and George Heenan, Thomas Gilliam and Michael Evers, as trustees of The Bruce A. LeVahn 2008 Trust and Steven M. LeVahn (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 29, 2008)
- 10.69(a) Lease Agreement between 109 Morgan Lane, LLC and Integra LifeSciences Corporation, dated May 15, 2008 (Incorporated by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)
- 10.69(b) First Amendment to Lease Agreement between 109 Morgan Lane, LLC and Integra LifeSciences Corporation, dated March 9, 2009 (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009)
- 10.69(c) Lease Agreement dated as of July 1, 2013, between 109 Morgan Lane, LLC and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 1, 2013)
- 10.70 Offer Letter between Glenn Coleman and the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 29, 2014)\*
- 10.71 Form of Change in Control Severance Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 1, 2014)\*



|         |  |
|---------|--|
| 12.1    | Statement Regarding the Computation of Ratio of Earnings to Fixed Charges and Preferred Share Dividends for the Years Ended 2008, 2009, 2010, 2011 and 2012, and the Nine Months Ended September 30, 2013 (Incorporated by reference to Exhibit 12.1 to the Company's Registration Statement on Form S-3 ASR filed November 4, 2013) |
| 18.1    | Preferability letter of Independent Public Accounting Firm dated May 1, 2014 (Incorporated by reference to Exhibit 18 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014)   |
| 18.2    | Preferability Letter of Independent Public Accounting Firm dated July 31, 2012 (Incorporated by reference to Exhibit 18.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)  |
| 21      | Subsidiaries of the Company+   |
| 23      | Consent of Pricewaterhouse Coopers LLP+  |
| 31.1    | Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+  |
| 31.2    | Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+  |
| 32.1    | Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+  |
| 32.2    | Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+  |
| 99.1    | Letter, dated December 21, 2011, from the United States Food and Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on January 5, 2012)  |
| 99.2    | Food and Drug Administration Form FDA-483, dated July 30, 2012, relating to inspection of Plainsboro, NJ manufacturing facility (Incorporated by reference to Exhibit 99.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)   |
| 99.3    | Letter, dated November 1, 2012, from the United States Food and Drug Administration to Integra NeuroSciences Ltd. (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on November 13, 2012)   |
| 99.4    | Letter, dated February 13, 2013, from the United States Federal Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on February 19, 2013)   |
| 99.5    | Letter, dated September 24, 2013, from the United States Federal Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on September 27, 2013)   |
| 99.6    | Food and Drug Administration Form FDA-483, dated November 26, 2013, relating to the inspection of the Añasco Facility (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on December 3, 2013)  |
| 101.INS | XBRL Instance Document+#   |
| 101.SCH | XBRL Taxonomy Extension Schema Document+#  |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document+#  |
| 101.DEF | XBRL Definition Linkbase Document  |
| 101.LAB | XBRL Taxonomy Extension Labels Linkbase Document+#   |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document+#   |

\* Indicates a management contract or compensatory plan or arrangement.

+ Indicates this document is filed as an exhibit herewith.

# The financial information of Integra LifeSciences Holdings Corporation Annual Report on Form 10-K for the year ended December 31, 2014 filed on February 27, 2015 formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations, (ii) the Consolidated Statement of Comprehensive Income (Loss), (iii) the Consolidated Balance Sheets, (iv) Parenthetical Data to the Consolidated Balance Sheets, (v) the Consolidated Statements of Cash Flows, (vi) the Consolidated Statements of Changes in Stockholders' Equity, and (vii) Notes to Consolidated Financial Statements, is furnished electronically herewith.

The Company's Commission File Number for Reports on Form 10-K, Form 10-Q and Form 8-K is 0-26224.

