
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 28, 2010

Integra LifeSciences Holdings Corporation

(Exact name of registrant as specified in its charter)

Delaware

000-26244

510317849

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

311 Enterprise Drive, Plainsboro, New Jersey

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 2.02 Results of Operations and Financial Condition.

On October 28, 2010, Integra LifeSciences Holdings Corporation (the "Company") issued a press release announcing financial results for the quarter ended September 30, 2010 (the "Press Release"). A copy of the Press Release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item. In the financial statements portion of the Press Release, the Company has included a reconciliation of GAAP revenues to adjusted revenues for the quarter ended September 30, 2010, and GAAP net income to adjusted earnings before interest, taxes, depreciation and amortization ("EBITDA") and adjusted EBITDA excluding stock-based compensation, GAAP net income to adjusted net income, and GAAP earnings per diluted share to adjusted earnings per diluted share used by management for the quarters ended September 30, 2010 and 2009, as well as GAAP net income to adjusted net income and GAAP earnings per diluted share to adjusted earnings per diluted share used by management for guidance for the year ending December 31, 2010.

The information contained in Item 2.02 of this Current Report on Form 8-K (including the Press Release and selected historical financial information) is being furnished and shall not be deemed "filed" for the 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. The information contained in Item 2.02 of this Current Report on Form 8-K (including the Press Release and selected historical financial information) shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Discussion of Adjusted Financial Measures

In addition to our GAAP results, we provide adjusted revenues, adjusted EBITDA, adjusted EBITDA excluding stock-based compensation, adjusted net income and adjusted earnings per diluted share. Adjusted revenues consist of growth in total revenues excluding the effects of currency exchange rates on the current period's revenues. The various measures of adjusted EBITDA consist of GAAP net income, excluding: (i) depreciation and amortization, (ii) other income (expense), net, (iii) interest income and expense, (iv) income taxes, (v) those operating expenses also excluded from adjusted net income and, as appropriate (vi) stock-based compensation expense. The measure of adjusted net income consists of GAAP net income, excluding: (i) acquisition-related charges; (ii) certain employee termination and related costs; (iii) intangible asset impairment charges; (iv) charges associated with discontinued or withdrawn product lines; (v) systems implementation charges; (vi) facility consolidation, manufacturing and distribution transfer charges; (vii) charges relating to restructuring our European subsidiaries; (viii) charges or gains related to litigation matters or disputes; (ix) charges relating to equity grants, bonuses or other expenses incurred in connection with executive employment agreements; (x) gains or losses related to the early extinguishment of convertible notes; (xi) non-cash interest expense related to the application of FSP APB 14-1; (xii) intangible asset amortization expense; (xiii) quarterly adjustments to income tax expense/benefit related to the cumulative impact of changes in estimated tax rates and certain infrequently occurring items; and (xiv) the income tax expense/benefit related to these adjustments. The adjusted earnings per diluted share measure is calculated by dividing adjusted net income attributable to diluted shares by diluted weighted average shares outstanding. Reconciliations of GAAP revenues to adjusted revenues for the quarter ended September 30, 2010 and GAAP net income to adjusted EBITDA, adjusted EBITDA excluding stock-based compensation and adjusted net income, and GAAP earnings per diluted share to adjusted earnings per diluted share for the quarters ended September 30, 2010 and 2009 appear in the financial tables in the Press Release.

The Company believes that the presentation of adjusted revenues and the various adjusted EBITDA, adjusted net income and adjusted earnings per diluted share measures provides important supplemental information to management and investors regarding financial and business trends relating to the Company's financial condition and results of operations. Management uses non-GAAP financial measures in the form of adjusted revenues, adjusted EBITDA, adjusted EBITDA excluding stock-based compensation, adjusted net income and adjusted earnings per diluted share when evaluating operating performance because we believe that the inclusion or exclusion of the items described below, for which the amounts and/or timing may vary significantly depending upon the Company's acquisition, integration, and restructuring activities, for which the amounts are non-cash in nature, or for which the amounts are not expected to recur at the same magnitude as we implement certain tax planning strategies, provides a supplemental measure of our operating results that facilitates comparability of our operating performance from period to period, against our business model objectives, and against other companies in our industry. We have chosen to provide this information to investors so they can analyze our operating results in the same way that management does and use this information in their assessment of our core business and the valuation of our Company.

