

**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): November 3, 2015

**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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On November 3, 2015, Integra LifeSciences Holdings Corporation (the “Company”) issued a press release announcing financial results for the quarter ended September 30, 2015 (the “Press Release”). A copy of the Press Release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item. In the financial statements portion of the Press Release, the Company has included a reconciliation of GAAP revenues to organic revenues for the quarters ended September 30, 2015 and 2014, GAAP net income (loss) from continuing operations to adjusted earnings before interest, taxes, depreciation and amortization (“EBITDA”) for the quarters ended September 30, 2015 and 2014, GAAP net income (loss) to adjusted net income for the quarters ended September 30, 2015 and 2014, GAAP diluted weighted average shares outstanding to adjusted diluted weighted average shares outstanding for the quarters ended September 30, 2015 and 2014, GAAP earnings per diluted share to adjusted earnings per diluted share for the quarters ended September 30, 2015 and 2014, and GAAP operating cash flow from continuing operations to free cash flow and adjusted free cash flow conversion used by management for the quarters ended September 30, 2015 and 2014 as well as GAAP net income (loss) from continuing operations to adjusted net income and GAAP earnings per diluted share to adjusted earnings per diluted share used by management for guidance for the year ending December 31, 2015. In addition, the Company included a supplemental disclosure of revenue by reporting segments in the financial statements portion of the Press Release.

The information contained in Item 2.02 of this Current Report on Form 8-K (including the Press Release and selected historical financial information) is being furnished and shall not be deemed “filed” for the 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. The information contained in Item 2.02 of this Current Report on Form 8-K (including the Press Release and selected historical financial information) shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

### Discussion of Adjusted Financial Measures

In addition to our GAAP results, we provide organic revenues, adjusted EBITDA, adjusted net income, adjusted earnings per diluted share, adjusted diluted weighted average shares outstanding, free cash flow, and adjusted free cash flow conversion. Organic revenues consist of total revenues excluding the effects of currency exchange rates, acquired revenues, and product discontinuances. The various measures of adjusted EBITDA consist of GAAP net income (loss) from continuing operations, excluding: (i) depreciation and amortization, (ii) other income (expense), (iii) interest income and expense, (iv) income taxes, (v) and those operating expenses also excluded from adjusted net income. The measure of adjusted net income consists of GAAP net income (loss), excluding: (i) manufacturing facility remediation costs; (ii) global enterprise resource planning (“ERP”) implementation charges; (iii) structural optimization charges; (iv) post-spin SeaSpine separation-related charges; (v) certain employee severance charges; (vi) discontinued product line charges; (vii) acquisition-related charges; (viii) impairment charges; (ix) convertible debt non-cash interest; (x) intangible asset amortization expense; and (xi) income tax impact from adjustments and other items. The measure of adjusted diluted weighted average shares outstanding is calculated by adding the economic benefit of the convertible note hedge and warrant transactions relating to Integra’s 2016 convertible notes. The adjusted earnings per diluted share measure is calculated by dividing adjusted net income attributable to diluted shares by adjusted diluted weighted average shares outstanding. The measure of free cash flow consists of GAAP net cash provided by operating activities less purchases of property and equipment. Because the Company reported a GAAP net loss in the three and nine months ended September 30, 2015, the calculation of GAAP diluted weighted average shares outstanding for the third quarter and year to date 2015 periods exclude the effects of stock options and unvested restricted stock, as the effect of these equity awards would be anti-dilutive. The Company included the dilutive effects of these equity awards in the calculation of adjusted diluted weighted average shares outstanding used to calculate adjusted earnings per diluted share for the third quarter and year to date 2015 periods because their effects are dilutive in relation to adjusted net income. The measure of adjusted free cash flow consists of free cash flow adjusted for certain one-time unusual items. The adjusted free cash flow conversion measure is calculated by dividing (i) free cash flow, or (ii) adjusted free cash flow (as applicable), by adjusted net income.

The Company believes that the presentation of organic revenues and the various adjusted EBITDA, adjusted net income, adjusted earnings per diluted share, adjusted diluted weighted average shares outstanding, free cash flow and adjusted free cash flow conversion measures provides important supplemental information to management and investors regarding financial and business trends relating to the Company's financial condition and results of operations. Management uses non-GAAP financial measures in the form of organic revenues, adjusted EBITDA, adjusted net income, adjusted earnings per diluted share, adjusted diluted weighted average shares outstanding, free cash flow and adjusted free cash flow conversion when evaluating operating performance because we believe that the inclusion or exclusion of the items described below, for which the amounts and/or timing may vary significantly depending upon the Company's acquisition, integration, and restructuring activities, for which the amounts are non-cash in nature, or for which the amounts are not expected to recur at the same magnitude, provides a supplemental measure of our operating results that facilitates comparability of our financial condition and operating performance from period to period, against our business model objectives, and against other companies in our industry. We have chosen to provide this information to investors so they can analyze our operating results in the same way that management does and use this information in their assessment of our core business and the valuation of our Company.

