

2015 Annual Report

## INTEGRA LIMITS UNCERTAINTY

For Investors

For Hospitals

For Surgeons

For Patients



## About Integra

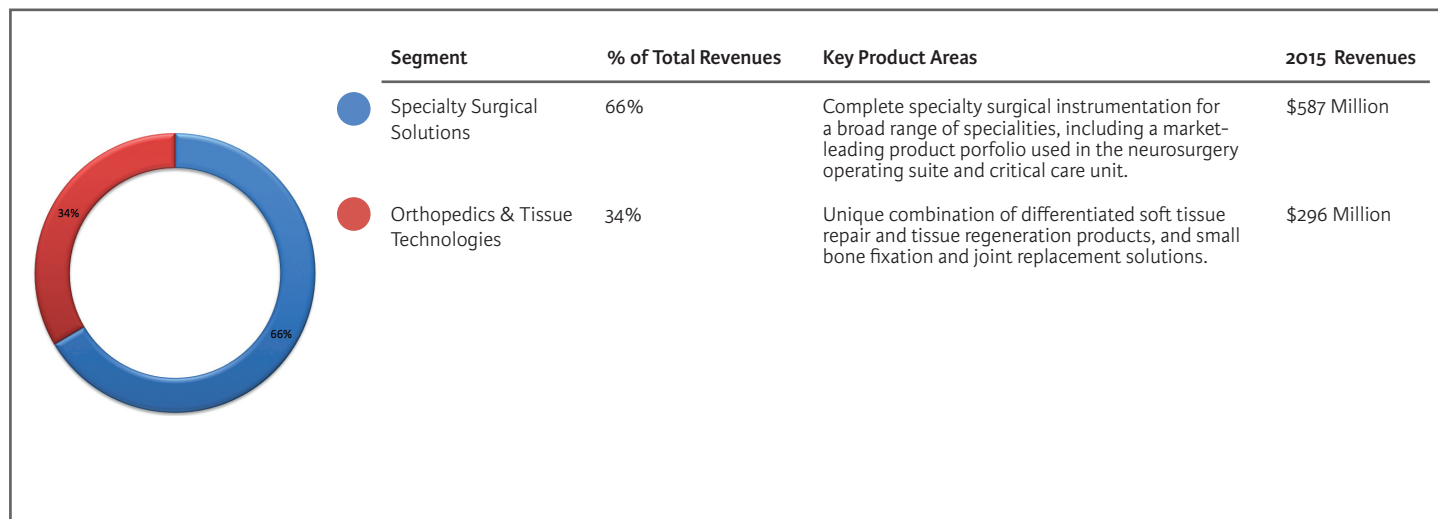
Integra LifeSciences, a world leader in medical technology, is dedicated to limiting uncertainty for caregivers, so they can concentrate on providing the best patient care.

- Founded in 1989 and headquartered in Plainsboro, NJ
- Employs approximately 3,500 employees worldwide
- Traded on NASDAQ under IART

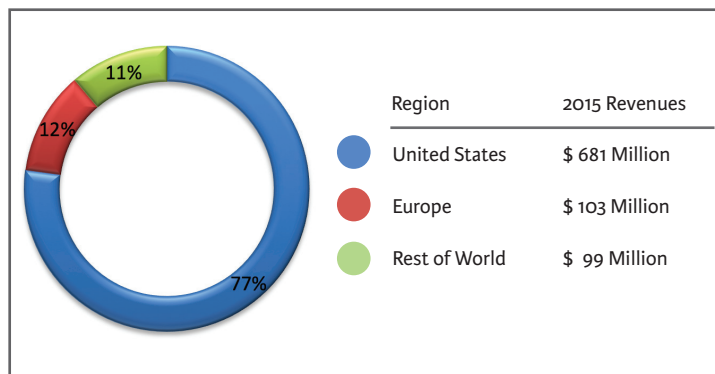
Integra strives to grow profitably through the Execute, Optimize and Accelerate Growth strategy, offering innovative solutions, including leading regenerative technologies, in specialty surgical solutions, orthopedics and tissue technologies.