Adjusted revenues, adjusted EBITDA, adjusted EBITDA excluding stock-based compensation, adjusted net income and adjusted earnings per diluted share are significant measures used by management for purposes of:

- supplementing the financial results and forecasts reported to the Company's board of directors;
- evaluating, managing and benchmarking the operating performance of the Company;
- establishing internal operating budgets;
- determining compensation under bonus or other incentive programs;
- enhancing comparability from period to period;
- comparing performance with internal forecasts and targeted business models; and
- evaluating and valuing potential acquisition candidates.

The measure of adjusted revenues that we report reflects the growth in total revenues for the quarter ended September 30, 2010 adjusted for the effects of currency exchange rates on current period revenues. We provide this measure because changes in foreign currency exchange rates can distort our revenue growth favorably or unfavorably, depending upon the strength of the U.S. dollar in relation to the various foreign currencies in which we generate revenues. We generate significant revenues outside the United States in multiple foreign currencies including euros, British pounds, Swiss francs and Australian and Canadian dollars. We believe this measure provides useful information to determine the success of our international selling organizations in increasing sales of products in their local currencies without regard to fluctuations in currency exchange rates, for which we have no control over.

The measure of adjusted net income reflects GAAP net income adjusted for one or more of the following items, as applicable:

- Acquisition-related charges. Acquisition-related charges include up-front fees and milestone payments that are expensed as incurred in connection with acquiring licenses or rights to technology for which no product has been approved for sale by regulatory authorities and such approval is not reasonably assured at the time such up-front fees or milestone payments are made, and in-process research and development charges when accounting rules require them to be expensed, inventory fair value purchase accounting adjustments, impairments to existing intangible assets in connection with a subsequent acquisition, and legal, accounting and other outside consultants expenses directly related to acquisitions. Inventory fair value purchase accounting adjustments consist of the increase to cost of goods sold that occur as a result of expensing the "step up" in the fair value of inventory that we purchased in connection with acquisitions as that inventory is sold during the financial period. Although recurring given the ongoing character of our development and acquisition programs, these acquisition and in-licensing related charges are not factored into the evaluation of our performance by management after completion of development programs or acquisitions because they are of a temporary nature, they are not related to our core operating performance and the frequency and amount of such charges vary significantly

based on the timing and magnitude of our development and acquisition transactions as well as the level of inventory on hand at the time of acquisition.