Organic revenues, adjusted EBITDA, adjusted net income, adjusted earnings per diluted share, adjusted diluted weighted average shares outstanding, free cash flow and adjusted free cash flow conversion are significant measures used by management for purposes of:

- supplementing the financial results and forecasts reported to the Company's board of directors;
- evaluating, managing and benchmarking the operating performance of the Company;
- establishing internal operating budgets;
- determining compensation under bonus or other incentive programs;
- enhancing comparability from period to period;
- comparing performance with internal forecasts and targeted business models; and
- evaluating and valuing potential acquisition candidates.

The measure of organic revenues that we report reflects the increase in total revenues for the quarter ended September 30, 2015 adjusted for the effects of currency exchange rates, acquired revenues, and product discontinuations on current period revenues. We provide this measure because changes in foreign currency exchange rates can distort our revenue reduction favorably or unfavorably, depending upon the strength of the U.S. dollar in relation to the various foreign currencies in which we generate revenues. We generate significant revenues outside the United States in multiple foreign currencies including euros, British pounds, Swiss francs and Australian and Canadian dollars. We believe this measure provides useful information to determine the success of our international selling organizations in increasing sales of products in their local currencies without regard to fluctuations in currency exchanges rates, for which we do not control. Additionally, significant acquisitions and discontinued product lines can distort our current period revenues when compared to prior periods.

The measure of adjusted net income reflects GAAP net income adjusted for one or more of the following items, as applicable:

- Manufacturing facility remediation costs. These costs represent expenses associated with remediation and related unplanned idle time and underutilization at the Plainsboro, NJ and Añasco, Puerto Rico manufacturing facilities. Management excludes this item when evaluating the Company's operating performance because of the infrequent nature and the magnitude of this item.
- Global ERP implementation charges. Global ERP implementation charges consist of the non-capitalizable portion of internal labor and outside consulting costs related to the implementation of a global ERP system. We have inherited many diverse business processes and different information systems through our numerous acquisitions. Accordingly, we are undertaking this initiative in order to standardize business processes globally and to better integrate all of our existing and acquired operations using one information system. Although recurring in nature given the expected timeframe to complete the implementation for our existing operations and our expectation to continue to acquire new businesses and operations, management excludes these charges when evaluating the operating performance of the Company because the frequency and amount of such charges vary significantly based on the timing and magnitude of the Company's implementation activities.

- Structural optimization charges. These charges, which include employee severance and other costs associated with exit or disposal of facilities, costs related to acquisition integration, costs related to transferring manufacturing and/or distribution activities to different locations, and rationalization or enhancement of our organization, existing manufacturing, distribution, administrative, functional and commercial infrastructure. Some of these cost-saving and efficiency-driven activities are identified as opportunities in connection with acquisitions that provide the Company with additional capacity or economies of scale. Although recurring in nature given management's ongoing review of the efficiency of our organization and structure, including manufacturing, distribution and administrative facilities and operations, management excludes these items when evaluating the operating performance of the Company because the frequency and amount of such charges vary significantly based on the timing and magnitude of the Company's rationalization activities and are, in some cases, dependent upon opportunities identified in acquisitions, which also vary in frequency and magnitude.
- Certain employee severance charges. Certain employee severance and related charges consist of charges related to senior management level terminations and certain significant reductions in force that are not initiated in connection with restructuring. Management excludes these items when evaluating the Company's operating performance because these amounts do not affect our core operations and because of the infrequent and/or large scale nature of these activities.
- Discontinued product line charges. These charges represent charges taken in connection with product lines that the Company discontinues. Management excludes this item when evaluating the Company's operating performance because discontinued products do not provide useful information regarding the Company's prospects for future performance.
- Acquisition-related charges. Acquisition-related charges include (i) up-front fees and milestone payments that are expensed as incurred in connection with acquiring licenses or rights to technology for which no product has been approved for sale by regulatory authorities and such approval is not reasonably assured at the time such up-front fees or milestone payments are made, (ii) inventory fair value purchase accounting adjustments, (iii) changes in the fair value of contingent consideration after the acquisition date, and (iv) legal, accounting and other outside consultants expenses directly related to acquisitions or divestitures. Inventory fair value purchase accounting adjustments consist of the increase to cost of goods sold that occur as a result of expensing the "step up" in the fair value of inventory that we purchased in connection with acquisitions as that inventory is sold during the financial period. Although recurring given the ongoing character of our development and acquisition programs, these acquisition, divestiture and in-licensing related charges are not factored into the evaluation of our performance by management after completion of development programs or acquisitions because they are of a temporary nature, they are not related to our core operating performance and the frequency and amount of such charges vary significantly based on the timing and magnitude of our development, acquisition and divestiture transactions as well as the level of inventory on hand at the time of acquisition.
- Post-spin SeaSpine separation related charges. These charges include legal expenses and adjustments to stock based compensation incurred as part of the spin-off.
- Impairment charges. The impairment charges category includes impairment charges recorded against various intangible assets such as completed or core technology, customer relationships, trade names, and in-process research and development previously capitalized in connection with business combinations. Such impairments result primarily from management decisions to discontinue or significantly reduce promoting certain product lines or trade names, the inability to incorporate existing product technologies into product development programs, and other circumstances. Impairment charges may also include goodwill impairments which exist when the carrying value of a reporting unit's goodwill exceeds its implied value. Management excludes this item when evaluating the Company's operating performance because of the infrequent and non-cash nature of this activity.
- Intangible asset amortization expense. Management excludes this item when evaluating the Company's operating performance because it is a non-cash expense.

