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): August 2, 2006

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 August 2, 2006, Integra LifeSciences Holdings Corporation issued a press release announcing financial results for the quarter ended June 30, 2006. 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.

The information contained in Item 2.02 of this Current Report on Form 8-K (including the press release) 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) 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.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Press release issued August 2, 2006 regarding earnings for the quarter ended June 30, 2006

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: August 2, 2006

By: /s/ Stuart M. Essig

Stuart M. Essig

President and Chief Executive Officer

Exhibit Index

Exhibit Number	Description of Exhibit
99.1	Press release issued August 2, 2006 regarding earnings for the quarter ended June 30, 2006

News Release

Contacts:

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Integra LifeSciences Reports Second Quarter 2006 Financial Results

Total Revenues For Quarter Exceed $100 million

Plainsboro, New Jersey, August 2, 2006 - Integra LifeSciences Holdings Corporation (NASDAQ: IART) today reported its second quarter financial results. Total revenues in the second quarter of 2006 were $100.1 million, reflecting an increase of $30.3 million, or 43%, over the second quarter of 2005.

We reported net income of $8.0 million, or $0.26 per diluted share, for the second quarter of 2006, compared to net income of $7.7 million, or $0.23 per diluted share in the second quarter of 2005. Reported earnings per share for the second quarter of 2006 includes a $0.07 per diluted share impact related to the implementation of SFAS 123(R), Share-Based Payment. We adopted this new accounting standard on January 1, 2006 using the modified-prospective method, so we are not adjusting our historical financial statements to reflect the impact of share-based compensation. Therefore, earnings per share for the second quarter of 2005 do not reflect the impact of share-based compensation.

When adjusted for certain acquisition and restructuring related charges, costs related to systems integrations and the impact of share-based compensation, net income for the second quarter of 2006 was $13.4 million, or $0.41 per diluted share. Acquisition and restructuring related charges include costs associated with the closing of various facilities and related transitions, discontinuation of certain development programs, and other integration and restructuring related costs, including inventory fair value purchase accounting adjustments. In the second quarter of 2005, net income, when adjusted for certain charges set forth in the tables at the end of this release, was $9.6 million, or $0.29 per diluted share.

Operating income for the period was $13.2 million. Reported operating income includes the impact of share-based compensation expense.

"We achieved record revenues in the second quarter," said Stuart M. Essig, Integra's President and Chief Executive Officer. "During the quarter, we acquired Miltex Holdings, Inc. and began the integration of that business into Integra. In addition, we continued the integration of the Radionics Division of Tyco Healthcare Group LP into the company. In June, we announced our agreement to acquire Kinetikos Medical (KMI), which closed on July 31, and last month we launched a direct sales force in Canada through the acquisition of our longstanding Canadian distributor. Each of these transactions will play an important role in growing one or more of our businesses."

We present our revenues in two categories: Neurosurgical/Orthopedic Implants and Medical/Surgical Equipment.

Our revenues for the period were as follows:

	Three Months Ended June 30, 2006	Three Months Ended June 30, 2005	% Increase/ (Decrease)
	($ in thousands)		
Revenue:			
Neuro/Ortho Implants	$38,896	$34,319	13%
MedSurg Equipment	61,225	35,459	73%
Total Revenue	$100,121	$69,778	43%

In the Neuro/Ortho Implants category, sales of our Reconstructive Surgery implant products grew particularly well. Rapid growth in the NeuraGen(TM) Nerve Guide, the INTEGRA(TM) dermal repair products and sales of Newdeal products for the foot and ankle accounted for much of the increase in implant product revenues. INTEGRA(TM) dermal repair product revenues increased approximately 30% over the second quarter of 2005, nerve repair product revenues increased by 34%, and our Newdeal foot and ankle products increased approximately 35%. Our DuraGen(R) family of duraplasty products achieved record revenues in the quarter. Increased revenues of both the Absorbable Collagen Sponge that we supply for use in Medtronic's INFUSE(TM) bone graft product and the dental

~~products we supply to Zimmer, also contributed to the growth in implant revenues.~~

~~In the MedSurg Equipment category, JARIT(R) surgical instruments, monitoring products and Radionics and Miltex products provided most of the year over year growth in product revenues for the second quarter. Radionics and Miltex products (both acquired in 2006) contributed $23.6 million of sales to the quarter.~~

~~Gross margin on total revenues in the second quarter of 2006 was 59%. We recognized $2.1 million in inventory fair value purchase accounting adjustments from the Radionics and Miltex acquisitions and $0.3 million in restructuring, manufacturing transfer and systems integration costs. These charges reduced our gross margin by approximately 2%.~~

~~Research and development expense increased $3.6 million in the second quarter of 2006 to $6.4 million. This increase was primarily attributable to accelerated spending on research and development activities, as well as the activities acquired in the Radionics transaction. We recognized $1.6 million in costs related to the discontinuation of an ultrasonic aspirator related development project.~~

~~Selling, general and administrative expense increased by $11.2 million to $37.2 million in the second quarter of 2006, remaining at 37% of revenue. $3.2 million of this increase was attributable to the impact of adopting FAS 123(R), Share-Based Payment.~~