- Employee termination and related costs. Employee termination and related costs consist of charges related to certain significant reductions in force that are not initiated in connection with facility consolidations or manufacturing transfers and senior management level terminations. Management excludes these items when evaluating the Company's operating performance because these amounts do not affect our core operations and because of the infrequent and/or large scale nature of these activities.
- Intangible asset impairment charges. This represents impairment charges recorded against various intangible assets, including completed or core technology, customer relationships, and tradenames. Such impairments result primarily from management decisions to discontinue or significantly reduce promoting certain product lines or tradenames, the inability to incorporate existing product technologies into product development programs, and other circumstances. Management excludes this item when evaluating the Company's operating performance because of the infrequent and non-cash nature of this activity.
- Charges associated with discontinued or withdrawn product lines. These charges represent charges taken and reductions in revenue recorded in connection with product lines that the Company discontinues or withdraws. Management excludes this item when evaluating the Company's operating performance because of the infrequent nature of this activity or because many such product discontinuations are related to recent acquisitions.
- Systems implementation charges. Systems implementation charges consist of the non-capitalizable portion of internal labor and outside consulting costs related to the implementation of a global enterprise resource planning system. We have inherited many diverse business processes and different information systems through our numerous acquisitions. Accordingly, we are undertaking this initiative in order to standardize business processes globally and to better integrate all of our existing and acquired operations using one information system. Although recurring in nature given the expected timeframe to complete the implementation for our existing operations and our expectation to continue to acquire new businesses and operations, management excludes these charges when evaluating the operating performance of the Company because the frequency and amount of such charges vary significantly based on the timing and magnitude of the Company's implementation activities and are, in some cases, dependent upon opportunities identified in acquisitions, which also vary in frequency and magnitude.
- Facility consolidation, manufacturing and distribution transfer charges. These charges, which include employee termination and other costs associated with exit or disposal activities, costs related to transferring manufacturing and/or distribution activities to different locations, and costs associated with the worldwide implementation of a single enterprise resource planning system, result from rationalizing and enhancing our existing manufacturing, distribution and administrative infrastructure. Many of these cost-saving and efficiency-driven activities are identified as opportunities in connection with acquisitions that provide the Company with additional capacity or economies of scale. Although recurring in nature given management's ongoing review of the efficiency of our manufacturing, distribution and administrative facilities and operations, management excludes these items when evaluating the operating performance of the Company because the frequency and amount of such charges vary significantly based on the timing and magnitude of the Company's rationalization activities and are, in some cases, dependent upon opportunities identified in acquisitions, which also vary in frequency and magnitude.
- Charges related to restructuring our European subsidiaries. These amounts represent charges recorded in operating or non-operating expenses such as levies and fees paid to government authorities, legal, tax, accounting and consulting fees, and foreign currency gains and losses related to intercompany loan agreements incurred directly as a result of reorganizing our European subsidiaries and transfers of business assets between these legal entities. Management excludes this item when evaluating the Company's operating performance because of the infrequent nature of this activity.
- Charges or gains related to litigation matters or disputes. These charges or gains include estimated losses, gains or actual settlements and judgment against or in favor of the Company related to litigation, disputes or similar matters. Management excludes this item when evaluating the Company's operating performance because of the infrequent nature of this activity.
- Charges relating to equity grants, bonuses or other expenses incurred in connection with executive employment agreements. These charges relate to fully-vested equity grants, bonuses or other expenses incurred in connection with the execution of an employment agreement or an amendment to an employment agreement for certain of the Company's executives. Management excludes this item when evaluating the Company's operating performance because of the infrequent nature of this activity.
- Gains or losses related to the early extinguishment of convertible notes. This amount represents the gain/loss recorded by the Company from repurchasing its convertible debt securities for more/less than their face value. Management excludes this item when evaluating the Company's operating performance because of the infrequent nature of this activity.
- Non-cash interest expense related to the application of FASB Staff Position APB 14-1. FSP APB 14-1, which the Company adopted on January 1, 2009, requires separate accounting for the liability and equity components of the Company's convertible debt instruments, which may be settled in cash upon conversion, in a manner that reflects an applicable nonconvertible debt borrowing rate at the time that we issued such convertible debt instruments. Management excludes this item when evaluating the Company's operating performance because of the non-cash nature of this activity and because it resulted from a change in accounting principles that were not applicable at the time such convertible notes were issued.
- Intangible asset amortization expense. Management excludes this item when evaluating the Company's operating performance because it is a non-cash expense.
- Quarterly adjustments to income tax expense/benefit related to the cumulative impact of changes in estimated tax rates and certain infrequently occurring items. Income tax expense in the current quarter is adjusted by the cumulative impacts in that quarter of changes in income tax rates (statutory and estimated effective tax rates) and certain other infrequently occurring items (such as penalties, interest, and settlements with government tax authorities) that relate to prior periods. Management excludes this item when evaluating the Company's current quarter operating performance because the cumulative impact in the current quarter of these items applies to prior periods and thus distorts the Company's adjusted income tax rate in the current quarter. The year-to-date adjusted net income and adjusted diluted earnings per share measures are not adjusted by this item, as the cumulative impacts are properly reflected in the year-to-date adjusted results.
- Income tax expense (benefit) related to the above adjustments. Income tax expense is adjusted by the amount of additional tax expense or benefit that the Company estimates that it would record if it used non-GAAP results instead of GAAP results in the calculation of its tax provision, based on the statutory rate applicable to jurisdictions in which the above non-GAAP adjustments relate.

