

INTEGRA LIFESCIENCES HOLDINGS CORP
Form S-8
October 29, 2010

As filed with the Securities and Exchange Commission on October 29, 2010.

Registration No. 333- _____

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

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 08536**
(Address of principal executive offices)

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION
SECOND AMENDED AND RESTATED 2003 EQUITY INCENTIVE PLAN**
(full title of the plan)

John B. Henneman, III
Executive Vice President, Finance and
Administration, and Chief Financial Officer
Integra LifeSciences Holdings Corporation
311 Enterprise Drive
Plainsboro, New Jersey 08536
(609) 275-0500

Copy to:
Thomas E. Keim, Jr., Esq.
Latham & Watkins LLP
233 South Wacker Drive
Suite 5800
Chicago, Illinois 60606
(312) 876-7700
Counsel to Registrant

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(do not check if a smaller
reporting company)

Smaller reporting
company

CALCULATION OF REGISTRATION FEE

**Proposed
Maximum**

**Proposed
Maximum**

| Title of Each Class of Securities to be Registered | Amount to be Registered (1) | Offering Price Per Share (2) | Aggregate Offering Price | Amount of Registration Fee |
|---|------------------------------------|-------------------------------------|---------------------------------|-----------------------------------|
| Common Stock, par value \$0.01 per share | 1,750,000 shares | \$ 41.17 | \$72,047,500 | \$ 5,136.99 |

(1) This Registration Statement registers 1,750,000 shares of common stock, par value \$0.01 per share (the Common Stock), of Integra LifeSciences Holdings Corporation (the Company) for issuance pursuant to the Integra LifeSciences Holdings Corporation Second Amended and Restated 2003 Equity Incentive Plan (the Plan), an employee benefit plan, in addition to the 750,000 shares of Common Stock which were registered under the Plan on Form S-8 (File No. 333-155263), the 1,500,000 shares of Common Stock which were registered under the Plan on Form S-8 (File No. 333-127488) and the 2,500,000 shares of Common Stock

which were registered under the Plan on Form S-8 (File No. 333-109042) filed with the Securities Exchange Commission on November 10, 2008, August 12, 2005 and September 23, 2003, respectively (together, the Prior Forms S-8). The contents of the Prior Forms S-8 are incorporated into this Registration Statement by reference. The total number of shares of Common Stock registered under this Registration Statement and under the Prior Forms S-8 equals 6,500,000 shares. In addition, pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers any additional shares of the Company s Common Stock that may become issuable under the Plan by reason of any substitutions or adjustments to shares to account

for any change in corporate capitalization, such as a merger, consolidation, reorganization, recapitalization, separation, partial or complete liquidation, stock dividend, stock split, reverse stock split, split up, spin-off, or other distribution of stock or property of the Company, combination or exchange of shares of Common Stock, dividend in kind, or other like change in capital structure.

- (2) Pursuant to Rule 457(h) of the Securities Act, the Proposed Maximum Offering Price is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and low market prices for the Common Stock reported in the NASDAQ Global Market on October 22, 2010 (\$41.17).

PART I

Item 1. Plan Information

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information

Not required to be filed with this Registration Statement.

PART II

Item 3. Incorporation of Documents by Reference

The following documents filed with the Securities and Exchange Commission (the Commission) by the Company are incorporated as of their respective dates in this Registration Statement by reference:

- (a) the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed on March 1, 2010.
- (b) all other reports filed by the Company with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2009.
- (c) the description of the Company's common stock contained in the Company's Registration Statement on Form S-3/A (Registration No. 333-63176), which became effective on August 7, 2001, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Company or with respect to the Plan pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from their dates of filing; except as to any portion of any current report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement is deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities

Not required to be filed with this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Not required to be filed with this Registration Statement.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

| Exhibit Number | Description of Exhibit |
|-----------------------|--|
| 3.1 | Amended and Restated Certificate of Incorporation of the Company (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) |
| 3.2 | Amended and Restated Bylaws of the Company (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 3, 2009) |
| 4.1 | Integra LifeSciences Holdings Corporation Second Amended and Restated 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 21, 2010) |
| 5.1 | Opinion of Latham & Watkins LLP+ |
| 23.1 | Consent of Latham & Watkins LLP (included in Exhibit 5.1)+ |
| 23.2 | Consent of PricewaterhouseCoopers LLP+ |
| 24.1 | Power of Attorney (included in the signature page hereto)+ |

+ **Filed herewith**

Item 9. Undertakings

Not required to be filed with this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Plainsboro, New Jersey, on October 29, 2010.

**INTEGRA LIFESCIENCES HOLDINGS
CORPORATION**

By: /s/ Stuart M. Essig
Stuart M. Essig
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints Stuart M. Essig and John B. Henneman, III and each acting alone, his true and lawful attorneys-in-fact and agents, with full power of resubstitution and substitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments or supplements to this Registration Statement and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments or supplements hereto in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in their respective capacities with Integra LifeSciences Holdings Corporation and on the dates indicated.

| Signatures | Titles | Date |
|--|---|------------------|
| /s/ Stuart M. Essig Stuart M. Essig | President, Chief Executive Officer and Director (Principal Executive Officer) | October 29, 2010 |
| /s/ John B. Henneman, III John B. Henneman, III | Executive Vice President, Finance and Administration, and Chief Financial Officer (Principal Financial Officer) | October 29, 2010 |
| /s/ Jerry E. Corbin Jerry E. Corbin | Vice President and Corporate Controller (Principal Accounting Officer) | October 29, 2010 |
| /s/ Richard E. Caruso, Ph.D. Richard E. Caruso, Ph.D. | Chairman of the Board | October 29, 2010 |
| /s/ Thomas J. Baltimore, Jr. Thomas J. Baltimore, Jr. | Director | October 29, 2010 |
| /s/ Keith Bradley, Ph.D. Keith Bradley, Ph.D. | Director | October 29, 2010 |
| /s/ Neal Moszkowski Neal Moszkowski | Director | October 29, 2010 |
| /s/ Raymond G. Murphy Raymond G. Murphy | Director | October 29, 2010 |
| /s/ Christian S. Schade Christian S. Schade | Director | October 29, 2010 |
| /s/ James M. Sullivan James M. Sullivan | Director | October 29, 2010 |
| /s/ Anne M. VanLent Anne M. VanLent | Director | October 29, 2010 |

LIST OF EXHIBITS

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| 3.2 | Amended and Restated Bylaws of the Company (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on November 3, 2009) |
| 4.1 | Integra LifeSciences Holdings Corporation Second Amended and Restated 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 21, 2010) |
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+ Filed herewith