

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO/A  
(AMENDMENT NO. 2)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(E)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

INTEGRA LIFESCIENCES HOLDINGS CORPORATION  
(Name of Issuer)

INTEGRA LIFESCIENCES HOLDINGS CORPORATION (ISSUER)  
(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))

2 1/2% CONTINGENT CONVERTIBLE SUBORDINATED NOTES DUE 2008  
(Title of Class of Securities)

(CUSIP NOS. 457985AA7 AND 457985AB5)  
(CUSIP Number of Class of Securities)

MAUREEN B. BELLANTONI  
EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER  
INTEGRA LIFESCIENCES HOLDINGS CORPORATION  
311 ENTERPRISE DRIVE  
PLAINSBORO, NEW JERSEY 08536  
(609) 275-0500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications on Behalf of the Filing Person(s))

COPY TO:  
PETER LABONSKI, ESQ.  
LATHAM & WATKINS LLP  
885 THIRD AVENUE  
NEW YORK, NY 10022  
(212) 906-1200

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
----- \$120,000,000	----- \$12,840

\* Calculated solely for the purpose of determining the amount of the filing fee, based upon the exchange of \$120,000,000 aggregate principal amount of the Issuer's 2 1/2% Contingent Convertible Subordinated Notes due 2008 in exchange for Integra LifeSciences Holdings Corporation's 2 1/2% Contingent Convertible Subordinated Notes due 2008.

\*\* Previously paid.

[ ] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: Not applicable. Filing party: Not applicable.  
Form or Registration No.: Not applicable. Date Filed: Not applicable.

[ ] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

[ ] third-party tender offer subject to Rule 14d-1

[X] issuer tender offer subject to Rule 13e-4

[ ] going private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer

This Amendment No. 2 to Schedule TO (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed by Integra LifeSciences Holdings Corporation, a Delaware corporation, (the "Issuer") on July 17, 2006, and amended by Amendment No. 1 thereto filed on July 31, 2006 (as so amended, the "Schedule TO"). This Amendment relates to the offer by the Issuer (i) to exchange \$1,000 in principal amount of 2 1/2% Contingent Convertible Subordinated Notes due 2008 (the "New Notes") and (ii) a one time cash payment (an "Exchange Fee") equal to \$2.50 for each \$1,000 in principal amount of the Issuer's outstanding 2 1/2% Contingent Convertible Subordinated Notes due 2008 (the "Old Notes" and together with the New Notes, the "Notes") that is properly tendered and accepted for exchange upon the terms and subject to the conditions set forth in the Offer to Exchange (this "Offer to Exchange") and in the related Letter of Transmittal (the "Letter of Transmittal"), as each may be amended from time to time. The offer to exchange the Notes (including the payment of an Exchange Fee) pursuant to the Offer to Exchange is referred to herein as an "Offer." This Amendment amends and supplements Schedule TO as set forth below. This Amendment is filed to satisfy the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended.

The information in the Offer to Exchange and the related Letter of Transmittal, copies of which were previously filed on Schedule TO as exhibits (a)(1)(i) and (a)(1)(ii) thereto, is incorporated in this Amendment by reference, except that such information is hereby amended and supplemented to the extent specifically provided herein.

#### ITEMS 1 AND 4

Items 1 and 4 of the Schedule TO, which incorporate by reference the information contained in the Offer to Exchange, are hereby amended and supplemented as follows:

(1) The condition that the Offer is contingent upon the tender or exchange of at least 50% of the principal amount of Old Notes outstanding, as described in the Offer to Exchange on the cover, page 2 of the Summary and page 35, is hereby waived.

(2) The Offer has been extended from 5:00 p.m., New York City time, on August 14, 2006, until 5:00 p.m., New York City time, on August 28, 2006, unless further extended by the Company and subject to the right of the Company, in its sole discretion, subject to applicable law, to terminate, withdraw or amend the Offer at any time as discussed below. Any additional extension of the Offer will be announced by press release no later than 9:00 a.m. New York City time, on the next New York Stock Exchange trading day after the previously scheduled Expiration Date.