Adjusted revenues, adjusted EBITDA, adjusted EBITDA excluding stock-based compensation, adjusted net income and adjusted earnings per diluted share are not calculated in accordance with GAAP, and should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect all of the revenues, costs or benefits associated with the operations of the Company's business as determined in accordance with GAAP. As a result, you should not consider these measures in isolation or as a substitute for analysis of the Company's results as reported under GAAP. The Company expects to continue to acquire businesses and product lines and to incur expenses of

a nature similar to many of the non-GAAP adjustments described above, and exclusion of these items from its adjusted financial measures should not be construed as an inference that all of these revenue adjustments or costs are unusual, infrequent or non-recurring. Some of the limitations in relying on the adjusted financial measures are:

- The Company periodically acquires other companies or businesses, and we expect to continue to incur acquisition-related expenses and charges in the future. These costs can directly impact the amount of the Company's available funds or could include costs for aborted deals which may be significant and reduce GAAP net income.
- The Company has initiated a long term effort to implement a global enterprise resource planning system, and we expect to continue to incur significant systems implementation charges until that effort is completed. These costs can directly impact the amount of the Company's available funds and reduce GAAP net income.
- All of the adjustments to GAAP net income have been tax affected at the Company's actual tax rates. Depending on the nature of the adjustments and the tax treatment of the underlying items, the effective tax rate related to adjusted net income could differ significantly from the effective tax rate related to GAAP net income.

In the financial tables portion of the Press Release, the Company has included a reconciliation of GAAP reported revenues to adjusted revenues for the quarter ended September 30, 2010 and GAAP net income to adjusted EBITDA and adjusted EBITDA excluding stock-based compensation, GAAP net income to adjusted net income, and GAAP earnings per diluted share to adjusted earnings per diluted share used by management for the quarters ended September 30, 2010 and 2009. Also included are reconciliations for future periods.

Item 7.01 Regulation FD Disclosure.

Attached as Exhibit 99.1, and incorporated into this Item 7.01 by reference, is the Press Release issued on October 28, 2010 by the Company.

Item 9.01 Financial Statements and Exhibits.

Press release with attachments, dated October 28, 2010, 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

October 28, 2010

By: *John B. Henneman, III*

Name: John B. Henneman, III

*Title: Executive Vice President, Finance & Administration and Chief
Financial Officer*

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated October 28, 2010, issued by Integra LifeSciences Holdings Corporation.

News Release

Contacts:

Integra LifeSciences Holdings Corporation

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Integra LifeSciences Reports Third Quarter 2010 Financial Results

Revenues increase 8% to a record \$187 million

Plainsboro, New Jersey, October 28, 2010 – Integra LifeSciences Holdings Corporation (NASDAQ: IART) reported its financial results for the third quarter ending September 30, 2010. Total revenues for the third quarter were \$186.6 million, reflecting an increase of \$14.4 million, or 8.3%, over the third quarter of 2009. Excluding the impact of changes in foreign currency exchange rates, revenues grew 9%. We present revenues by product category in a table at the end of this press release.

“Integra delivered record revenue this quarter, surpassing both our expectations and the Street’s,” said Stuart Essig, Integra’s Chief Executive Officer. “Looking ahead, we expect the development and acquisition of new product lines and the continued performance of our selling organizations to drive top-line growth.”

The Company reported GAAP net income of \$16.5 million, or \$0.55 per diluted share, for the third quarter of 2010, compared to GAAP net income of \$14.4 million, or \$0.49 per diluted share, for the third quarter of 2009.

Adjusted net income for the third quarter of 2010, computed with the adjustments to GAAP reporting set forth in the attached reconciliation, was \$22.1 million, or \$0.73 per diluted share, compared to \$18.8 million, or \$0.64 per diluted share, in the third quarter of 2009.