- Convertible debt non-cash interest. The convertible debt accounting requires separate accounting for the liability and equity components of the Company's convertible debt instruments, which may be settled in cash upon conversion, in a manner that reflects an applicable non-convertible debt borrowing rate at the time that we issued such convertible debt instruments. Management excludes this item when evaluating the Company's operating performance because of the non-cash nature of the expense.
- Income tax impact from adjustments and other items. Estimated impact on income tax expense related to the following:
  - (i) Adjustments to income tax expense for the amount of additional tax expense that the Company estimates that it would record if it used non-GAAP results instead of GAAP results in the calculation of its tax provision, based on the statutory rate applicable to jurisdictions in which the above non-GAAP adjustments relate.
  - (ii) Adjustments to income tax expense in the current quarter for the cumulative impact in that quarter of changes in income tax rates (statutory and estimated effective tax rates) and certain other infrequently occurring items that relate to prior periods. Management excludes these items when evaluating the Company's current quarter operating performance because the cumulative impact in the current quarter of these items applies to prior periods and thus distorts the Company's adjusted income tax rate in the current quarter. The year-to-date adjusted net income and adjusted diluted earnings per share measures are not adjusted by these items, as the cumulative impact is properly reflected in the year-to-date adjusted results.

The measure of adjusted diluted weighted average shares outstanding gives effect to the convertible notes hedge and warrant transactions, which reduce the potential dilutive effect of the 2016 Convertible Notes. The convertible notes hedge and warrant transactions are excluded from weighted average shares used to calculate GAAP diluted EPS because they are anti-dilutive. Integra believes the non-GAAP measure is useful for understanding the economic benefit of the convertible notes hedge and warrant transactions.

Organic revenues, adjusted EBITDA, adjusted net income, adjusted earnings per diluted share, adjusted diluted weighted average shares outstanding, free cash flow and adjusted free cash flow conversion are not calculated in accordance with GAAP, and should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect all of the revenues, costs or benefits associated with the operations of the Company's business as determined in accordance with GAAP. As a result, you should not consider these measures in isolation or as a substitute for analysis of the Company's results as reported under GAAP. The Company expects to continue to acquire businesses and product lines and to incur expenses of a nature similar to many of the non-GAAP adjustments described above, and exclusion of these items from its adjusted financial measures should not be construed as an inference that all of these revenue adjustments or costs are unusual, infrequent or non-recurring. Some of the limitations in relying on the adjusted financial measures are:

- The Company periodically acquires other companies or businesses, and we expect to continue to incur acquisition-related expenses and charges in the future. These costs can directly impact the amount of the Company's available funds or could include costs for aborted deals which may be significant and reduce GAAP net income.
- The Company has initiated a long term effort to implement a global ERP system, and we expect to continue to incur significant systems implementation charges until that effort is completed. These costs can directly impact the amount of the Company's available funds and reduce GAAP net income.
- All of the adjustments to GAAP net income have been tax affected at the Company's actual tax rates. Depending on the nature of the adjustments and the tax treatment of the underlying items, the effective tax rate related to adjusted net income could differ significantly from the effective tax rate related to GAAP net income.