## Selected Financial Data:

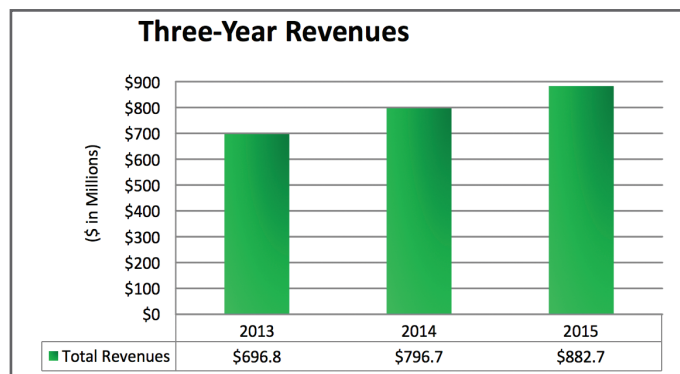
### 2015 Revenues by Segment



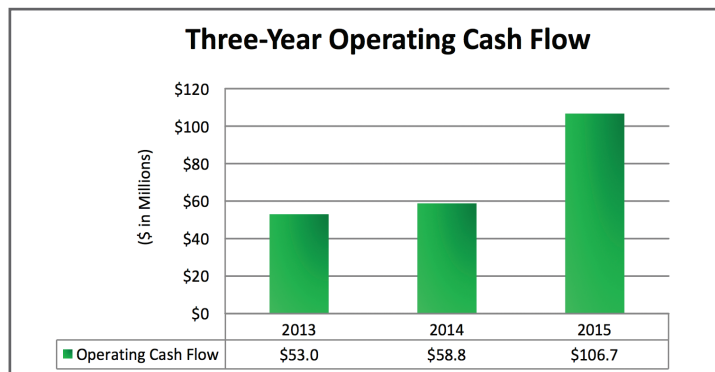
### 2015 Revenues by Geographic Area



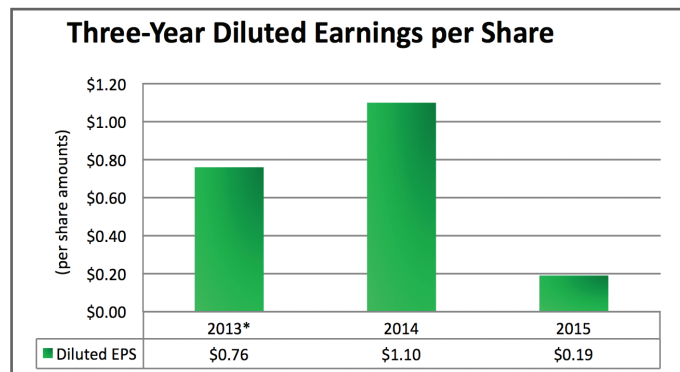
### Total Revenues



### Operating Cash Flow



### Diluted Earnings Per Share



\* Revised for accounting principle change for the medical device excise tax.

To Our Stockholders:

Integra, a recognized leader in specialty surgical solutions, regenerative technologies and extremity solutions, worldwide, is committed to bringing certainty to physicians and patients, when every movement and moment counts. We develop solutions for the most pressing perioperative issues facing our customers, allowing them to focus on what is ultimately most important – helping to care for and heal their patients.

During 2015, we made significant progress toward our goal of transforming Integra into a multi-billion dollar diversified global medical technology company. In addition to successfully spinning off our spine business and completing the largest acquisition in the Company's history, we delivered strong financial results, growing both organic revenue and profits to new levels and significantly improving our free cash flows.

While we are still evolving, Integra has reached an inflection point that allows us to build upon our core in regenerative technology and shifts our focus toward accelerating growth, ultimately creating better solutions for our customers and patients. I am very proud of what we, as a team, accomplished in 2015.