Integra generated \$29.6 million in cash flows from operations and used \$7.2 million of cash on capital expenditures in the third quarter of 2010. During the quarter, Integra repurchased 859,000 shares in the open market, using \$31.3 million of cash.

Also during the third quarter, Integra established a \$450 million, five-year, senior secured revolving credit facility and a \$150 million, five-year, senior secured term loan A, replacing its old credit facility.

Adjusted EBITDA for the third quarter of 2010, computed with the adjustments to GAAP reporting set forth in the attached reconciliation, was \$40.2 million, up 15% from the third quarter last year.

Adjusted EBITDA excluding stock-based compensation, computed with the adjustments to GAAP reporting set forth in the attached reconciliation, was \$44.1 million.

Outlook for 2010

The Company’s revenue guidance for the full year 2010 remains unchanged. The Company is updating its guidance for GAAP earnings per diluted share of between \$1.96 and \$2.04 and adjusted earnings per diluted share guidance of between \$2.72 and \$2.80. In accordance with our usual practice, expectations for financial performance do not include the impact of acquisitions or other strategic corporate transactions that have not yet closed.

In the future, the Company may record, or expects to record, certain additional revenues, gains, expenses or charges as described in the Discussion of Adjusted Financial measures below that it will exclude in the calculation of adjusted EBITDA and adjusted earnings per share for historical periods and in providing adjusted earnings per share guidance.

Conference Call

Integra has scheduled a conference call for 8:30 AM ET on Thursday, October 28, 2010 to discuss financial results for the third quarter 2010 and forward-looking financial guidance. Integra’s senior management team will host the conference call, which will be open to all listeners. Additional forward-looking information may be discussed in a question and answer session following the call.

Access to the live call is available by dialing 719-325-4861 and using the passcode 4380846. The call can also be accessed through a webcast via a link provided on the Investor Relations homepage of Integra’s website at www.integralife.com. Access to the replay is available through November 11, 2010 by dialing 719-457-0820 and using the passcode 4380846. The webcast will also be archived on the website.

Integra LifeSciences, a world leader in medical devices, is dedicated to limiting uncertainty for surgeons, so they can concentrate on providing the best patient care. Integra offers innovative solutions in orthopedics, neurosurgery, spine, 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 the Company's judgment as of the date of this release. Forward-looking statements include, but are not limited to, statements concerning future financial performance, including projections for revenues, GAAP and adjusted net income, GAAP and adjusted earnings per diluted share, stock-based compensation, non-GAAP adjustments such as acquisition-related charges, non-cash interest expense related to the application of authoritative guidance for convertible debt instruments that may be settled in cash upon conversion ("FSP APB 14-1"), intangible asset amortization, and income tax expense (benefit) related to non-GAAP adjustments. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from predicted or expected results. Such risks and uncertainties include, but are not limited to: the Company's ability to maintain relationships with customers of acquired entities; physicians' willingness to adopt and third-party payors' willingness to provide reimbursement for the Company's recently launched and planned products; the Company's ability to manufacture sufficient quantities of its products to meet its customers' demand; initiatives launched by the Company's competitors; the Company's ability to secure regulatory approval for products in development; fluctuations in hospital spending for capital equipment; the Company's ability to comply with and obtain approvals for products of human origin and comply with recently enacted regulations regarding products containing materials derived from animal sources; difficulties in controlling expenses, including costs to procure and manufacture our products; the impact of changes in management or staff levels; the Company's ability to integrate acquired businesses; the Company's ability to leverage its existing selling organizations and administrative infrastructure; the Company's ability to increase product sales and gross margins, and control non-product costs; the amount and timing of acquisition and integration related costs; the geographic distribution of where the Company generates its taxable income; the effect of legislation effecting healthcare reform in the United States; the timing and amount of share-based awards granted to employees; fluctuations in foreign currency exchange rates; the amount of our convertible notes and bank borrowings outstanding, and the economic, competitive, governmental, technological and other risk factors and uncertainties 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, 2009 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 the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