In the financial tables portion of the Press Release, the Company has included a reconciliation of GAAP reported revenues to organic revenues for the quarters ended September 30, 2015 and 2014 and GAAP net income (loss) to

adjusted EBITDA, GAAP net income (loss) to adjusted net income, GAAP diluted weighted average shares outstanding to adjusted diluted weighted average shares outstanding, GAAP earnings (loss) per diluted share to adjusted earnings per diluted share, and GAAP operating cash flow to free cash flow and adjusted free cash flow conversion used by management for the quarters ended September 30, 2015 and 2014. Also included are reconciliations for future periods.

#### **ITEM 7.01 REGULATION FD DISCLOSURE**

Attached as Exhibit 99.1, and incorporated into this Item 7.01 by reference, is the Press Release issued on November 3, 2015 by the Company.

#### **Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

##### **(d) Exhibits**

99.1 Press release with attachments, dated November 3, 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: November 3, 2015

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>
99.1	Press Release with attachments, dated November 3, 2015, issued by Integra LifeSciences Holdings Corporation



## News Release

Contact:

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### *Integra LifeSciences Reports Third Quarter 2015 Financial Results*

*Revenue Increased 14.6% to \$226.4 Million with Adjusted EPS of \$0.75*

*Adjusted Net Income Increased 15.1%*

*Raised Low End of Full Year 2015 Revenue and EPS Guidance*

Plainsboro, New Jersey / November 3, 2015 / -- [Integra LifeSciences Holdings Corporation](#) (NASDAQ: IART) today reported its financial results for the third quarter ending September 30, 2015.

#### **Highlights:**

- Third quarter revenue increased 14.6% over the prior year quarter to \$226.4 million and organic revenue increased 7.2%;
- Adjusted net income increased 15.1% over the prior year quarter to \$27.0 million;
- Adjusted free cash flow conversion for the first nine months of 2015 was 80.4% versus 22.6% in the nine months ending September 30, 2014;
- FOUNDER Study results were published online on August 25, 2015 and show an increased rate of complete wound closure in chronic Diabetic Foot Ulcer patients;
- Successfully raised \$230 million in a public offering of common stock and completed an expansion of the credit facility from \$900 million to \$1.1 billion in August 2015;
- Recently completed several strategic transactions including the spin-off of SeaSpine and the acquisitions of TEI and the Salto Talaris(R);
- Raised low-end of guidance range for full-year 2015 sales, organic sales and adjusted earnings per share.

Total revenues for the third quarter were \$226.4 million, reflecting an increase of \$28.8 million, or 14.6%, over the third quarter of 2014.

Excluding the contribution of revenues from acquisitions, discontinued products and the effect of currency exchange rates, revenues increased 7.2% over the third quarter of 2014.

"Revenues from our dural repair, upper extremities and regenerative tissue businesses helped drive organic growth over 7% in the third quarter," said Peter Arduini, Integra's President and Chief Executive Officer. "The team accomplished a number of critical milestones including two key acquisitions, the spin-off of SeaSpine and an equity offering, all of which set up the company for the next phase of growth."

Associated with the SeaSpine separation on July 1, 2015, the Company recorded a one-time, non-cash tax charge of \$35.6 million or \$1.00 per share to establish a valuation allowance for certain deferred tax assets in the third quarter. The Company reported GAAP net loss of \$(31.9) million, or \$(0.90) per share, for the third quarter of 2015, compared to GAAP net income from continuing operations of \$9.0 million or \$0.27 per share, for the third quarter of 2014.

Adjusted measures discussed below are computed with the adjustments to GAAP reporting set forth in the attached reconciliation.

Adjusted net income for the third quarter of 2015 was \$27.0 million, or \$0.75 per share, compared to adjusted net income of \$23.4 million, or \$0.71 per share, in the third quarter of 2014.

Adjusted EBITDA for the third quarter of 2015 was \$47.7 million, or 21.1% of revenue, compared to \$44.8 million, or 22.7% of revenue, in the prior year third quarter.

Adjusted free cash flow conversion for the first nine months of 2015 was 80.4% versus 22.6% in the prior-year period.

