
**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): October 25, 2013

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

0-26224
(Commission File Number)

51-0317849
(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))
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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On October 25, 2013, Integra LifeSciences Corporation (the “Company”), a Delaware corporation and wholly-owned subsidiary of Integra LifeSciences Holdings Corporation, entered into a stock purchase agreement (the “Purchase Agreement”) with Covidien Group S.a.r.l, a Luxembourg company (“Covidien”), for the acquisition by the Company of Confluent Surgical, Inc., a Delaware corporation (“Confluent Surgical”), including its surgical sealant and adhesion barrier product lines. Pursuant to the Purchase Agreement, the Company will acquire all of the capital stock of Confluent Surgical.

The acquired product lines generated approximately \$65 million of consolidated revenues (unaudited) for Covidien in 2012, and have gross profit as a percentage of revenue substantially above the average for the Company and in line with the Company’s regenerative medicine products. The Company will not acquire any new facilities, does not expect substantial capital expenditures after the closing of the acquisition, and expects to add fewer than 50 employees around the world to support the acquired product lines.

Under the terms of the Purchase Agreement, the Company will pay Covidien an initial cash payment of \$231 million upon the closing of the transaction and at that time make a prepayment of \$4 million under a transitional supply agreement with an affiliate of Covidien. In addition, the Company may pay Covidien up to \$30 million following the closing, contingent upon obtaining certain U.S. and European governmental approvals related to the completion of the transition of the Confluent Surgical business and the timely supply of products under the transitional supply agreement. The Company will also enter into a transition services agreement with an affiliate of Covidien at the closing.

Closing of the transactions under the Purchase Agreement is subject to certain conditions, including receipt of specified consents and closing deliveries, as well as there being no material adverse change in the business or condition of Confluent Surgical prior to the closing. Further, all applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, with respect to the transactions contemplated by the Purchase Agreement shall have expired or been terminated prior to the closing.

The Purchase Agreement contains customary representations and warranties for a transaction of this type regarding, among other things, Confluent Surgical’s organization, capitalization and equity ownership, the accuracy of financial statements, the absence of certain changes or events since June 28, 2013, intellectual property matters, regulatory matters and compliance with applicable law.

The Purchase Agreement also includes covenants regarding, among other things, the operation of Confluent Surgical and its product lines prior to the closing, as well as non-competition and non-solicitation provisions applicable to Covidien and its affiliates for a five-year period and two-year period, respectively, following the closing. In addition, the Purchase Agreement provides for indemnification rights for, among other things, breaches of representations, warranties and covenants by the parties.

The Purchase Agreement contains certain termination rights allowing the Company and Covidien to terminate the Purchase Agreement upon the occurrence or non-occurrence of certain events, including the failure to consummate the transaction by January 31, 2014.

The Purchase Agreement contains representations and warranties that the Company and Covidien made to each other as of the date thereof or other specific dates, and such representations and warranties should not be relied upon by any other person. The assertions embodied in those representations and warranties were made solely for purposes of the contract between the Company and Covidien and are subject to important qualifications and limitations agreed to by the Company and Covidien in connection with negotiating the Purchase Agreement. Accordingly, you should not rely on the representations and warranties as accurate or complete or characterizations of the actual state of facts as of any specified date since they are modified in important part by the underlying disclosure schedules which will not be filed publicly and which are subject to a contractual standard of materiality different from that generally applicable to stockholders and were used for the purpose of allocating risk between the Company and Covidien rather than establishing matters as facts.