Discussion of Adjusted Financial Measures

In addition to our GAAP results, we provide adjusted revenues, adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), adjusted EBITDA excluding stock-based compensation, adjusted net income and adjusted earnings per diluted share. Adjusted revenues consist of growth in total revenues excluding the effects of currency exchange rates on the current period's revenues. The various measures of adjusted EBITDA consist of GAAP net income, excluding: (i) depreciation and amortization, (ii) other income (expense), net, (iii) interest income and expense, (iv) income taxes, (v) those operating expenses also excluded from adjusted net income and, as appropriate (vi) stock-based compensation expense. The measure of adjusted net income consists of GAAP net income, excluding: (i) acquisition-related charges; (ii) certain employee termination and related costs; (iii) intangible asset impairment charges; (iv) charges associated with discontinued or withdrawn product lines; (v) systems implementation charges; (vi) facility consolidation, manufacturing and distribution transfer charges; (vii) charges related to restructuring our European subsidiaries; (viii) charges or gains related to litigation matters or disputes; (ix) charges relating to our Chief Operating Officer's fully-vested equity and cash signing bonus compensation and other expenses related to his joining the Company; (x) gains and losses related to the early extinguishment of convertible notes; (xi) non-cash interest expense related to the application of FSP APB 14-1; (xii) intangible asset amortization expense; (xiii) quarterly adjustments to income tax expense/benefit related to the cumulative impact of changes in estimated tax rates and certain infrequently occurring items; and (xiv) the income tax expense/benefit related to these adjustments. The adjusted earnings per diluted share measure is calculated by dividing adjusted net income attributable to diluted shares by diluted weighted average shares outstanding. Reconciliations of GAAP revenues to adjusted revenues for the quarter ended September 30, 2010 and GAAP net income to adjusted EBITDA, adjusted EBITDA excluding stock-based compensation and adjusted net income, and GAAP earnings per diluted share to adjusted earnings per diluted share for the quarters ended September 30, 2010 and 2009 appear in the financial tables in this release.

Integra believes that the presentation of adjusted revenues and the various adjusted EBITDA, adjusted net income, and adjusted earnings per diluted share measures provides important supplemental information to management and investors regarding financial and business trends relating to the Company's financial condition and results of operations. For further information regarding why Integra believes that these non-GAAP financial measures provide useful information to investors, the specific manner in which management uses these measures, and some of the limitations associated with the use of these measures, please refer to the Company's Current Report on Form 8-K regarding this earnings press release filed today with the Securities and Exchange Commission. This Current Report on Form 8-K is available on the SEC's website at www.sec.gov or on our website at www.integralife.com.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

(In thousands, except per share amounts)

	Three Months Ended September 30,	
	2010	2009
Total revenues	\$186,641	\$172,286
Costs and expenses:		
Cost of product revenues	69,194	63,021
Research and development	11,721	11,525
Selling, general and administrative	75,738	69,915
Intangible asset amortization	2,679	4,005
Total costs and expenses	159,332	148,466
Operating income	27,309	23,820
Interest income	59	197
Interest expense	(4,390)	(5,493)
Other income (expense), net	(707)	(380)

Income before income taxes	22,271	18,144
Income tax expense	5,788	3,712
Net income	16,483	14,432
Diluted net income per share *	<u>\$ 0.55</u>	<u>\$ 0.49</u>
Weighted average common shares outstanding for diluted net income per share	30,072	29,400

* In accordance with the authoritative guidance related to determining whether instruments issued in share-based payment transactions are participating securities, certain of the Company's unvested restricted share units contain rights to receive nonforfeitable dividends, and thus, are participating securities requiring the two-class method of computing earnings per share. The calculation of earnings per share for common stock shown above excludes the income attributable to the unvested restricted share units with dividend rights from the numerator and excludes the dilutive impact of those units from the denominator. This had an insignificant impact (impacts the rounding by \$0.01 or less per share) on diluted net income per share for both periods.

Listed below are the items included in GAAP revenues and GAAP net income that management excludes in computing the adjusted financial measures referred to in the text of this press release and further described under Discussion of Adjusted Financial Measures.