### **Outlook for 2015**

Based upon the third quarter results, the Company is raising the low end of its previously provided full-year 2015 guidance for continuing operations. The Company now expects revenue of \$878 million to \$885 million, up from prior guidance of \$870 million to \$885 million, organic revenue growth of 6% to 7%, up from prior guidance of 6.0%, and adjusted EPS of \$3.05 to \$3.10, up from prior guidance of 3.00 to \$3.10. This guidance also includes an immaterial contribution from the assets acquired from Tornier, completed in October. The Company's GAAP EPS guidance from continuing operations is now \$0.20 to \$0.25.

"We are pleased with the consistent financial performance and execution against our plans through the first nine months of the year. TEI and the Salto Talaris(R) are a great fit for Integra and the integrations are proceeding as planned," said Glenn Coleman, Integra's Chief Financial Officer. "This gives us the confidence to raise the low-end of our guidance range for total revenue, organic sales growth and adjusted earnings per share."

In the future, the Company may record, or expects to record, certain additional revenues, gains, expenses or charges as described in the Discussion of Adjusted Financial Measures below that it will exclude in the calculation of adjusted EBITDA and adjusted earnings per share for historical periods and in providing adjusted earnings per share guidance.

### **Conference Call and Presentation Available Online**

Integra has scheduled a conference call for 8:30 AM ET today, Tuesday, November 3, 2015, to discuss financial results for the third quarter and forward-looking financial guidance. The conference call will be hosted by Integra's senior management team and will be open to all listeners. Additional forward-looking information may be discussed in a question and answer session following the call.

Integra's management team will reference a presentation during the conference call, which can be found on the Investor section of the website at [investor.integralife.com](http://investor.integralife.com).

Access to the live call is available by dialing (913) 312-1424 and using the passcode 961950. The call can also be accessed through a webcast via a link provided on the Investor Relations homepage of Integra's website at [investor.integralife.com](http://investor.integralife.com). Access to the replay is available through November 21, 2015 by dialing (719) 457-0820 and using the passcode 961950. The webcast will also be archived on the website.

### **Integra to host Investor Day on November 12, 2015 in New York City**

Integra will also host its Investor Day meeting on Thursday, November 12, 2015, beginning at 8:30am (ET) in New York City. During the meeting, Integra's senior management will review the Company's strategy, product pipeline and longer term financial goals. The event will last approximately three and a half hours and will be webcast. A link to the Investor Day webcast will be available on the Investor Relations homepage of Integra's website at [www.integralife.com](http://www.integralife.com).

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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)

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks, uncertainties and reflects the Company's judgment as of the date of this release. Forward-looking statements include, but are not limited to, statements concerning future financial performance, including projections for revenues, GAAP and adjusted net income (loss) from continuing operations, GAAP and adjusted earnings (loss) from continuing operations per diluted share, non-GAAP adjustments such as global enterprise resource planning ("ERP") system implementation charges, acquisition-related charges, impairment charges, non-cash amortization of imputed interest for convertible debt, intangible asset amortization, and income tax expense (benefit) related to non-GAAP adjustments. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from predicted or expected results. Such risks and uncertainties include, but are not limited to the Company's ability to execute its operating plan effectively, the Company's ability to manufacture and ship sufficient quantities of its products to meet its customers' demand; the ability of third-party suppliers to supply us with raw materials and finished products; global macroeconomic conditions; the Company's ability to manage its direct sales channels effectively; the Company's ability to maintain relationships with customers of acquired entities; physicians' willingness to adopt and third-party payors' willingness to provide reimbursement for the Company's recently launched and planned products; initiatives launched by the Company's competitors; downward pricing pressures from customers; the Company's ability to secure regulatory approval for products in development; the Company's ability to remediate quality systems violations; fluctuations in hospital spending for capital equipment; the Company's ability to comply with and obtain approvals for products of human origin and comply with regulations regarding products containing materials derived from animal sources; difficulties in controlling expenses, including costs to procure and manufacture our products; the impact of changes in management or staff levels; the Company's ability to integrate acquired businesses; the impact of goodwill and intangible asset impairment charges if future operating results of acquired businesses are significantly less than the results anticipated at the time of the acquisitions; the Company's ability to leverage its existing selling organizations and administrative infrastructure; the Company's ability to increase product sales and gross margins and control non-product costs; the Company's ability to achieve anticipated growth rates, margins and scale and execute its strategy generally; the amount and timing of acquisition and integration related costs; the geographic distribution of where the Company generates its taxable income; the effect of legislation effecting healthcare reform in the United States and internationally; fluctuations in foreign currency exchange rates; the amount of our convertible notes and bank borrowings outstanding and other factors influencing liquidity; and the economic, competitive, governmental, technological and other risk factors and uncertainties 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. These forward-looking statements are made only as of the date hereof, 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.

