

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit Number	Description of Exhibit
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10.1	Compensation of Non-Employee Directors of Integra LifeSciences Holdings Corporation
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SIGNATURES

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

INTEGRA LIFESCIENCES HOLDINGS CORPORATION

Date: February 28, 2006

By: /s/ Stuart M. Essig

Stuart M. Essig
President and Chief Executive Officer

Exhibit Index

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10.1	Compensation of Non-Employee Directors of Integra LifeSciences Holdings Corporation

Compensation of Non-Employee Directors of Integra LifeSciences
Holdings Corporation

Effective as of the 2006 Annual Meeting of Stockholders of Integra LifeSciences Holdings Corporation (the "Company"), the annual compensation payable to non-employee directors of the Company will be as set forth below.

Directors will receive an annual equity grant, at their election, of 7,500 options or 1,875 shares of restricted stock, with the Chairman receiving 10,000 options or 2,500 shares of restricted stock.

Directors will also receive an annual retainer of \$50,000, payable in one of four ways, at their election: (1) in cash, (2) in restricted stock, (3) one half in cash and one half in restricted stock or (4) in options to purchase common stock (the number of options determined by valuing the options at 25% of the fair market value of the common stock underlying the options), with a maximum of 5,000 options.

Cash payments will be paid in arrears on a quarterly basis. Options and restricted stock will be granted on the date of the annual meeting of stockholders at which directors are elected.

Options and restricted stock will fully vest six months after the grant date. Options will expire on the six year anniversary of the grant date. The exercise price of options granted will be the closing price of the Company's common stock on the grant date, and restricted stock will be valued based on the closing price of the Company's common stock on the date of the grant.

The Company will pay reasonable travel and out-of-pocket expenses incurred by non-employee directors in connection with attendance at meetings to transact business of the Company or attendance at meetings of the Board of Directors or any committee thereof.