ITEM 7.01. REGULATION FD DISCLOSURE

On October 28, 2013, the Company issued a press release (the “Press Release”) announcing that it agreed to acquire the Confluent Surgical product lines, including surgical sealants, adhesion barrier and, most importantly, DuraSeal™, from Covidien. The Press Release states that the companies expect to complete this transaction by the end of the first calendar quarter of 2014, subject to receipt of regulatory approvals. The Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for 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, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Exchange Act or the Securities Act of 1933, as amended.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press release, dated October 28, 2013, 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: October 28, 2013

By: /s/ John B. Henneman, III
John B. Henneman, III
Corporate Vice President, Finance and
Administration, and Chief Financial Officer

Exhibit Index

Exhibit Number

Description of Exhibit

99.1

Press release, dated October 28, 2013, issued by Integra LifeSciences Holdings Corporation

News Release

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Integra LifeSciences Holdings Corporation

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Integra LifeSciences to Acquire DuraSeal™ Product Lines from Covidien

Plainsboro, NJ / October 28, 2013 / – Integra LifeSciences Holdings Corporation (Nasdaq: IART) announced today it has entered into a definitive agreement with Covidien to acquire the Confluent Surgical product lines, including surgical sealants, adhesion barrier, and, most importantly, DuraSeal™. The companies expect to complete this transaction by the end of the first calendar quarter of 2014, subject to receipt of regulatory approvals.

Under the terms of the agreement, Covidien will receive an initial cash payment of \$235 million from Integra upon the closing of the transaction. Additionally, Covidien may receive up to \$30 million, contingent upon the achievement of certain performance measures related to the transition of the Confluent Surgical business to Integra.

“The addition of the DuraSeal™ product lines enables our sales force and distributor partners to provide their customers with a best-in-class dural sealant as they seek to support surgeon’s efforts to minimize cerebrospinal fluid leaks upon completion of the surgical procedure,” said Robert Davis, President of Integra’s U.S. Neurosurgery division. “This acquisition perfectly complements our global Neurosurgery growth strategy aimed at providing a broader set of solutions for surgical procedures in the head. Together with our broad DuraGen® product line we are fortunate to have even more options to serve our customers and the individual needs of their patients.”

“This transaction allows Covidien to better focus on its global strategic priorities,” said Bryan Hanson, Group President, Medical Devices & U.S., Covidien. “Based on Integra’s presence in neurosurgery and spine surgery combined with a strong portfolio of clinical evidence, we believe these products will thrive under Integra’s ownership. We express our sincere gratitude to our dedicated employees and the clinicians who have partnered with us throughout the years.”

Confluent Surgical products include: DuraSeal™, DuraSeal™ Exact/Xact, VascuSeal™ and SprayShield™. These products generated approximately \$65 million in revenue (unaudited) during 2012 and gross margin comparable to Integra’s regenerative medicine product portfolio. Integra expects to provide detailed guidance regarding the financial impacts of this transaction upon closing. Preliminarily, Integra would expect the acquisition to add \$57 million to \$60 million in revenue in the first full year of the combination, and to then grow 3% to 5% longer term.

“This transaction adds scale to our business, leverages one of our strongest customer call points, and drives accretion to our gross margins,” said Jack Henneman, Integra’s Chief Financial Officer. “Upon completion of the transaction, we expect this deal to be accretive to both GAAP and adjusted earnings per share in the first year after considering the financing costs of the transaction.”

Integra expects that revenues acquired through this transaction would be reported in its U.S. Neurosurgery and International divisions.

About Integra

Integra LifeSciences, a world leader in medical technology, is dedicated to limiting uncertainty for surgeons, so they can concentrate on providing the best patient care. Integra offers innovative solutions in orthopedic extremity surgery, neurosurgery, spine surgery, and reconstructive and general surgery. For more information, please visit 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 reflect Integra’s judgment as of the date of this release. Forward-looking statements include, but are not limited to, statements concerning expectations for the strategic benefits that this acquisition will provide to Integra, the effect of the acquisition on our results of operations, including revenue growth and earnings per share. 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 integrate the Confluent Surgical product lines into its own operations could affect the extent of the strategic benefits that Integra generates from this acquisition, and the impact of the acquisition on results of operations, including revenue growth and earnings per share. In addition, the economic, competitive, governmental, technological and other factors 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, 2012 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 Integra undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.