

**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): September 12, 2014

**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 1.01 Entry into a Material Definitive Agreement.**

On September 12, 2014, Integra LifeSciences Corporation (the “Company”), a Delaware corporation and wholly-owned subsidiary of Integra LifeSciences Holdings Corporation, entered into a stock and asset purchase agreement (the “Purchase Agreement”) with Medtronic, Inc., a Minnesota corporation (“Medtronic”) and Medtronic Xomed Instrumentation, SAS, a French corporation and an indirect wholly-owned subsidiary of Medtronic (“Medtronic MicroFrance”) for the acquisition by the Company of all of the capital stock of Medtronic MicroFrance and certain assets of Medtronic and its affiliates related to Medtronic MicroFrance’s business.

Medtronic MicroFrance is engaged in the business of developing, manufacturing, marketing and distributing reusable handheld surgical instrument products, which are specialized for ear, nose and throat and laparoscopic procedures and providing related services.

Under the terms of the Purchase Agreement, the Company will pay Medtronic a cash payment of approximately \$60 million subject to a purchase price adjustment for certain working capital changes. The Company will enter into a distribution agreement and a supply agreement with an affiliate of Medtronic at the closing. In addition, the Company will enter into a transition services agreement with Medtronic at the closing.

Closing of the transactions under the Purchase Agreement is subject to certain conditions, including closing deliveries, as well as there being no material adverse change in the business or condition of Medtronic MicroFrance prior to the closing. The Purchase Agreement contains customary representations and warranties for a transaction of this type regarding, among other things, Medtronic MicroFrance’s organization, capitalization and equity ownership, the accuracy of financial statements, the absence of certain changes or events since April 25, 2014, intellectual property matters, regulatory matters and compliance with applicable law.

The Purchase Agreement also includes covenants regarding, among other things, the operation of Medtronic MicroFrance’s business prior to the closing, as well as a noncompetition provision applicable to Medtronic and its affiliates for a five-year period 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 Medtronic to terminate the Purchase Agreement upon the occurrence or non-occurrence of certain events, including the failure to consummate the transaction by March 15, 2015.

The Purchase Agreement contains representations and warranties that the Company and Medtronic 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 Medtronic and are subject to important qualifications and limitations agreed to by the Company and Medtronic 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 Medtronic rather than establishing matters as facts.

### **Item 7.01 Regulation FD Disclosure**

On September 17, 2014, the Company issued a press release announcing that it had agreed to acquire all of the capital stock of Medtronic MicroFrance and certain assets of Medtronic and its affiliates related to

Medtronic MicroFrance's business. The press release states that the parties expect to complete this transaction in the fourth quarter of 2014, subject to customary closing requirements. This 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 September 17, 2014, 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: September 17, 2014

By: /s/ Glenn G. Coleman

Glenn G. Coleman

Title: Corporate Vice President and Chief Financial Officer

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated September 17, 2014, issued by Integra LifeSciences Holdings Corporation

## News Release

### Contacts:

Integra LifeSciences Holdings Corporation

### Investors:

Angela Steinway  
(609) 936-2268  
angela.steinway@integralife.com

### Media:

Gianna Sabella  
(609) 936-2389  
gianna.sabella@integralife.com

### ***Integra LifeSciences to Acquire Medtronic's MicroFrance and Xomed Manual ENT and Laparoscopy Instrumentation Lines***

Plainsboro, New Jersey / September 17, 2014 – Integra LifeSciences Holdings Corporation (NASDAQ: IART - news) and Medtronic, Inc. today announced an agreement in which Integra will acquire Medtronic's MicroFrance and Xomed manual ENT and laparoscopy instrumentation lines for approximately \$60 million in cash. Integra expects the transaction to close, subject to customary closing requirements, in the fourth quarter of 2014.

The MicroFrance business, which includes Xomed's manual ENT instruments, designs, manufactures and sells reusable handheld instruments to ear, nose and throat ("ENT") and laparoscopy surgical specialists. Under the terms of the agreement, Integra will acquire a portfolio of approximately 4,000 MicroFrance and Xomed manual ENT and laparoscopic surgical instruments, as well as the St. Aubin le Monial, France manufacturing facility. Integra plans to fund this transaction with cash held outside the U.S.

"This announcement reflects Integra's continuing commitment to building our Instruments business. The transaction provides access to R&D, service & repair and other infrastructure already in place in St. Aubin le Monial, France, which will improve our ability to service our current portfolio and to develop new products," said Debbie Leonetti, Integra's CVP, President, U.S. Instruments. "These products also align nicely with our current sales channels as well as adjacent divisions, particularly our Neurosurgery business."

The addition of the MicroFrance business will expand Integra's Instruments presence outside the US. In the most recent annual reporting period, sales from the products being acquired totaled approximately \$30 million, two-thirds of which were generated outside the U.S.

"We are excited about adding the MicroFrance business, which advances our strategic objectives in both our Instruments and International businesses while meeting our profitability and return goals," said Glenn Coleman, Integra's Chief Financial Officer.

Integra expects to record approximately \$27 million to \$30 million in revenue and approximately 10 cents of adjusted EPS in calendar 2015 from this acquisition. The earnings accretion should rise after the first year once certain sales transitions are complete. The Company expects the acquisition to contribute less than \$5 million in revenue and be neutral to earnings in the fourth quarter of 2014. The transition and integration is expected to be completed by the second half of 2015.

### 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](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 reflect the Company's judgment as of the date of this release. 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 Medtronic's MicroFrance and Xomed Manual ENT and Laparoscopy Instrumentation business 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, 2013 and information contained in subsequent filings with the Securities and Exchange Commission could affect actual results. These forward-looking statements are made only as the date thereof, 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.