## Subsidiaries of Integra LifeSciences Holdings Corporation

| Name of Subsidiary  | State or Country of Incorporation or Organization |
|---|---|
| Ascension Orthopedics, Inc.   | Delaware  |
| Ascension Orthopedics, Ltd.   | United Kingdom                                    |
| Bimeco, Inc.  | Florida   |
| CardioDyne, Inc.  | Massachusetts                                     |
| Cathtec, Incorporated   | Massachusetts                                     |
| Caveangle Limited   | United Kingdom                                    |
| Confluent Surgical, Inc.  | Delaware  |
| EndoSolutions, Inc.   | Delaware  |
| Fiber Imaging Technologies, Inc.  | Massachusetts                                     |
| GMS, Gesellschaft für medizinische Sondentechnik mbH                    | Germany   |
| ILS Financing (Ireland) Limited   | Ireland   |
| ILS Services Switzerland Ltd.   | Switzerland                                       |
| Integra Burlington MA, Inc. (formerly known as Integra Radionics, Inc.) | Delaware  |
| Integra Canada ULC (formerly known as Canada Microsurgical ULC)         | Canada  |
| Integra CI, Inc.  | Cayman Islands                                    |
| Integra Euro Holdings, Inc.   | Delaware  |
| Integra France Holdings SAS   | France  |
| Integra German Holdings GmbH  | Germany   |
| Integra GmbH  | Germany   |
| Integra Japan K.K.  | Japan   |
| Integra LifeSciences (Canada) Holdings, Inc.                            | Delaware  |
| Integra LifeSciences (Ireland) Limited                                  | Ireland   |
| Integra LifeSciences Corporation  | Delaware  |
| Integra LifeSciences NR Ireland Limited                                 | Ireland   |
| Integra LifeSciences Sales LLC (f/k/a Integra Healthcare Products LLC)  | Delaware  |
| Integra LifeSciences Sales (Ireland) Limited                            | Ireland   |
| Integra LifeSciences Services (France) SAS                              | France  |
| Integra LifeSciences Shared Services (Ireland) Limited                  | Ireland   |
| Integra LifeSciences Singapore Pte. Ltd.                                | Singapore   |
| Integra LS (Benelux) NV   | Belgium   |
| Integra Luxtec, Inc.  | Massachusetts                                     |
| Integra ME GmbH   | Germany   |
| Integra MicroFrance SAS   | France  |
| Integra NeuroSciences (International), Inc.                             | Delaware  |
| Integra NeuroSciences Holdings (UK) Limited                             | United Kingdom                                    |
| Integra NeuroSciences Holdings B.V.                                     | Netherlands                                       |
| Integra NeuroSciences Implants (France) SAS                             | France  |
| Integra NeuroSciences Limited   | United Kingdom                                    |
| Integra Neurosciences Pty Ltd. (AUS)                                    | Australia   |
| Integra Neurosciences Pty Ltd. (NZ)                                     | New Zealand                                       |

|  |                |
|--|----------------|
| Integra Sales, Inc.                                    | Delaware       |
| Integra Selector Corporation                           | Delaware       |
| Integra (Shanghai) Distribution Consulting Co. Ltd.    | China          |
| Integra York PA, Inc. (formerly known as Miltex, Inc.) | Delaware       |
| IsoTis International SA                                | Switzerland    |
| IsoTis NV  | Netherlands    |
| IsoTis OrthoBiologics, Inc.                            | Washington     |
| IsoTis T.E. Facility B.V.                              | Netherlands    |
| IsoTis, Inc.   | Delaware       |
| J. Jamner Surgical Instruments, Inc.                   | Delaware       |
| Jarit GmbH   | Germany        |
| LXU Healthcare, Inc. - Medical Specialty Products      | Delaware       |
| Miltex GmbH  | Germany        |
| Minnesota Scientific, Inc.                             | Minnesota      |
| Newdeal SAS  | France         |
| Newdeal, Inc.  | Texas          |
| Precise Dental Holding Corp.                           | New Jersey     |
| Precise Dental Internacional, S.A. de C.V.             | Mexico         |
| Precise Dental Products, Ltd.                          | California     |
| Precision Dental International, Inc.                   | California     |
| SeaSpine Holdings Corporation                          | Delaware       |
| SeaSpine, Inc.   | Delaware       |
| SeaSpine Sales LLC                                     | Delaware       |
| SeaSpine Orthopedics Corporation                       | Delaware       |
| Spembly Cryosurgery Limited                            | United Kingdom |
| Spembly Medical Limited                                | United Kingdom |
| Tarsus Medical Inc.                                    | Delaware       |
| Theken Spine, LLC                                      | Ohio           |

**EXHIBIT 23**

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (File Nos. 333-46024, 333-82233, 333-58235, 333-06577, 333-73512, 333-109042, 333-127488, 333-155263 and 333-170210) and Form S-3 (File No. 333-192079) of Integra LifeSciences Holdings Corporation and its subsidiaries of our report dated February 26, 2015 relating to the consolidated financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Florham Park, New Jersey

February 27, 2015

**Certification of Principal Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Peter J. Arduini, certify that:

1. I have reviewed this annual report on Form 10-K of Integra LifeSciences Holdings Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13 a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2015

/s/ Peter J. Arduini

---

Peter J. Arduini

*President and Chief Executive Officer*

**Certification of Principal Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Glenn G. Coleman, certify that:

1. I have reviewed this annual report on Form 10-K of Integra LifeSciences Holdings Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13 a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2015

/s/ Glenn G. Coleman

---

Glenn G. Coleman

*Corporate Vice President and Chief Financial Officer*

**Certification of Principal Executive Officer**  
**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Peter J. Arduini, President and Chief Executive Officer of Integra LifeSciences Holdings Corporation (the "Company"), hereby certify that, to my knowledge:

1. The Annual Report on Form 10-K of the Company for the year ended December 31, 2014 (the "Report") fully complies with the requirement of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 27, 2015

/s/ Peter J. Arduini

\_\_\_\_\_  
Peter J. Arduini

*President and Chief Executive Officer*



**Certification of Principal Financial Officer**  
**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Glenn G. Coleman, Corporate Vice President and Chief Financial Officer of Integra LifeSciences Holdings Corporation (the "Company"), hereby certify that, to my knowledge:

1. The Annual Report on Form 10-K of the Company for the year ended December 31, 2014 (the "Report") fully complies with the requirement of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 27, 2015

/s/ Glenn G. Coleman

---

Glenn G. Coleman

*Corporate Vice President and Chief Financial Officer*