



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached

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18 Can any resulting loss be recognized? ▶ See attached

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
Signature ▶ Neal Glueck Date ▶ 7/15/15  
Print your name ▶ NEAL GLUECK Title ▶ VP - TAX

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Attachment to Form 8937**

**Report of Organizational Actions Affecting Basis of Securities**

**Integra LifeSciences Holdings Corporation**

**EIN: 51-0317849**

**Part II**

**Item 14: Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

Effective July 1, 2015, Integra LifeSciences Holdings Corporation (“Integra”) completed a spin-off of the stock of SeaSpine Holdings Corporation (“SeaSpine”), into an independent, publicly traded corporation. The spin-off was effectuated by way of a pro rata distribution of all of the shares of SeaSpine’s outstanding common stock to holders of Integra common stock as of the June 19, 2015 record date. Each Integra stockholder received one (1) share of SeaSpine common stock for every three (3) shares of Integra common stock held by such stockholder on the record date. The distribution of the SeaSpine shares was made in book-entry form, which means that no physical share certificates were issued. No fractional shares of SeaSpine common stock were issued. Integra shareholders who otherwise would have been entitled to a fractional share of SeaSpine stock instead received the net cash proceeds of the sale of such fractional share.

**Item 15: Describe the quantitative effect of the organizational action on the basis of the security in the hands of the U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

For U.S. tax purposes, the allocation of tax basis between shares of Integra common stock and SeaSpine common stock is based on their relative fair market values (“FMV”) at the time of the distribution. There are several possible methods to determine the FMV of Integra and SeaSpine common stock. Shareholders should consult with their tax advisors. One approach is to use the unadjusted averages of the high and low trading prices of Integra and SeaSpine common stock on the NASDAQ on the first day of regular-way trading after the distribution of SeaSpine common stock.

**Item 16: Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

The following is an example of the previously-described approach to basis allocation.

The average of the high and low trading prices of Integra and SeaSpine common stock on the NASDAQ on July 2, 2015 were \$62.80 for Integra and \$21.505 for SeaSpine. The pre-distribution tax basis in Integra shares would be allocated 89.755% to Integra shares and 10.245% to SeaSpine shares. See the example below which assumes pre-distribution tax basis of \$75 per share in 100 shares of Integra common stock:

	<b>Number of Shares After Distribution</b>	<b>Average NASDAQ Trading Price on 7/2/15</b>	<b>Total FMV at 7/2/15</b>	<b>Percentage of Total FMV at 7/2/15</b>	<b>Allocated Tax Basis</b>
Integra Common Stock	100	\$62.80	\$6,280.00	89.755%	\$6,731.625 (89.755% of \$7,500)
SeaSpine Common Stock	33	\$21.505	\$709.665	10.143%	\$760.725 (10.143% of \$7,500)
SeaSpine Common Fractional Shares	.333	\$21.505	\$7.161	0.102%	\$7.65 (0.102% of \$7,500)
Total			\$6,996.826	100.00%	\$7,500

You are not bound by the approach used in this example, and there may be other reasonable approaches for determining the fair market values for allocating your basis between Integra and SeaSpine common stock. The example provided above is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to stockholders and their tax advisors.

**Item 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Sections 355(a), 358(a)-(c), 368(a)(1)(D), 1001(a), 1221(a), 1222, and 1223(1).

**Item 18: Can any resulting loss be recognized?**

Loss may be recognized for U.S. federal income tax purposes only with respect to cash received in lieu of fractional shares of SeaSpine common stock.

**Item 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The spin-off took place on July 1, 2015. Therefore, for calendar year taxpayers, the reportable tax year would be 2015.