

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): December 21, 2016

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**

(Exact name of Registrant as specified in its charter)

Delaware	0-26224	51-0317849
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

311 Enterprise Drive  
Plainsboro, NJ 08536  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (609) 275-0500

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 21, 2016, at a Special Meeting of Stockholders of Integra LifeSciences Holdings Corporation (the “Company”), the stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation, increasing its authorized shares of common stock and effecting a two-for-one stock split. The amendment to the Company’s Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 21, 2016 increasing the Company’s authorized common stock from sixty million shares (60,000,000) to two-hundred and forty million shares (240,000,000) and effecting the stock split. The Certificate of Amendment is filed as Exhibit 3.1 to this report.

**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

The Special Meeting of Stockholders was held on December 21, 2016 The final results of the matter submitted to a vote of stockholders at the Special Meeting is as follows:

**Proposal No. 1.** To amend the Company’s Amended and Restated Certificate of Incorporation, as amended to increase the number of authorized shares of common stock of the Company from 60,000,000 to 240,000,000 shares (the “Amendment”) for the purpose of, among other things, effecting a proposed two-for-one stock split of the Company’s Common Stock as part of the Amendment.

In accordance with the results below, such proposal was approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
35,516,833	456,711	4,647

**ITEM 8.01 Other Events.**

On December 22, 2016 the Company issued a press release announcing a two-for-one stock split. A copy of the Company’s press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) EXHIBITS**

3.1 Amendment to the Company’s Amended and Restated Certificate of Incorporation, as amended

99.1 Press Release dated December 22, 2016

## SIGNATURES

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

INTEGRA LIFESCIENCES HOLDINGS CORPORATION

Date: December 22, 2016

By: /s/ Glenn G. Coleman

Glenn G. Coleman

Title: Corporate Vice President and Chief Financial Officer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment to the Company's Amended and Restated Certificate of Incorporation, as amended
99.1	Press Release dated December 22, 2016

**CERTIFICATE OF AMENDMENT TO THE AMENDED AND  
RESTATED CERTIFICATE OF INCORPORATION OF INTEGRA LIFESCIENCES HOLDINGS CORPORATION**

Integra LifeSciences Holdings Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, acting in accordance with Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted a resolution to amend Article FOURTH of the Company's Restated Certificate of Incorporation (the "Amendment") so that, as amended, it shall be read in its entirety as follows:

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 255,000,000 shares, par value \$0.01 per share, of which 240,000,000 are designated as Common Stock and 15,000,000 shares are designated as Preferred Stock. At the effective time of this Certificate of Amendment (the "Effective Time"), each issued and outstanding share of the Corporation's Common Stock shall be divided into two (2) validly issued, fully paid and non-assessable shares of Common Stock reflecting a two (2) for one (1) stock split. From and after the Effective Time, certificates representing shares of Common Stock immediately prior to the Effective Time shall represent the number of shares of Common Stock into which such shares of Common Stock shall have been reclassified pursuant to this Certificate of Amendment.

SECOND: That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by Stuart M. Essig, Ph.D. its Chairman of the Board of Directors, and attested by Richard D. Gorelick, its Corporate Secretary, this 21<sup>st</sup> day of December, 2016.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION

By:           /s/ Stuart M. Essig          

*Stuart M. Essig, Ph.D.*

*Chairman of the Board of Directors*

Attest:           /s/ Richard D. Gorelick          

*Richard D. Gorelick*

*Corporate Secretary*

## News Release

Contacts:

Integra LifeSciences Holdings Corporation

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### *Integra LifeSciences Announces Approval of Two-for-One Stock Split*

Plainsboro, New Jersey / December 22, 2016 – [Integra LifeSciences Holdings Corporation](#) (NASDAQ: IART - news) today announced that its stockholders approved a two-for-one stock split and an increase from 60 million to 240 million authorized shares of the Company's common stock at a special meeting of stockholders held on Wednesday, December 21, 2016.

Holders of record as of the close of markets on December 21, 2016, will be entitled to receive one additional share of common stock for each share held. The shares are expected to be distributed on January 3, 2017. The adjusted stock price is expected to be reflected on the NASDAQ Stock Market on January 4, 2017.

#### **About Integra LifeSciences**

Integra LifeSciences, a world leader in medical technology, is dedicated to limiting uncertainty for caregivers, so they can concentrate on providing the best patient care. Integra offers innovative solutions, including leading regenerative technologies, in specialty surgical solutions and orthopedics and tissue technologies. For more information, please visit [www.integralife.com](http://www.integralife.com).

Statements made at the upcoming conferences may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ from predicted results. Forward-looking factors that may be discussed include, but are not limited to, future financial performance, new product development, governmental approvals, market potential and resulting sales as well as potential therapeutic applications, and additional acquisitions. These risks and uncertainties include market conditions and other factors beyond the Company's control and the economic, competitive, governmental, technological and other factors identified under the heading "Risk Factors" included in item 1A of Integra's Annual Report on Form 10-K for the year ended December 31, 2015 and information contained in subsequent filings with the Securities and Exchange Commission could affect actual results. These forward-looking statements are made only as the date thereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.