### **Discussion of Adjusted Financial Measures**

In addition to our GAAP results, we provide organic revenues, adjusted earnings before interest, taxes, depreciation and amortization ("EBITDA"), adjusted net income, adjusted earnings per diluted share, adjusted diluted weighted average shares outstanding, free cash flow and adjusted free cash flow conversion. Organic revenues consist of total revenues excluding the effects of currency exchange rates, acquired revenues and product discontinuances. Adjusted EBITDA consists of GAAP net income (loss) from continuing operations, excluding: (i) depreciation and amortization, (ii) other income (expense), (iii) interest income and expense, (iv) income taxes, (v) and those operating expenses also excluded from adjusted net income. The measure of adjusted net income consists of GAAP net income (loss) from continuing operations, excluding: (i) manufacturing facility remediation costs; (ii) global enterprise resource planning ("ERP") implementation charges; (iii) structural optimization charges; (iv) Post spin SeaSpine separation-related charges; (v) certain employee severance charges; (vi) acquisition-related charges; (vii) discontinued product lines charges; (viii) impairment charges; (ix) convertible debt non-cash interest; (x) intangible asset amortization expense; and (xi) income tax impact from adjustments and other items. The measure of adjusted diluted weighted average shares outstanding is calculated by adding the economic benefit of the convertible note hedge and warrant transactions relating to Integra's 2016 convertible notes. The adjusted earnings per diluted share measure is calculated by dividing adjusted net income attributable to diluted shares by adjusted diluted weighted average shares outstanding. Because the Company reported a GAAP net loss in the three and nine months ended September 30, 2015, the calculation of GAAP diluted weighted average shares outstanding for the third quarter and year to date 2015 periods exclude the effects of stock options and unvested restricted stock, as the effect of these equity awards would be anti-dilutive. The Company included the dilutive effects of these equity awards in the calculation of adjusted diluted weighted average shares outstanding used to calculate adjusted earnings per diluted share for the third quarter and year to date 2015 periods because their effects are dilutive in relation to adjusted net income. The measure of free cash flow consists of GAAP net cash provided by continuing operating activities from continuing operations less purchases of property and equipment. The adjusted free cash flow conversion measure is calculated by dividing free cash flow by adjusted net income.

Reconciliations of GAAP revenues to adjusted revenues and GAAP net income (loss) from continuing operations to adjusted EBITDA, and adjusted net income, and GAAP earnings per diluted share to adjusted earnings per diluted share all for the three months ended September 30, 2015 and 2014, and the free cash flow and free cash flow conversion for the three months ended September 30, 2015 and 2014 and the twelve months ended September 30, 2015 and 2014, appear in the financial tables in this release.

The Company believes that the presentation of organic revenues and the various adjusted EBITDA, adjusted net income, adjusted earnings per diluted share, adjusted diluted weighted average shares outstanding, free cash flow and free cash flow conversion measures provide important supplemental information to management and investors regarding financial and business trends relating to the Company's financial condition and results of operations. For further information regarding why Integra believes that these non-GAAP financial measures provide useful information to investors, the specific manner in which management uses these measures, and some of the limitations associated with the use of these measures, please refer to the Company's Current Report on Form 8-K regarding this earnings press release filed today with the Securities and Exchange Commission. This Current Report on Form 8-K is available on the SEC's website at [www.sec.gov](http://www.sec.gov) or on our website at [www.integralife.com](http://www.integralife.com).

INTEGRA LIFESCIENCES HOLDINGS CORPORATION  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)

(In thousands, except per share amounts)

	Three Months Ended September 30,	
	2015	2014
Total revenues, net	\$ 226,367	\$ 197,523
Costs and expenses:		
Cost of goods sold	86,069	73,896
Research and development	13,938	11,134
Selling, general and administrative	113,424	93,788
Intangible asset amortization	2,942	1,598
Total costs and expenses	216,373	180,416
Operating income	9,994	17,107
Interest income	5	25
Interest (expense)	(6,464)	(5,912)
Other income (expense), net	1,827	(263)
Income from continuing operations before taxes	5,362	10,957
Income tax expense	37,243	1,967
Income from continuing operations	(31,881)	8,990
Income (loss) from discontinued operations, net of tax expense (benefit)	\$ —	\$ 817
Net income (loss) from continuing operations	\$ (31,881)	\$ 9,807
Net income (loss) per share:		
Income from continuing operations	(0.90)	0.27
Income (loss) from discontinued operations	—	0.02
Net income (loss) per share	\$ (0.90)	\$ 0.29
Weighted average common shares outstanding for diluted net income per share	35,279	32,906

