

**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): **May 9, 2025**

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>0-26224</b> (Commission File Number)	<b>51-0317849</b> (IRS Employer Identification No.)
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**1100 Campus Road  
Princeton, NJ 08540**

(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 (see General Instruction A.2. below):

- 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)).

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, Par Value \$.01 Per Share	IART	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Integra LifeSciences Holdings Corporation (the “Company”) held its 2025 Annual Meeting of Stockholders (the “Annual Meeting”) on May 9, 2025. At the Annual Meeting, the Company’s stockholders approved, among other things, Amendment No. 2 to the Integra LifeSciences Holdings Corporation Fifth Amended and Restated 2003 Equity Incentive Plan (the “Plan Amendment”) to increase the number of shares of common stock available for awards under the plan by 2,200,000 shares.

A description of the Plan Amendment is included in the section entitled “Proposal 4. Approval of Amendment No. 2 to the Integra LifeSciences Holdings Corporation Fifth Amended and Restated 2003 Equity Incentive Plan” in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 4, 2025 (the “Proxy Statement”), which description is incorporated herein by reference. Such description does not purport to be complete and is qualified in its entirety by reference to the complete text of the Plan Amendment, a copy of which is attached hereto as Exhibit 10.1.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

The Annual Meeting of the Company was held on May 9, 2025. The proposals considered at the Annual Meeting are described in detail in the Proxy Statement. The final results of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Item No. 1: All of the nominees for director of the Board of Directors (the “Board”) of the Company were elected to serve until the Company’s 2026 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified, by the votes set forth below.

<u>Nominees</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
Keith Bradley, Ph.D.	69,934,587	1,567,803	18,251	2,425,186
Shaundra D. Clay	71,299,493	206,047	15,101	2,425,186
Stuart M. Essig, Ph.D.	70,050,243	1,447,483	22,915	2,425,186
Jeffrey A. Graves, Ph.D.	71,047,160	454,136	19,345	2,425,186
Barbara B. Hill	69,648,076	1,857,783	14,782	2,425,186
Renee W. Lo	70,747,006	760,117	13,518	2,425,186
Mojdeh Poul	70,013,966	1,488,185	18,490	2,425,186
Christian S. Schade	69,952,338	1,548,649	19,654	2,425,186

Item No. 2: The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the 2025 fiscal year, by the votes set forth below.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
72,960,045	946,740	39,042	0

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Item No. 3: The stockholders approved, on an advisory, non-binding basis, the compensation of the Company's named executive officers, by the votes set forth below.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
70,185,676	1,313,983	20,982	2,425,186

Item No. 4: The stockholders approved the Plan Amendment, by the votes set forth below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
69,088,553	2,388,890	43,198	2,425,186

#### **Item 8.01. Other Events**

The Board approved the transition of Dr. Essig from Executive Chairman of the Board to non-executive Chairman of the Board, effective as of July 1, 2025. This transition is not the result of any disagreement with the Company or the Board on any matter relating to the Company's operations, policies or practices.

#### **Item 9.01. Financial Statements and Exhibits**

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

10.1 [Amendment No. 2 to the Integra LifeSciences Holdings Corporation Fifth Amended and Restated 2003 Equity Incentive Plan](#)

104 Cover Page Interactive Data File (embedded within the inline XBRL document)

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## 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: May 13, 2025

By: /s/ Chantal Veillon  
Chantal Veillon  
Title: Executive Vice President, Chief Human Resources  
Officer

**AMENDMENT NO. 2 TO THE  
INTEGRA LIFESCIENCES HOLDINGS CORPORATION  
FIFTH AMENDED AND RESTATED 2003 EQUITY INCENTIVE PLAN**

**THIS AMENDMENT** (this “Amendment”) to the Integra LifeSciences Holdings Corporation Fifth Amended and Restated 2003 Equity Incentive Plan, as amended (the “Plan”), is adopted by the Board of Directors (the “Board”) of Integra LifeSciences Holdings Corporation (the “Company”) on April 1, 2025.

**WHEREAS**, the Company sponsors and maintains the Plan, which was previously adopted by the Board and approved by the stockholders of the Company;

**WHEREAS**, pursuant to Section 9(a) of the Plan, the Board of Directors of the Company (the “Board”) has reserved the right to amend the Plan;

**WHEREAS**, the Board believes that the number of shares of common stock of the Company remaining available for issuance under the Plan has become insufficient for the Company’s anticipated future needs under the Plan;

**WHEREAS**, the Board has determined, following the recommendation of the Compensation Committee (the “Committee”) and the Committee’s independent compensation consultant, that it is in the best interests of the Company and its stockholders to amend the Plan, subject to stockholder approval, to (i) increase the aggregate number of shares of Common Stock available for Awards under the Plan and (ii) eliminate a provision that permits Shares withheld for taxes with respect to an Award to continue to be available for Awards under the Plan; and

**WHEREAS**, the Board has approved the submission of this Amendment to the Company’s stockholders for approval and if, for any reason, the Company’s stockholders fail to approve this Amendment, the existing Plan shall continue in full force and effect.

**NOW, THEREFORE**, the Plan is hereby amended, effective as of the Amendment Effective Date (as defined below), as follows:

1. Shares Subject to the Plan. Section 5 of the Plan is hereby amended and restated to read in its entirety as follows:

*5. Shares Subject to the Plan.* The aggregate number of Shares that may be delivered under the Plan is 20,700,000 (the “*Share Limit*”). The maximum number of Shares which may be granted as ISOs is 20,700,000. Further, no Key Employee shall receive Awards for more than 2,000,000 Shares in the aggregate during any calendar year under the Plan. However, the limits in the preceding sentences shall be subject to the adjustment described in Sections 8.3 and 8.4. Shares delivered under the Plan may be authorized but unissued Shares, treasury Shares or reacquired Shares, and the Company may purchase Shares required for this purpose, from time to time, if it deems such purchase to be advisable. Any Shares still subject to an Option which expires or otherwise terminates for any reason whatsoever (including, without limitation, the surrender thereof) without having been exercised in full, any Shares that are still subject to an Award that is forfeited, and the Shares subject to an Award which is payable in Shares or cash and that is satisfied in cash rather than in Shares shall continue to be available for Awards under the Plan.

2. Effective Date of Amendment. This Amendment to the Plan shall become effective upon the date that it is approved by the Company's stockholders (the "Amendment Effective Date") in accordance with applicable laws and regulations.

3. Remaining Provisions. The remaining provisions of the Plan will continue in full force and effect unless and until further modified or amended in accordance with the terms of the Plan.

4. Capitalized Terms. Capitalized terms used in this Amendment that are not specifically defined in this Amendment will have the meanings set forth in the Plan.

*[Remainder of Page Intentionally Blank]*

**IN WITNESS WHEREOF**, the undersigned Secretary of the Company certifies that the foregoing Amendment to the Plan was duly adopted by the Board of Directors.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**

By: /s/ Eric Schwartz

Name: Eric Schwartz

Title: Executive Vice President, Chief Legal Officer and Secretary

*[Signature Page to Amendment No. 2 to the Integra LifeSciences Holdings Corporation Fifth Amended and Restated 2003 Equity Incentive Plan]*