### **2015 Highlights**

Integra made excellent progress across the board. We:

- Grew our revenue 10.8% to \$882.7 million;
- Integrated our simplified two-division global structure;
- Spun off the spine business in under nine months from our initial announcement, accelerating growth of our top line and enabling more focused investments;
- Completed three acquisitions during the year, including TEI, the Salto Talaris® ankle and Futura™ toe from Tornier, and Tekmed Instrumentation;
- Successfully completed follow-on, public offering of common stock, raising approximately \$230 million;
- Announced the expansion and extension of our credit facility, which provides Integra with up to \$1.1 billion of borrowing capacity;
- Raised our 2018 long-term financial targets at our November 2015 Investor Day;
- Published results from our diabetic foot ulcer (DFU) clinical trial in *Wound Repair and Regeneration*, paving the way for a commercial launch in mid-2016;
- Launched new products in skin, regenerative wound care, cranial fixation, dural repair and extremities, which helped fuel our organic growth; and
- Began commercial production at our state-of-the-art Collagen Manufacturing Center in Plainsboro, New Jersey.

### **Executing Our Growth Strategy**

Several years ago, we established three strategic pillars to direct our efforts toward achieving our vision. Our three-part strategy is to improve execution, optimize the business, and accelerate growth. Since implementing this strategy in 2012, we have generated strong results and are strengthening the organization. We have greatly enhanced our ability to execute Research & Development programs, improved manufacturing quality and consistency, and developed commercial scale and reach. Today, we continue to execute against plans to both streamline our operations and grow our business.

We completed the integration of our two global divisions, Specialty Surgical Solutions and Orthopedics and Tissue Technologies. We realigned corporate resources to support the new divisional model, have strong R&D pipelines and market opportunities in both of our global businesses, and are positioned to drive even better results and grow faster.

We completed several major capital projects. We began rolling out our new Enterprise Resource Planning system in 2014, and concluded most of its implementation in 2015. Our new state-of-the-art Collagen Manufacturing Center began commercial production in 2015 and provides us with capacity to meet the expected future demand for our collagen-based products. These projects, combined with our investment in developing new technologies and our two-segment structure, enable greater efficiencies in leveraging G&A functions and fueling growth.

We have a unique set of opportunities that will help accelerate our growth. We are entering fast growing, sizeable markets that include hard-to-heal diabetic foot ulcers (DFU), as well as total shoulder and ankle arthroplasty. We plan to expand our international infrastructure and fuel growth by entering new markets, optimizing our channel strategies in key countries, and registering more of our market-leading products in new geographies. And finally, new product introductions and channel investments are driving growth of our Regenerative Technology-based products, which we expect to represent more than 45% of our total sales by 2018.

### **Product Introductions and Organic Growth**

This year, we increased our organic revenue 6.7%.\* Our regenerative product portfolios in both our Specialty Surgical Solutions and Orthopedic and Tissue Technology segments drove this growth. We introduced Integra® Meshed Bilayer Wound Matrix, designed for use in conjunction with Negative Pressure Wound Therapy; and Integra® Reinforcement Matrix, which complements our portfolio of tendon repair products. MAYFIELD® is one of the most trusted brands in cranial stabilization, and customers have adopted our enhanced new MAYFIELD® 2 system at a strong rate since its introduction. Our CUSA® Excel+ system became the first and only ultrasonic tissue ablation system cleared by the FDA for liver resection and tumor removal. In other regenerative product areas, BioFix®, BioFix® Plus and BioFix® Flow are our first amniotic products, offering surgeons an expanded portfolio of solutions for a broad range of clinical needs. We introduced the External Fixation System, designed for lower extremity and Charcot Foot, which is commonly associated with diabetes and affects about 1 million people worldwide; and finalized our shoulder system in the U.S., the Titan™ TSS 2.5. This positions us to have a leadership product in this growing market.