Segment revenues\* and growth in total revenues excluding the effects of currency exchange rates, acquisitions and discontinued products are as follows:

(In thousands)

	Three Months Ended September 30,		
	2015	2014	Change
Specialty Surgical Solutions	\$147,085	\$137,494	7%
Orthopedics and Tissue Technologies	\$79,282	\$60,029	32%
Total revenue	\$226,367	\$197,523	15%
Impact of changes in currency exchange rates	\$5,733	\$—	
Less contribution of revenues from acquisitions**	(21,734)	—	
Less contribution of revenues from discontinued products***	(3,189)	(4,234)	(25)%
Total organic revenues	\$207,177	\$193,289	7.2%

\* The prior five business segment structure was realigned into three global segments effective with the first quarter 2015, one of which, Spine, has since been spun-off.

\*\* Acquisitions include MicroFrance, Metasurg and TEI.

\*\*\* Excludes product revenues from Spine discontinued operations

Items included in GAAP net income from continuing operations and location where each item is recorded are as follows:

(In thousands)

Three Months Ended September 30, 2015

Item	Total Amount	COGS(a)	SG&A(b)	Amort.(c)	OI&E(d)	Tax(e)
Global ERP implementation charges	\$4,468	\$—	\$4,468	\$—	\$—	\$—
Structural optimization charges	8,539	1,942	6,597	—	—	—
Acquisition-related charges	5,061	2,763	2,298	—	—	—
Post-spin SeaSpine separation-related charges	3,356	—	3,356	—	—	—
Intangible asset amortization expense	9,574	6,632	—	2,942	—	—
Convertible debt non-cash interest	2,142	—	—	—	2,142	—
Estimated income tax impact from above adjustments and other items*	25,701	—	—	—	—	25,701
<b>Total Adjustments</b>	<b>58,841</b>	<b>11,337</b>	<b>16,719</b>	<b>2,942</b>	<b>2,142</b>	<b>25,701</b>

Depreciation expense	6,659	—	—	—	—	—
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- a) COGS - Cost of goods sold
- b) SG&A - Selling, general and administrative
- c) Amort. - Intangible asset amortization
- d) OI&E - Interest (income) expense, net and other (income) expense, net
- e) Tax - Income tax expense

\* Includes a valuation allowance of \$35.6 million for certain deferred tax assets associated with the SeaSpine separation.

Three Months Ended September 30, 2014

(In thousands)

Item	Total Amount	COGS (a)	SG&A (b)	Amort. (c)	OI&E (d)	Tax (e)
Manufacturing facility remediation costs	\$538	\$534	\$4	\$—	\$—	\$—
Global ERP implementation charges	4,937	—	4,937	—	—	—
Structural optimization charges	3,490	3,299	191	—	—	—
Acquisition-related charges	2,378	479	1,899	—	—	—
Certain employee severance charges	3,619	298	3,321	—	—	—
Discontinued product lines charges	600	600	—	—	—	—
Intangible asset amortization expense	5,632	4,034	—	1,598	—	—
Convertible debt non-cash interest	1,853	—	—	—	1,853	—
Estimated income tax impact from above adjustments and other items	(8,611)	—	—	—	—	(8,611)
<b>Total Adjustments</b>	<b>14,436</b>	<b>9,244</b>	<b>10,352</b>	<b>1,598</b>	<b>1,853</b>	<b>(8,611)</b>

Depreciation expense	6,470	—	—	—	—	—
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- a) COGS - Cost of goods sold
- b) SG&A - Selling, general and administrative
- c) Amort. - Intangible asset amortization
- d) OI&E - Interest (income) expense, net and other (income) expense, net
- e) Tax - Income tax expense



RECONCILIATION OF NON-GAAP ADJUSTMENTS - GAAP NET INCOME FROM CONTINUING OPERATIONS TO ADJUSTED EBITDA AND  
ADJUSTED EBITDA EXCLUDING STOCK-BASED COMPENSATION  
(UNAUDITED)

(In thousands, except per share amounts)

