
**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): June 26, 2015

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

0-26224
(Commission
File Number)

51-0317849
(I.R.S. Employer
Identification No.)

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

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On June 26, 2015, Integra LifeSciences Corporation (the “Company”), a Delaware corporation and wholly-owned subsidiary of Integra LifeSciences Holdings Corporation, entered into two merger agreements under which the Company will acquire TEI Biosciences Inc., a Delaware corporation (“TEI Bio”), and TEI Medical Inc., a Delaware corporation (“TEI Med”).

The Agreement and Plan of Merger dated as of June 26, 2015 (the “Bio Merger Agreement”) by and among the Company, Patriot S1, Inc., a Delaware corporation and wholly-owned subsidiary of the Company (“Merger Sub Bio”), and Dr. Yiannis Monovoukas, as securityholders’ representative (the “SH Rep”) provides that Merger Sub Bio will merge with and into TEI Bio, resulting in TEI Bio becoming a wholly-owned subsidiary of the Company (the “Bio Merger”).

The Agreement and Plan of Merger dated as of June 26, 2015 (the “Med Merger Agreement”, and, together with the Bio Merger Agreement, the “Merger Agreements”) by and among the Company, Patriot S2, Inc., a Delaware corporation and wholly-owned subsidiary of the Company (“Merger Sub Med”), and the SH Rep provides that Merger Sub Med will merge with and into TEI Med, resulting in TEI Med becoming a wholly-owned subsidiary of the Company (the “Med Merger”, and, together with the Bio Merger, the “Mergers”).

TEI Bio is in the business of developing and commercializing biologic devices for soft tissue repair and regenerative applications, including dura and hernia repair and plastic and reconstructive surgery. TEI Med is a spin-off of TEI Bio and holds a license to TEI Bio’s regenerative technology in the fields of wound healing and orthopedics.

Under the terms of the Merger Agreements, if the Mergers are completed, the Company will pay an aggregate purchase price of \$312 million (\$211 million pursuant to the Bio Merger Agreement, and \$101 million pursuant to the Med Merger Agreement), subject in each case to purchase price adjustments for certain working capital changes. A portion of the merger consideration under each Merger Agreement will be held in escrow pursuant to an escrow agreement to be entered into at closing in connection with each Merger.

The closing of each Merger is subject to certain conditions in the applicable Merger Agreement, including TEI Bio or TEI Med (as applicable) stockholder and other approvals, closing deliveries, and there being no material adverse change in the business or condition of each of TEI Bio and TEI Med, prior to closing. In addition, it is a condition to the Company’s obligation to close under the Bio Merger Agreement that all conditions to its obligation to close under the Med Merger Agreement have been satisfied or waived, and *vice versa*.

Each Merger Agreement contains customary representations and warranties for transactions of this type regarding, among other things, organization, capitalization and equity ownership, the accuracy of financial statements, the absence of certain changes or events since March 31, 2015, intellectual property matters, employee and employee plan matters, regulatory matters and compliance with applicable law. In addition, each Merger Agreement also includes covenants regarding, among other things, the conduct of the businesses of TEI Bio and TEI Med, as applicable, prior to closing, as well as their delivery to the Company of certain reviewed financial statements and written consents and support agreements from certain of their stockholders.

Each Merger Agreement provides for indemnification rights for, among other things, breaches of representations, warranties and covenants by the parties, as well as additional specifically negotiated indemnities. In addition, each Merger Agreement contains certain termination rights allowing the Company and each of TEI Bio and TEI Med, as applicable, to terminate the applicable Merger Agreement upon the occurrence or non-occurrence of certain events including the failure to close the applicable Merger by July 31, 2015.

Each Merger Agreement contains representations and warranties that the parties made to each other as of the date thereof or other specific dates, and such representations and warranties should not be relied upon by any other person. The assertions embodied in those representations and warranties were made solely for purposes of the contract among such parties, and are subject to important qualifications and limitations agreed to by the Company, on one hand, and TEI Bio or TEI Med, on the other hand, in connection with negotiating each applicable Merger Agreement. Accordingly, you should not rely on the representations and warranties as accurate or complete or as characterizations of the actual state of facts as of any specified date since they are modified in important part by the underlying disclosure schedules which will not be filed publicly and which are subject to a contractual standard of materiality different from that generally applicable to stockholders and were used for the purpose of allocating risk between the Company, on one hand, and security holders of TEI Bio or TEI Med, on the other hand, rather than for the purpose of establishing matters as facts.