Growth in total revenues excluding the effects of currency exchange rates

(In thousands)

	Three Months Ended September 30,		
	2010	2009	Change
Orthopedics	\$ 72,970	\$ 64,135	13.8%
Neurosurgery	69,816	67,228	3.8%
Instruments	43,855	40,923	7.2%
Net Sales	\$186,641	\$172,286	8.3%
Impact of changes in currency exchange rates	<u>(\$1,480)</u>	<u>—</u>	
Growth in total revenues excluding the effects of currency exchange rates	<u>\$188,121</u>	<u>\$172,286</u>	<u>9.2%</u>

Items included in GAAP net income

(In thousands)

	Three Months Ended September 30,	
	2010	2009
Acquisition-related charges (a)	\$ 889	\$ 1,035
Employee termination and related costs (b)	531	—
Intangible asset impairment charges (c) *	59	1,519
Systems implementation charges (d)	1,105	—
Facility consolidation, manufacturing and distribution transfer charges (e)	242	96
Charges related to restructuring European subsidiaries (f)	395	—
Litigation settlement (gain) (g)	—	(253)
Loss related to early extinguishment of convertible notes (h)	—	207
Non-cash interest expense related to the application of FSP APB 14-1 (i)	1,578	2,335
Intangible asset amortization expense (j) *	4,126	4,809
Income tax expense related to above adjustments, quarterly adjustments to income tax expense related to the cumulative impact of changes in estimated tax rates and certain infrequently occurring items that affected the reported tax rate	(3,337)	(5,346)
Stock-based compensation expense	3,933	3,791
Depreciation expense	5,531	3,645

(a) Q3 2010 — \$604 recorded in cost of product revenues, \$285 in selling general and administrative;

Q3 2009 – \$641 recorded in cost of product revenues, \$276 recorded in research and development, \$118 recorded in selling general and administrative.

(b) Q3 2010 – \$350 recorded in cost of product revenues, \$181 recorded in selling general and administrative.

(c) Q3 2009 – \$608 recorded in amortization expense, \$911 recorded in cost of product revenues.

Q3 2010- \$59 recorded in amortization expense

(d) Q3 2010 – all recorded in selling general and administrative.

(e) All recorded in cost of product revenues.

(f) Q3 2010 – All recorded in selling general and administrative.

(g) Q3 2009 — all recorded in other income (expense), net.

(h) Q3 2010 – All recorded in interest expense;

(i) Q3 2009 – all recorded in other income (expense), net.

(j) All recorded in interest expense.

Q3 2010 – \$1,506 recorded in cost of product revenues, and \$2,620 in intangible asset amortization;

Q3 2009 – \$1,412 recorded in cost of product revenues, and \$3,397 in intangible asset amortization.

• Intangible asset amortization expense in (j) excludes \$59 and \$1,519 in 2010 and 2009, respectively, already mentioned in item (c).

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
RECONCILIATION OF NON-GAAP ADJUSTMENTS – GAAP NET INCOME TO ADJUSTED EBITDA AND ADJUSTED EBITDA
EXCLUDING STOCK BASED COMPENSATION
(UNAUDITED)

(In thousands)

	Three Months Ended September 30,	
	2010	2009
GAAP net income	\$16,483	\$14,432
Non-GAAP adjustments:		
Depreciation and intangible asset amortization expense	9,657	8,454
Other (income) expense, net	707	380
Interest (income) expense, net	4,331	5,296
Income tax expense	5,788	3,712
Acquisition-related charges	889	1,035
Employee termination and related costs	531	—
Intangible asset impairment charges	59	1,519
Systems implementation charges	1,105	—
Facility consolidation, manufacturing and distribution transfer charges	242	96
Charges related to restructuring European subsidiaries	395	—
Total of non-GAAP adjustments	<u>23,704</u>	<u>20,492</u>
Adjusted EBITDA	\$40,187	\$34,924
Stock-based compensation	<u>3,933</u>	<u>3,791</u>
Adjusted EBITDA excluding stock-based compensation	\$44,120	\$38,715