### **Wound Care Strategy**

In early January of 2016, the FDA approved the Premarket Approval (PMA) Supplement for Integra® Dermal Regeneration Template (IDRT) for the treatment of diabetic foot ulcers (DFU). We began our efforts to treat these hard-to-heal wounds several years ago, with the launch of our FOUNDER study. Our goal was to prove to clinicians, patients and payors that our IDRT technology, which has been used successfully in the inpatient setting / operating room for over 20 years, could have the same positive impact on patients treated for hard-to-heal wounds in the outpatient clinic. The FDA approval is the culmination of years of cooperation among the investigators, clinicians and patients who participated in the study, and the hard work and dedication of our Integra colleagues. This is a very exciting opportunity for Integra and puts us another step closer to becoming a leader in regenerative wound care. We are well along in the commercialization of our DFU product, Integra® Omnigraft™ Dermal Regeneration Matrix, and are poised to enter this growing multi-million dollar market in mid-2016. I would like to thank all of the investigators and patients who participated in the study.

At our Investor Day in November, we announced our “three-by-three” wound care strategy. We will be the only company that offers three technologies through three sales channels. Clinicians will be able to treat challenging patient situations with our legacy engineered collagen matrix, an acellular matrix, or an amniotic product. As importantly, we’ll be able to reach these clinicians through three different yet aligned sales channels – the in-patient, out-patient, and customer-focused enterprise call points.

This differentiated strategy, coupled with additional commercial and clinical investments, should cause our advanced wound care business to drive revenue growth for years to come.

\* Organic revenue is calculated by comparing 2015 Total Revenue of \$882.7 million plus \$22.2 million from foreign currency less \$60.5 million of acquired revenue and \$13.3 million of discontinued product revenue to 2014 total revenue of \$796.7 million less a \$17.8 million of discontinued products.



## **Acquisitions**

During 2015, we closed three strategic acquisitions. TEI, the largest acquisition in the Company's history, broadens our current Regenerative Wound Care portfolio, helps us expand into several new and adjacent clinical areas, and adds an attractive private label business. It also provides a wound care sales channel focused on the outpatient clinic, a key element of the successful introduction of our Diabetic Foot Ulcer product, Omnigraft™ matrix, in mid-2016. The acquisition of the Salto Talaris® ankle and the Futura™ toe from Tornier further diversifies our lower extremity portfolio. The ankle replacement market is worth almost \$115 million worldwide, and we are now the number three player in the fastest growing lower extremities segment. Our most recent acquisition of Tekmed, an exclusive distributor in the Italian medical sector for over 25 years, will allow us to expand our European infrastructure and help us accelerate our international growth.

## **Customer Excellence**

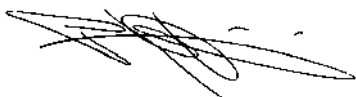
We launched our customer excellence initiative this year, a multi-phased project designed to strengthen our relationships with our customers, build greater teamwork across all facets of our business, and ultimately, enhance the total experience with Integra, anywhere in the world and in every way we interact with customers.

## **Looking Ahead**

Reflecting upon a successful and transformative 2015, I am excited about our future. Our ongoing efforts to optimize our business, coupled with our solid foundation and depth of expertise, are enabling us to secure Integra's strong future and long-term growth in an increasingly complex health care environment, and ultimately, make lives better for millions of patients around the globe.

I would like to thank all of our employees for their hard work and unwavering commitment to our vision. I would also like to thank our investors, customers and suppliers for their continued support. I look forward to working together to build a multi-billion dollar global medical technology company that makes a difference in patients' lives in 2016 and years to come.