Item 7.01 Regulation FD Disclosure

On June 28, 2015, the Company issued a press release announcing that it had entered into two merger agreements under which the Company will acquire TEI Bio and TEI Med. The press release states that the parties expect to complete this transaction in the third quarter of 2015, subject to customary closing requirements. This press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Exchange Act or the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated June 28, 2015, issued by Integra LifeSciences Holdings Corporation

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: June 29, 2015

By: /s/ Glenn G. Coleman

Glenn G. Coleman

Title: Corporate Vice President and Chief Financial Officer

EXHIBIT INDEX

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News Release

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Integra LifeSciences to Acquire TEI Biosciences and TEI Medical

- *Broadens Integra's position as a leader in regenerative wound care and tissue repair*
- *Adds new selling capabilities to the wound care clinic and enhances current sales channel in both burn centers and Operating Rooms (OR)*
- *Management to Host Conference Call Tomorrow*

Plainsboro, New Jersey and Waltham, Massachusetts / June 28, 2015 – [Integra LifeSciences Holdings Corporation](#) (NASDAQ: IART — news), TEI Biosciences Inc., and TEI Medical Inc. today announced a definitive agreement under which Integra will acquire all of the outstanding shares of TEI Biosciences, Inc. and TEI Medical, Inc. (“TEI”) for \$312 million cash at closing. The companies expect to complete this transaction during the third quarter of 2015, subject to customary closing conditions.

The acquisition of TEI complements and expands Integra’s reconstructive surgery and regenerative wound care product offerings. In addition, it will enhance shareholder value through the following strategic benefits:

- Broadens Integra’s position as a leader in regenerative wound care and tissue repair with the addition of the complementary technology platform PriMatrix® Dermal Repair Scaffold
- Expands our sales force to support market demand and drive growth in the OR, burn centers, and wound care clinics with the addition of about 125 sales reps and managers
- Offers regenerative technology-based products and new base of sales in attractive adjacent markets, specifically abdominal wall repair and plastic and reconstructive surgery
- Provides attractive operating margins, which will allow for investment to further develop the combined regenerative wound care technology platform and strengthen the commercial channel

Peter Arduini, Integra's President and Chief Executive Officer, stated, "This acquisition broadens our presence in regenerative wound care and tissue repair and represents a significant push forward toward our growth objectives for 2015 and beyond. The addition of TEI is an important, strategic next step for both our channel and international expansion priorities. We are enthusiastic about both TEI's product development and commercial expertise, which accelerates our ability to establish an immediate presence in the diabetic foot ulcer space."

Dr. Yiannis Monovoukas, PhD, Chairman, President and CEO of TEI, said, "It is an exciting time for TEI, and I am confident in Integra's ability to grow our leading platform technology to drive broader expansion into regenerative medicine including wound care, plastic and reconstructive surgery and other soft tissue repair and reconstruction applications."

TEI generated revenues of approximately \$63.5 million (unaudited) in 2014. Gross margin was about 80%, which is comparable to Integra's regenerative technology product portfolio, and EBITDA margin was about 25%. Preliminarily, Integra expects the acquired revenue to increase high single digits in the first full year after closing. Integra will provide further guidance, including expectations for 2015 financial performance, when it reports second quarter financial results in late July.

"This transaction advances our strategy in wound care, meets our financial criteria, and generates high returns on our capital," said Glenn Coleman, Integra's CVP and Chief Financial Officer. "Upon closing, we expect this deal to be immediately accretive to our adjusted EBITDA and operating margins, and slightly accretive to our adjusted earnings per share, including the effects of any financing transactions that may close subsequent to the closing of the TEI acquisition."

Conference Call

Integra will host a conference call to discuss the acquisition of TEI on Monday, June 29 at 8:30 AM ET. Management will also reference a presentation, which is available on the investor relations section of the Integra website at www.integralife.com, under Events & Presentations. This call will contain forward-looking statements and other material information.

Access to the live call is available by dialing (719) 325-2306 and using the passcode 8523307. The call can also be accessed through a webcast via a link provided on the Investor Relations homepage of Integra's website at www.integralife.com. Access to the replay is available through August 10, 2015 by dialing (719) 457-0820 and using the passcode 8523307. The webcast will also be archived on the website.

About Integra

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, orthopedics and tissue technologies, and spine hardware and orthobiologics. For more information, please visit www.integralife.com

About TEI Biosciences Inc.

TEI Biosciences, based in Waltham, MA, is a privately-held, leading biomedical company that applies its expertise in regenerative medicine to develop and commercialize novel biologic devices, including SurgiMend®, for a broad spectrum of soft tissue repair and regeneration applications – from dura and hernia repair to plastic and reconstructive surgery.

About TEI Medical Inc.

TEI Medical is a Massachusetts-based, privately-held, biomedical company. TEI Medical is a spin-off from TEI Biosciences, with worldwide exclusive license to the TEI regenerative technology in the fields of wound healing and orthopedics. TEI Medical sells PriMatrix and PriMatrix Ag through its direct sales force in the US, and through international partners.

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks, uncertainties and reflect Integra's judgment as of the date of this release. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from predicted or expected results, including, among other things, Integra's ability to successfully integrate the TEI businesses into its own operations could affect the extent of the strategic benefits that Integra generates from this acquisition, and the impact of the acquisition on results of operations, including revenue growth and earnings per share; future actions of regulatory bodies and other governmental authorities, including the FDA and foreign counterparts; the Company's ability to secure regulatory approval for products in development; product quality or patient safety concerns leading to product recalls, withdrawals, launch delays, litigation or declining sales; reimbursement and rebate policies of government agencies and private payers as well as other healthcare compliance issues. In addition, 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, 2014 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.