

INTEGRA LIFESCIENCES HOLDINGS CORP
Form 8-K
May 23, 2008

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): May 20, 2008

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

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| Delaware (State or other Jurisdiction of Incorporation) | 0-26224 (Commission File Number) | 51-0317849 (IRS Employer Identification No.) |
|---|-------------------------------------|---|

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|--|---------------------|
| 311 Enterprise Drive Plainsboro, NJ (Address of Principal Executive Offices) | 08536 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (609) 275-0500

(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 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING

On May 20, 2008, Integra LifeSciences Holdings Corporation (the “Company”) received an additional Staff Determination Letter from The NASDAQ Stock Market (“NASDAQ”) informing the Company that, because it had not filed its Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 (the “Quarterly Report”), it was not in compliance with Marketplace Rule 4310(c)(14) and, therefore, its common stock would be subject to delisting from NASDAQ. As disclosed in the Notification of Late Filing on Form 12b-25 that the Company filed with the Securities and Exchange Commission on May 13, 2008, the Company was unable to file its Quarterly Report by the prescribed May 12, 2008 due date. Because of the delay in completing the audited financial statements and filing the Annual Report on Form 10-K for the year ended December 31, 2007, which filing occurred on May 16, 2008, it was not able to file the Quarterly Report by the extended filing date under Rule 12b-25 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Timely filing of periodic reports is a requirement for continued listing under NASDAQ Marketplace Rule 4310(c)(14). The Company intends to file the Quarterly Report as soon as practicable after the completion of its financial statements for the quarter ended March 31, 2008.

On May 23, 2008, the Company issued a press release reporting the receipt of the letter from NASDAQ. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein to this Current Report on Form 8-K.

ITEM 7.01 REGULATION FD DISCLOSURE.

On May 23, 2008, the Company issued a press release regarding its receipt of the NASDAQ Staff Determination Letter and its intention to file the Quarterly Report as soon as practicable after the completion of its financial statements for the quarter ended March 31, 2008, a copy of which press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this item of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

| Exhibit Number | Description of Exhibit |
|----------------|--|
| 99.1 | Press release, dated May 23, 2008 regarding receipt of Staff Determination letter from The NASDAQ Global Select Market |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTEGRA LIFESCIENCES HOLDINGS CORPORATION

Date: May 23, 2008

By: /s/ John B. Henneman, III

John B. Henneman, III

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

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EXHIBIT INDEX

| Exhibit Number | Description of Exhibit | |
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