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
RECONCILIATION OF NON-GAAP ADJUSTMENTS – GAAP NET INCOME TO MEASURES OF ADJUSTED NET INCOME AND
ADJUSTED EARNINGS PER SHARE
(UNAUDITED)

(In thousands, except per share amounts)

	Three Months Ended September 30,	
	2010	2009
GAAP net income	\$16,483	\$14,432
Non-GAAP adjustments:		
Acquisition-related charges	889	1,035
Employee termination and related costs	531	—
Intangible asset impairment charges	59	1,519
Systems implementation charges	1,105	—
Facility consolidation, manufacturing and distribution transfer charges	242	96
Charges related to restructuring European subsidiaries	395	—
Litigation settlement (gain)	—	(253)
Loss related to early extinguishment of convertible notes	—	207
Non-cash interest expense related to the application of FSP APB 14-1	1,578	2,335
Intangible asset amortization expense	4,126	4,809
Income tax expense related to above adjustments, quarterly adjustments to income tax expense related to the cumulative impact of changes in estimated tax rates and certain infrequently		

occurring items that affected the reported tax rate	(3,337)	(5,346)
Total of non-GAAP adjustments	<u>5,588</u>	<u>4,402</u>
Adjusted net income	\$22,071	\$18,834
Adjusted diluted net income per share *	<u>\$ 0.73</u>	<u>\$ 0.64</u>
Weighted average common shares outstanding for diluted net income per share	30,072	29,400

* In accordance with the authoritative guidance related to determining whether instruments issued in share-based payment transactions are participating securities, certain of the Company's unvested restricted share units contain rights to receive nonforfeitable dividends, and thus, are participating securities requiring the two-class method of computing earnings per share. The calculation of earnings per share for common stock shown above excludes the income attributable to the unvested restricted share units with dividend rights from the numerator and excludes the dilutive impact of those units from the denominator. This had an insignificant impact (impacts the rounding by \$0.01 or less per share) on diluted net income per share for both periods.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
CONDENSED BALANCE SHEET DATA
(UNAUDITED)

(In thousands)

	September 30, 2010	December 31, 2009
Cash and cash equivalents	\$ 82,832	\$ 71,891
Accounts receivable, net	107,150	103,228
Inventory, net	147,973	140,240
Term loan	150,000	—
Bank line of credit	70,000	160,000
Convertible securities	153,514	225,514
Stockholders' equity	470,800	444,885

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
RECONCILIATION OF NON-GAAP ADJUSTMENTS – GUIDANCE

(In thousands, except per share amounts)

	Projected Year Ended December 31, 2010	
	Low	High
GAAP net income	\$ 59,040	\$ 61,440
Non-GAAP adjustments:		
Acquisition-related charges	2,290	2,290
Employee termination and related charges	1,200	1,200
Intangible asset impairment charges	850	850
Charges associated with discontinued or withdrawn product lines	70	70
Systems implementation charges	2,960	2,960
Facility consolidation, manufacturing and distribution transfer charges	1,720	1,720
Charges related to restructuring European subsidiaries	400	400
Charges relating to our Chief Operating Officer's fully-vested equity and cash signing bonus compensation and other expenses related to his joining the Company	2,200	2,200
Non-cash interest expense related to the application of FSP APB 14-1	7,130	7,130
Intangible asset amortization expense	17,050	17,050
Income tax expense related to above adjustments	<u>(13,010)</u>	<u>(13,010)</u>
Total of non-GAAP adjustments	<u>22,860</u>	<u>22,860</u>
Adjusted net income	\$ 81,900	\$ 84,300
GAAP diluted net income per share	\$ 1.96	\$ 2.04
Non-GAAP adjustments detailed above (per share)	<u>\$ 0.76</u>	<u>\$ 0.76</u>
Adjusted diluted net income per share	<u>\$ 2.72</u>	<u>\$ 2.80</u>
Weighted average common shares outstanding for diluted net income per share	30,100	30,100

IART-F

Source: Integra LifeSciences Holdings Corporation