#### ITEM 11. ADDITIONAL INFORMATION

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following language:

On August 14, 2006, the Company announced the extension of the Offer and the waiver of a condition as described above under Items 1 and 4 of this Amendment, a copy of which is filed as Exhibit (a)(5)(iii) to this Amendment and is incorporated herein by reference.

#### ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(iii) Press Release, dated August 14, 2006.

SIGNATURE

After due inquiry and to the best of my knowledge and belief,  
I certify that the information set forth in this statement is true, complete and  
correct.

Dated: August 14, 2006

INTEGRA LIFESCIENCES HOLDINGS  
CORPORATION

By: /s/ Maureen B. Bellantoni

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Name: Maureen B. Bellantoni  
Title: Executive Vice President and Chief  
Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER - - - - -	DESCRIPTION - - - - -
(a)(1)(i)	Offer to Exchange, dated July 17, 2006.*
(a)(1)(ii)	Letter of Transmittal.*
(a)(1)(iii)	Notice of Guaranteed Delivery.*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(v)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(vi)	Supplement to Offer to Exchange, dated July 31, 2006.*
(a)(5)(i)	Press Release, dated July 17, 2006.*
(a)(5)(ii)	Press Release, dated July 31, 2006.*
(a)(5)(iii)	Press Release, dated August 14, 2006.

\* Previously filed.

NEWS RELEASE

CONTACTS:

INTEGRA LIFESCIENCES HOLDINGS CORPORATION

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INTEGRA LIFESCIENCES ANNOUNCES AMENDMENT TO EXCHANGE OFFER FOR ITS  
2 1/2% CONTINGENT CONVERTIBLE SUBORDINATED NOTES DUE 2008

PLAINSBORO, NEW JERSEY, AUGUST 14, 2006 - INTEGRA LIFESCIENCES HOLDINGS CORPORATION (NASDAQ: IART) ANNOUNCED TODAY THAT IT HAS WAIVED A CONDITION AND EXTENDED THE EXPIRATION DATE OF ITS OFFER TO EXCHANGE UP TO \$120 MILLION PRINCIPAL AMOUNT OF NEW NOTES WITH A "NET SHARE SETTLEMENT" MECHANISM FOR ITS CURRENTLY OUTSTANDING 2 1/2% CONTINGENT CONVERTIBLE SUBORDINATED NOTES DUE 2008.

INTEGRA HAS WAIVED THE CONDITION TO THE EXCHANGE OFFER THAT AT LEAST 50% OF THE OUTSTANDING OLD NOTES BE EXCHANGED.

IN ADDITION, THE EXPIRATION DATE OF THE EXCHANGE OFFER HAS BEEN EXTENDED FROM 5:00 P.M., NEW YORK CITY TIME, ON AUGUST 14, 2006 UNTIL 5:00 P.M., NEW YORK CITY TIME, ON AUGUST 28, 2006, UNLESS FURTHER EXTENDED OR EARLIER TERMINATED BY INTEGRA. AS OF 5:00 P.M., NEW YORK CITY TIME, ON AUGUST 14, 2006, AN AGGREGATE PRINCIPAL AMOUNT OF \$22,858,000 OF OLD NOTES HAD BEEN TENDERED.

OLD NOTES MUST BE TENDERED ON OR PRIOR TO THE EXPIRATION OF THE OFFER, AND TENDERED OLD NOTES MAY BE WITHDRAWN AT ANY TIME ON OR PRIOR TO THE EXPIRATION OF THE OFFER. VALIDLY WITHDRAWN OLD NOTES WILL BE RETURNED TO THE HOLDER IN ACCORDANCE WITH THE TERMS OF THE OFFER. FOLLOWING THE EXPIRATION OF THE OFFER AND SUBJECT TO THE TERMS OF THE OFFER, INTEGRA WILL ACCEPT ALL OLD NOTES VALIDLY TENDERED AND NOT VALIDLY WITHDRAWN PRIOR TO THE EXPIRATION OF THE OFFER AND WILL ISSUE THE NEW NOTES IN EXCHANGE PROMPTLY THEREAFTER.

THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL SECURITIES OF INTEGRA. THE SOLICITATION OF OFFERS TO EXCHANGE THE OUTSTANDING 2 1/2% CONTINGENT CONVERTIBLE SUBORDINATED NOTES IS ONLY BEING MADE PURSUANT TO THE EXCHANGE OFFER DOCUMENTS, INCLUDING THE OFFER TO EXCHANGE (AS SUPPLEMENTED) AND THE RELATED LETTER OF TRANSMITTAL THAT INTEGRA HAS DISTRIBUTED OR WILL BE DISTRIBUTING TO ITS NOTEHOLDERS AND FILING WITH THE SECURITIES AND EXCHANGE COMMISSION. NOTEHOLDERS AND INVESTORS SHOULD READ CAREFULLY THE OFFER TO EXCHANGE AND RELATED MATERIALS WHEN THEY ARE AVAILABLE BECAUSE THEY CONTAIN IMPORTANT INFORMATION. NOTEHOLDERS AND INVESTORS MAY OBTAIN A FREE COPY (WHEN AVAILABLE) OF THE OFFER TO EXCHANGE AND OTHER DOCUMENTS THAT WILL BE FILED BY INTEGRA WITH THE SECURITIES AND EXCHANGE COMMISSION AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT WWW.SEC.GOV OR FROM THE INFORMATION AGENT, GEORGESON INC., AT (212) 440-9800 (BANKS AND BROKERS) OR (866) 482-4943 (ALL OTHERS). NOTEHOLDERS ARE URGED TO CAREFULLY READ THESE MATERIALS BEFORE MAKING ANY DECISION WITH RESPECT TO THE EXCHANGE OFFER.

THIS ANNOUNCEMENT IS NEITHER AN OFFER TO SELL NOR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES AND SHALL NOT CONSTITUTE AN OFFER, SOLICITATION OR SALE IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE IS UNLAWFUL. THE NEW NOTES WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS, AND UNLESS SO REGISTERED, MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT OF 1933, AS AMENDED AND APPLICABLE STATE LAWS.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION IS A DIVERSIFIED MEDICAL TECHNOLOGY COMPANY THAT DEVELOPS, MANUFACTURES, AND MARKETS MEDICAL DEVICES FOR USE IN A VARIETY OF APPLICATIONS. THE PRIMARY APPLICATIONS FOR OUR PRODUCTS ARE NEUROSURGERY, RECONSTRUCTIVE SURGERY AND GENERAL SURGERY. INTEGRA IS A LEADER IN APPLYING THE PRINCIPLES OF BIOTECHNOLOGY TO MEDICAL DEVICES THAT IMPROVE PATIENTS' QUALITY OF LIFE. OUR CORPORATE HEADQUARTERS ARE IN PLAINSBORO, NEW JERSEY, AND WE HAVE MANUFACTURING AND RESEARCH FACILITIES LOCATED THROUGHOUT THE WORLD. WE HAVE APPROXIMATELY 1,650 EMPLOYEES. PLEASE VISIT OUR WEBSITE AT (<http://www.Integra-LS.com>).

THIS NEWS RELEASE CONTAINS 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 MATERIALLY FROM PREDICTED OR EXPECTED RESULTS. AMONG OTHER THINGS, INTEGRA'S ABILITY TO SUCCESSFULLY COMPLETE THE EXCHANGE OFFER ON THE ABOVE TERMS COULD AFFECT INTEGRA'S FUTURE FINANCIAL RESULTS. IN ADDITION, THE ECONOMIC, COMPETITIVE, GOVERNMENTAL, TECHNOLOGICAL AND OTHER FACTORS IDENTIFIED UNDER THE HEADING "FACTORS THAT MAY AFFECT OUR FUTURE PERFORMANCE" INCLUDED IN THE BUSINESS SECTION OF INTEGRA'S ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2005 AND INFORMATION CONTAINED IN SUBSEQUENT FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION COULD AFFECT ACTUAL RESULTS.

SOURCE: INTEGRA LIFESCIENCES HOLDINGS CORPORATION