

**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): January 9, 2019

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))

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.

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

On January 9, 2019, the board of directors of Integra LifeSciences Holdings Corporation (the “Company”) elected Rhonda Germany Ballintyn to our board of directors. The appointment will return the Company’s board to nine members and the number of independent directors to eight following the death of James M. Sullivan in September 2018. The board has determined that Ms. Ballintyn is “independent” as contemplated by the Nasdaq Stock Market and other governing laws and applicable regulations, including Rule 10A-3 under the Securities Exchange Act of 1934, as amended. Ms. Ballintyn was also added to the board’s compensation committee.

Ms. Ballintyn will receive compensation as a non-employee director in accordance with our company’s non-employee director compensation practices described in the Annual Proxy Statement we filed with the Securities and Exchange Commission on April 6, 2018. The initial annual board retainer and equity grant to be received by Ms. Ballintyn will be pro-rated.

There are currently no arrangements or understandings between Ms. Ballintyn and any other person pursuant to which Ms. Ballintyn was elected as a director. There are currently no transactions in which Ms. Ballintyn has an interest requiring disclosure under Item 404(a) of Regulation S-K.

In connection with this election, the Company and Ms. Ballintyn will enter into an indemnification agreement consistent with the form of the Company’s indemnification agreement entered into with its other directors and filed as an exhibit to the Company’s Current Report on Form 8-K filed on December 24, 2008.

A copy of the press release we issued announcing the election of Rhonda Germany Ballintyn to the board of directors is attached to this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(a) Exhibits

99.1 [Press Release issued January 9, 2019](#)

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: January 9, 2019

By: /s/ Glenn G. Coleman

Glenn G. Coleman

Title: Corporate Vice President and Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release issued January 9, 2019 |

Integra LifeSciences Appoints Rhonda Germany Ballintyn as Director

PLAINSBORO, N.J., January 9, 2019 (GLOBE NEWSWIRE) -- [Integra LifeSciences Holdings Corporation](#) (Nasdaq:IART), a leading global medical technology company, today announced the appointment of Rhonda Germany Ballintyn to its board of directors, effective today. Ms. Germany Ballintyn's appointment will return the company's board to nine members following the death of James M. Sullivan in September 2018.

Ms. Germany Ballintyn also will serve on the board's compensation committee.

"We are thrilled to have Rhonda join us on Integra's board," said Stuart Essig, chairman of the Integra board of directors. "She has a demonstrated record of achievement across multiple industries and her decades of management, marketing and strategy experience are a terrific complement to an already seasoned and diverse board."

Ms. Germany Ballintyn, 62, was the corporate vice president, chief strategy and marketing officer at Honeywell International Inc. from November 2002 until her retirement in March 2017, responsible for developing and driving Honeywell's growth strategies worldwide and leading the company's annual strategic planning process.

Prior to Honeywell, Ms. Germany Ballintyn was with Booz, Allen & Hamilton, where she served as vice president, partner, board member and member of the board's personnel committee. Prior to Booz, Allen & Hamilton, Ms. Germany Ballintyn ran an independent consulting firm specializing in strategic planning. She also held management positions at Chem Systems Inc. and Union Carbide.

Ms. Germany Ballintyn earned a bachelor's degree in chemical engineering from the University of Michigan and an MBA in finance from the University of Connecticut.

"Given our long-term growth aspirations, Rhonda's leadership at Honeywell, a Fortune 100 company with a long history of execution excellence, is highly relevant to Integra," said Peter Arduini, president, chief executive officer and director. "We will benefit from Rhonda's insight, and I look forward to working with her."

In addition to serving on the Integra board of directors, Ms. Germany Ballintyn is a member of the board of directors of Hypertherm, Inc., a private manufacturer of industrial cutting solutions; Univar Inc., a public distributor of chemistry and related products and services; Aegion Corporation, a public provider of pipeline services; and UMUC Ventures, a nonprofit holding company created by the University of Maryland University College to acquire, develop and sell new products and businesses generating revenues for the university.

About Integra LifeSciences

Integra LifeSciences is a global leader in regenerative technologies, neurosurgical and extremity orthopedic solutions dedicated to limiting uncertainty for clinicians, so they can focus on providing the best patient care. Integra offers a comprehensive portfolio of high quality, leadership brands that include AmnioExcel®, Bactiseal®, Cadence®, Certas™, Codman®, CUSA®, DuraGen®, DuraSeal®, ICP Express®, Integra®, MediHoney®, MicroFrance®, PriMatrix®, Salto Talaris®, SurgiMend®, TCC-EZ®, Titan™ and VersaTru™. For the latest news and information about Integra and its brands, please visit www.integralife.com.

This news release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ from predicted results. Forward-looking statements include, but are not limited to, future financial performance, new product development, governmental approvals, market potential and resulting sales as well as potential therapeutic applications, and additional acquisitions. These risks and uncertainties include market conditions and other factors beyond the Company's control and 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, 2017 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 hereof, 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.

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