	Three Months Ended September 30,	
	2015	2014
GAAP net income from continuing operations	\$ (31,881)	\$ 8,990
Non-GAAP adjustments:		
Depreciation and intangible asset amortization expense	16,233	12,102
Other (income), net	(1,827)	263
Interest (income) expense, net	6,459	5,887
Income tax expense	37,243	1,967
Manufacturing facility remediation costs	—	538
Global ERP implementation charges	4,468	4,937
Structural optimization charges	8,539	3,490
Acquisition-related charges	5,061	2,378
Certain employee severance charges	—	3,619
Post-spin SeaSpine separation-related charges	3,356	—
Discontinued product lines charges	—	600
	79,532	35,781
Total of non-GAAP adjustments		
Adjusted EBITDA	\$ 47,651	\$ 44,771

RECONCILIATION OF NON-GAAP ADJUSTMENTS - GAAP NET INCOME FROM CONTINUING OPERATIONS TO MEASURES OF ADJUSTED  
NET INCOME AND ADJUSTED EARNINGS PER SHARE  
(UNAUDITED)

(In thousands, except per share amounts)

	Three Months Ended September 30,	
	2015	2014
GAAP net income (loss) from continuing operations	\$ (31,881)	\$ 8,990
Non-GAAP adjustments:		
Manufacturing facility remediation costs	—	538
Global ERP implementation charges	4,468	4,937
Structural optimization charges	8,539	3,490
Acquisition-related charges	5,061	2,378
Certain employee severance charges	—	3,619
Discontinued product lines charges	—	600
Post-spin SeaSpine separation-related charges	3,356	—
Intangible asset amortization expense	9,574	5,632
Convertible debt non-cash interest	2,142	1,853
Estimated income tax impact from adjustments and other items	25,701	(8,611)
	58,841	14,436
Total of non-GAAP adjustments		
Adjusted net income	\$ 26,960	\$ 23,426
Adjusted diluted net income per share	\$0.75	\$0.71
Weighted average common shares outstanding for diluted net income per share	35,279	32,906
Non-GAAP adjustment for dilutive effects of equity awards	1,157	—
Weighted average common shares outstanding adjustment for convertible dilution	(674)	—
Weighted average common shares outstanding for adjusted diluted net income per share	35,762	32,906

CONDENSED BALANCE SHEET DATA  
(UNAUDITED)

(In thousands)

	September 30, 2015	December 31, 2014
Cash and cash equivalents	\$ 79,311	\$ 71,734
Accounts receivable, net	125,465	110,414
Inventories, net	213,878	189,133
Bank line of credit	513,126	416,875
Convertible securities	216,604	213,121
Stockholders' equity	730,100	704,322

RECONCILIATION OF NON-GAAP ADJUSTMENTS - GAAP OPERATING CASH FLOW TO  
MEASURES OF FREE CASH FLOW AND FREE CASH FLOW CONVERSION  
(UNAUDITED)

(In thousands)

	Nine Months Ending September 30,	
	2015	2014
GAAP Net cash provided by continuing operating activities	\$ 81,300	\$ 40,944
Purchases of property and equipment from continuing operations	(20,314)	(27,108)
Free Cash Flow	60,986	13,836
Adjusted net income *	\$ 75,864	\$ 61,331
Adjusted Free Cash Flow Conversion	80.4%	22.6%

\* Adjusted net income for quarters ended September 30, 2014 and 2015 are reconciled above. Adjusted net income for remaining quarters in the nine months calculation have been previously reconciled and are publicly available in the Historical Financial Results: Continuing Operations presentation on our website [integralife.com](http://integralife.com) in the Investors section under Events & Presentations.

The Company calculates adjusted free cash flow conversion by dividing its free cash flow by adjusted net income. The Company believes this measure is a useful metric in evaluating the significance of the cash special charges in its adjusted earnings measures.

RECONCILIATION OF NON-GAAP ADJUSTMENTS - GUIDANCE

(\$ in per share amounts)

	Projected Year Ended December 31, 2015	
	Low	High
GAAP diluted net income per share from continuing operations	\$ 0.20	\$ 0.25
Global ERP implementation charges	0.43	0.43
Post-spin SeaSpine separation-related charges	0.09	0.09
Structural optimization charges	0.56	0.56
Acquisition-related charges	0.42	0.42
Certain employee severance charges	0.04	0.04
Intangible asset amortization expense	0.90	0.90
Convertible debt non-cash interest	0.22	0.22
Estimated income tax impact from adjustments and other items	0.19	0.19
Total of non-GAAP adjustments	\$ 2.85	\$ 2.85
Adjusted diluted net income per share from continuing operations	\$ 3.05	\$ 3.10

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Source: Integra LifeSciences Holdings Corporation