~~We reported net interest expense of $1.5 million in the second quarter of 2006, primarily due to increased borrowing on our revolving line of credit.~~

~~The Company generated $15.5 million in cash flow from operations in the second quarter of 2006. We repurchased 401,000 shares of our common stock in the quarter at an average price of $37.87 per share for an aggregate purchase price of approximately $15.2 million. At June 30, 2006, our cash and investments totaled $43.6 million and we had approximately $64.0 million drawn under our credit facility. After the closing of the KMI transaction, we had approximately $34 million in cash and investments and approximately $100.0 of outstanding borrowings under our credit facility.~~

~~We are updating our guidance for total revenues for the full years 2006 and 2007, including the impact of the recent KMI and Canada Microsurgical transactions. We are also updating our expectations for earnings per share and~~

~~providing our initial guidance for the third quarter of 2006. In accordance with our usual practice, our expectations for 2006 and 2007 financial performance do not include the impact of acquisitions or other strategic corporate transactions that have not yet closed.~~

~~We expect to record an in process research and development charge of between $4.0 million and $8.0 million in the third quarter of 2006 related to the KMI acquisition. The amount of the charge is currently under evaluation.~~

~~We expect total revenues in 2006 to be between $405 million and $420 million, and total revenues in 2007 to be between $500 million and $520 million.~~

~~The Company may incur significant costs this year in connection with restructuring and integration activities, including inventory purchase accounting charges related to the four acquisitions we have closed this year. We currently expect these charges to total approximately $11.4 million in 2006, of which $5.4 have already been incurred in the first half of the year.~~

~~The Company also expects the annual impact of estimated share based compensation expense for 2006 and 2007 to be approximately $0.28 per diluted share.~~

~~We expect earnings per diluted share to be within a range of $1.03 to $1.18 in 2006 and within a range of $1.72 to $1.87 in 2007. Excluding restructuring and integration charges, in process research and development charges, and the impact of estimated share based compensation expense, we expect earnings per diluted share to be within a range of $1.69 to $1.76 in 2006. Excluding the impact of estimated share based compensation expense, we expect earnings per diluted share to be within a range of $2.00 to $2.15 in 2007.~~

~~Our guidance for the third quarter of 2006 is for total revenues in the range of $110 million to $115 million, including an incremental contribution of approximately $33.0 million from product lines acquired this year, and earnings per diluted share of $0.08 to $0.20. We expect adjusted earnings per diluted share in the third quarter of 2006 to be within a range of $0.38 to $0.42, excluding restructuring and integration charges of $0.08, an in process research and development charge of between $0.07 and $0.15, and the impact of estimated share based compensation expense of $0.07.~~

~~We have scheduled a conference call for 9:00 am EST today, August 2, 2006, to discuss the financial results for the second quarter of 2006 and forward looking financial guidance. The call is open to all listeners and will be followed by a question and answer session. Access to the live call is available by dialing (719) 457 2662 or through a listen only webcast via a link provided on the home page of Integra's website at www.Integra LS.com. A replay of the conference call will be accessible starting one hour following the live event. Access to the replay is available through August 16, 2006 by dialing (719) 457 0820 (access code 3716541) or through the webcast accessible on our home page.~~

~~Integra LifeSciences Holdings Corporation is a diversified medical technology company. We develop, manufacture, and market 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. We have research, manufacturing and distribution facilities 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. Forward looking statements include, but are not limited to, statements concerning future financial performance, including projections for revenues, gross margins, earnings per share and cash flows. Such forward looking statements involve risks and uncertainties that could cause actual results to differ materially from predicted or expected results. Among other things, our ability to maintain relationships with customers of acquired entities, physicians' willingness to adopt our recently launched and planned products, third party payors' willingness to provide reimbursement for these products and our ability to~~

~~secure regulatory approval for products in development may adversely affect our future product revenues; our ability to increase sales and product volumes may adversely affect our future gross margins; our ability to integrate acquired businesses, increase product sales and gross margins, and control non-product costs may affect our earnings per share; our future net income results and our ability to effectively manage working capital may affect our future cash flows; and our ability to complete our restructuring and integration activities may affect our operating income. 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.~~

~~Regulation G, "Conditions for Use of Non-GAAP Financial Measures", and other provisions of the Securities Exchange Act of 1934, as amended, define and prescribe the conditions for the use of certain non-GAAP financial information. In this news release, we provide "adjusted net income" and "adjusted earnings per share", which exclude share-based compensation expense, and charges related to systems integrations and acquisitions and restructurings, which are non-GAAP financial measures. We also provide guidance as to earnings per diluted share, excluding the impact of estimated share-based compensation expense and restructuring and integration charges. We believe that, given our on-going, active strategy of seeking acquisitions and our current focus on rationalizing our existing manufacturing and distribution infrastructure, focusing on these measures are useful additional bases to measure the performance of our business operations, both in this quarter and in future periods. In addition, excluding share-based compensation charges from our net income and earnings per share allows for comparability to historical periods that did not reflect the impact of share-based compensation. A reconciliation of these non-GAAP financial measures to the most comparable GAAP measures is provided in the tables of financial information contained at the end of this news release.~~

