

INTEGRA LIFESCIENCES HOLDINGS CORP

Form S-8

November 10, 2008

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As filed with the Securities and Exchange Commission on November 10, 2008.

Registration No. 333- _____

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

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

Delaware
(State or other jurisdiction of
incorporation or organization)

51-0317849
(I.R.S. Employer
Identification No.)

**311 ENTERPRISE DRIVE
PLAINSBORO, NEW JERSEY 08536**
(Address of principal executive offices)

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION
AMENDED AND RESTATED 2003 EQUITY INCENTIVE PLAN**
(full title of the plan)

John B. Henneman, III
Executive Vice President, Finance and
Administration, and Chief Financial Officer
Integra LifeSciences Holdings Corporation
311 Enterprise Drive
Plainsboro, New Jersey 08536
(609) 275-0500

Copy to:
Thomas E. Keim, Jr., Esq.
Latham & Watkins LLP
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, Illinois 60606
(312) 876-7700
Counsel to Registrant

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|------------------------------------|--|--|-----------------------------------|
|---|------------------------------------|--|--|-----------------------------------|

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| | | | | |
|---|----------------|---------|-----------------|------------|
| Common Stock, par value \$0.01 per share | 750,000 shares | \$37.34 | \$28,005,000.00 | \$1,100.60 |
|---|----------------|---------|-----------------|------------|

(1) This Registration Statement registers 750,000 shares of common stock, par value \$0.01 per share (the Common Stock), of Integra LifeSciences Holdings Corporation (the Company) for issuance pursuant to the Integra LifeSciences Holdings Corporation Amended and Restated 2003 Equity Incentive Plan, as amended (the Plan), an employee benefit plan, in addition to the 1,500,000 shares of Common Stock which were registered under the Plan on Form S-8 (File No. 333-127488) and the 2,500,000 shares of Common Stock which were registered under the Plan on Form S-8 (File No. 333-109042) filed with the Securities Exchange Commission on August 12, 2005 and

September 23,
2003,
respectively
(together, the
Prior Forms S-8).

The contents of
the Prior Forms
S-8 are
incorporated into
this Registration
Statement by
reference. The
total number of
shares of
Common Stock
registered under
this Registration
Statement and
under the Prior
Forms S-8 equals
4,750,000 shares.
In addition,
pursuant to Rule
416(a) of the
Securities Act of
1933, as amended
(the Securities
Act), this
Registration
Statement also
covers any
additional shares
of the Company's
Common Stock
that may become
issuable under the
Plan by reason of
any substitutions
or adjustments to
shares to account
for any change in
corporate
capitalization,
such as a merger,
consolidation,
reorganization,
recapitalization,
separation, partial
or complete
liquidation, stock
dividend, stock

split, reverse
stock split, split
up, spin-off, or
other distribution
of stock or
property of the
Company,
combination or
exchange of
shares of
Common Stock,
dividend in kind,
or other like
change in capital
structure.

- (2) Pursuant to Rule 457(h) of the Securities Act, the Proposed Maximum Offering Price is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and low market prices for the Common Stock reported in the NASDAQ Global Market on November 5, 2008 (\$37.34).

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EX-23.2: CONSENT OF PRICEWATERHOUSECOOPERS LLP

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PART I

Item 1. Plan Information

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information

Not required to be filed with this Registration Statement.

PART II

Item 3. Incorporation of Documents by Reference

The following documents filed with the Securities and Exchange Commission (the Commission) by the Company are incorporated as of their respective dates in this Registration Statement by reference:

- (a) the Company's Annual Report on Form 10-K for the year ended December 31, 2007, filed on May 16, 2008, and Form 10-K/A for the year ended December 31, 2007, filed on July 31, 2008.
- (b) the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, filed on June 4, 2008.
- (c) the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed on August 11, 2008.
- (d) the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed on November 7, 2008.
- (e) the Company's Definitive Proxy Statement on Schedule 14A filed on May 10, 2008 pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act).

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- (f) the Company's Registration Statement on Form S-8 (File No. 333-127488), filed on August 12, 2005.
- (g) the Company's Registration Statement on Form S-8 (File No. 333-109042), filed on September 23, 2003.
- (h) the Company's Current Reports on Form 8-K filed on January 22, 2008, February 29, 2008, March 3, 2008, March 5, 2008, March 17, 2008, March 24, 2008, April 30, 2008, May 13, 2008, May 15, 2008, May 16, 2008, May 19, 2008, May 23, 2008, June 4, 2008, June 6, 2008, July 11, 2008, July 24, 2008, August 1, 2008, August 4, 2008, August 11, 2008, November 5, 2008 and November 7, 2008, and the Company's Current Reports on Form 8-K/A filed on January 14, 2008 and October 17, 2008.
- (i) all other reports filed by the Company with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2007.

All documents subsequently filed by the Company or by the Plan pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from their dates of filing; except as to any portion of any current report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement is deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities

Not required to be filed with this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Not required to be filed with this Registration Statement.

Item 7. Exemption from Registration Claimed

Not applicable.

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Item 8. Exhibits

Exhibit

Number Description of Exhibit

- 4.4 Amended and Restated By-laws of the Company (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 3, 2006)
- 4.8 Integra LifeSciences Holdings Corporation Amended and Restated 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 11, 2008)
- 4.9 Amendment to the Integra LifeSciences Holdings Corporation 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on July 11, 2008)
- 5.1 Opinion of Latham & Watkins LLP
- 23.1 Consent of Latham & Watkins LLP (included in Exhibit 5.1)
- 23.2 Consent of PricewaterhouseCoopers LLP
- 24.1 Power of Attorney (included in the signature page hereto)

Item 9. Undertakings

Not required to be filed with this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Plainsboro, New Jersey, on November 10, 2008.

**INTEGRA LIFESCIENCES HOLDINGS
CORPORATION**

By: /s/ John B. Henneman, III
John B. Henneman, III
Executive Vice President, Finance and
Administration, and Chief Financial
Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints Stuart M. Essig and John B. Henneman, III and each acting alone, his true and lawful attorneys-in-fact and agents, with full power of resubstitution and substitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments or supplements to this Registration Statement and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments or supplements hereto in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in their respective capacities with Integra LifeSciences Holdings Corporation and on the dates indicated.

| Signatures | Titles | Date |
|--|---|----------------------|
| /s/ Stuart M. Essig Stuart M. Essig | President, Chief Executive Officer and Director (Principal Executive Officer) | November 10, 2008 |
| /s/ John B. Henneman, III John B. Henneman, III | Executive Vice President, Finance and Administration, and Chief Financial Officer (Principal Financial Officer) | November 10, 2008 |
| /s/ Jerry E. Corbin Jerry E. Corbin | Vice President and Corporate Controller (Principal Accounting Officer) | November 10, 2008 |
| /s/ Richard E. Caruso, Ph.D. Richard E. Caruso, Ph.D. | Chairman of the Board | November 10, 2008 |
| /s/ Thomas J. Baltimore, Jr. Thomas J. Baltimore, Jr. | Director | November 10, 2008 |
| /s/ Keith Bradley, Ph.D. Keith Bradley, Ph.D. | Director | November 10, 2008 |
| /s/ Neal Moszkowski Neal Moszkowski | Director | November 10, 2008 |
| /s/ Christian Schade Christian Schade | Director | November 10, 2008 |
| /s/ James M. Sullivan James M. Sullivan | Director | November 10, 2008 |
| /s/ Anne M. VanLent Anne M. VanLent | Director | November 10, 2008 |

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