~~Non-GAAP financial measures should not be relied upon to the exclusion of GAAP financial measures. Management believes that these non-GAAP financial measures are important supplemental information to investors which reflect an additional way of viewing aspects of our operations that, when viewed with our GAAP results and the accompanying reconciliations, provides a more complete understanding of factors and trends affecting our ongoing business and operations. Management strongly encourages investors to review our financial statements and filed reports in their entirety and to not rely on any single financial measure. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures having the same or similar names.~~

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
CONSOLIDATED FINANCIAL RESULTS
(In thousands, except per share data)
(UNAUDITED)

Statement of Operations Data:

	Three Months Ended June 30, 2006				Three Months Ended June 30, 2005
	Reported	Adjustments		As Adjusted	Reported
Total revenues	$100,121			$100,121	$69,778
Cost of product revenues	41,373	$(2,600)	(a)	38,773	27,518
Research and development	6,354	(1,710)	(b)	4,644	2,787
Selling, general and administrative	37,219	(3,348)	(c)	33,871	26,041
Amortization	2,017			2,017	1,289
Total costs and expenses	86,963	(7,658)		79,305	57,635
Operating income	13,158	7,658		20,816	12,143
Interest income (expense), net	(1,479)			(1,479)	85
Other income (expense), net	(99)			(99)	(541)
Income before income taxes	11,580	7,658		19,238	11,687
Provision for income taxes	3,603	2,260	(d)	5,863	4,032
Net income	$7,977	$5,398		$13,375	$ 7,655
Earnings per share calculation:					
Add back of after tax interest expense	684			684	488
Net income for diluted EPS	$8,661			$14,059	$8,143
Diluted earnings per share	$0.26			$0.41	$0.23
Diluted weighted average Common shares outstanding	33,804	154		33,958	34,739

Notes:

(a) Equity based compensation charge, inventory fair value purchase accounting adjustments, employee terminations, acquisition integration, and systems integrations costs
(b) Equity based compensation charge and R&D project discontinuation costs
(c) Equity based compensation charge, employee terminations related costs, and net share settlement fees
(d) Adjustment to provision for income taxes for above adjustments

Condensed Balance Sheet Data:

	June 30, 2006	December 31, 2005
Cash and marketable securities, including non current portion	$43,643	$143,384
Accounts receivable, net	74,135	49,007
Inventory, net	92,981	67,476
Total assets	564,218	448,432
Current liabilities	113,619	31,287
Long term debt	118,112	118,378
Total liabilities	252,172	158,614
Stockholders' equity	312,046	289,818

Reconciliation of non GAAP financial measures to the most comparable GAAP measure:

A. Reconciliation of Net Income and Adjusted Net Earnings

	Quarter Ended June 30, 2006	2005
	($ in thousands, except per share amounts)	
Net Income	$ 7,977	$ 7,655
Employee termination and related costs	208	2,074
Equity based compensation charge	3,437	
Inventory fair value adjustments	2,149	197
Facility consolidation, acquisition integration, manufacturing transfer, system integration, and related costs	199	305
Discontinued product lines		478
Discontinued R&D project	1,578	
Net share settlement costs	87	
Tax effect on above adjustments	(2,260)	(1,098)
Adjusted Net Income	$ 13,375	$ 9,611
Earnings per share calculation:		
Add back of after tax interest expense	684	488
Adjusted Net Income for diluted EPS	$ 14,059	$10,099
Adjusted Diluted earnings per share	$0.41	$0.29
Diluted weighted average common shares outstanding	33,804	34,739
Increase in potentially dilutive securities "as if" using intrinsic value method of accounting for share based payment	154	
Diluted weighted average common shares outstanding For Adjusted Diluted earnings per share calculation	33,958	34,739

The calculation of diluted earnings per share for the above periods is presented in the table above.

B. Reconciliation of Projected Diluted EPS and Projected Adjusted Diluted EPS

	Range	
	Low	High
Projected three months ended September 30, 2006:		
Diluted EPS	$0.08	$0.20
Facility consolidation and acquisition integration and related costs, including inventory fair value adjustments, net of tax	0.08	0.08
In process research and development charge, net of tax	0.15	0.07
Share based compensation expense, net of tax	0.07	0.07
Adjusted Diluted EPS	$0.38	$0.42

	Range	
	Low	High
Projected year ended December 31, 2006:		
Diluted EPS	$1.03	$1.18
Facility consolidation and acquisition integration and related costs, including inventory fair value adjustments, net of tax	0.23	0.23
In process research and development charge, net of tax	0.15	0.07
Share based compensation expense, net of tax	0.28	0.28
Adjusted Diluted EPS	$1.69	$1.76

	Range	
	Low	High
Projected year ended December 31, 2007:		
Diluted EPS	$1.72	$1.87
Share based compensation expense, net of tax	0.28	0.28
Adjusted Diluted EPS	$2.00	$2.15

Source: Integra LifeSciences Holdings Corporation