Sincerely,

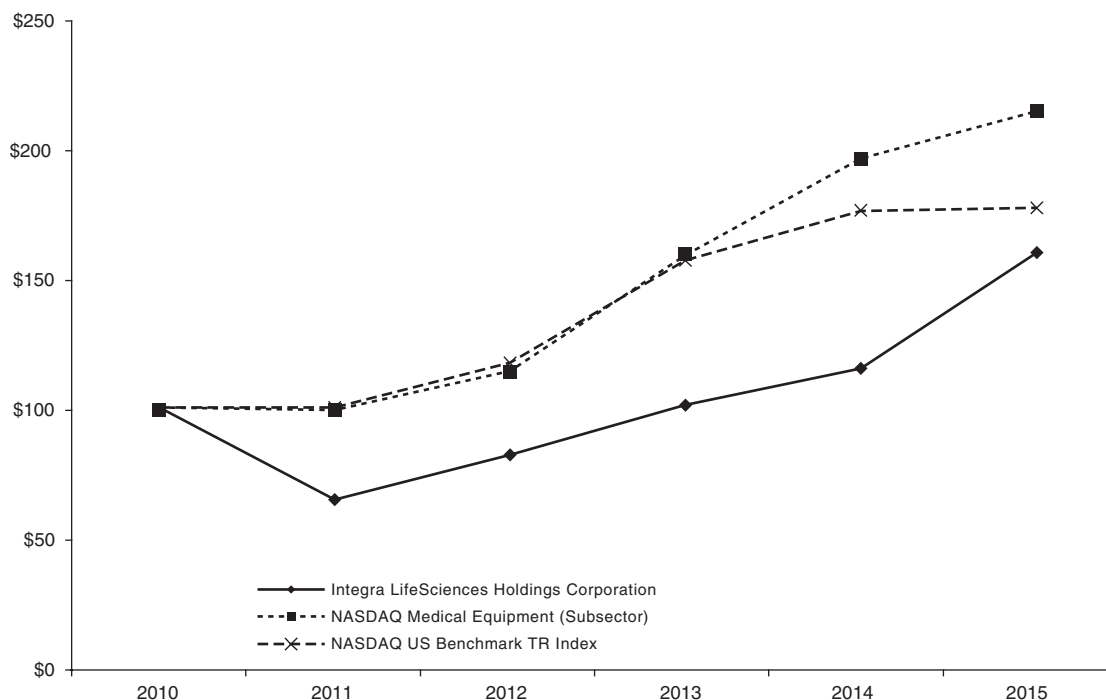


Peter Arduini  
President and Chief Executive Officer

## STOCK PERFORMANCE GRAPH

The following line graph and table compare, for the period from December 31, 2010 through December 31, 2015, the yearly change in the cumulative total stockholder return on the Company's common stock with the cumulative total return of the Nasdaq U.S. Benchmark TR Index and the Nasdaq Medical Equipment (Subsector). The graph assumes that the value of the investment in the Company's common stock and the relevant index was \$100 at December 31, 2010 and that all dividends were reinvested. The closing market price of the Company's common stock on December 31, 2015 was \$67.87 per share.

### Comparison of Five Year Cumulative Total Return Value of Investment of \$100 on December 31, 2010



Comparison of Cumulative Total Return among Integra LifeSciences Holdings Corporation,  
the Nasdaq Medical Equipment (Subsector) and the Nasdaq US Benchmark TR Index

	<u>12/10</u>	<u>12/11</u>	<u>12/12</u>	<u>12/13</u>	<u>12/14</u>	<u>12/15</u>
Integra LifeSciences Holdings Corporation	\$100	\$ 65	\$ 82	\$101	\$115	\$159
NASDAQ Medical Equipment (Subsector)	\$100	\$ 99	\$114	\$158	\$195	\$213
NASDAQ US Benchmark TR Index	\$100	\$100	\$117	\$156	\$175	\$176

The graph and table above depict the past performance of the Company's stock price. The Company neither makes nor endorses any predictions as to future stock performance.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

COMMISSION FILE NO. 0-26224

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  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

08536  
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (609) 275-0500

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class

Name of Exchange on Which Registered

Common Stock, Par Value \$.01 Per Share

The Nasdaq Stock Market LLC

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2015, the aggregate market value of the registrant's common stock held by non-affiliates was approximately \$1,741.0 million based upon the closing sales price of the registrant's common stock on The Nasdaq Global Market on such date. The number of shares of the registrant's Common Stock, \$0.01 par value, outstanding as of February 23, 2016 was 37,000,721.

DOCUMENTS INCORPORATED BY REFERENCE:

Certain portions of the registrant's definitive proxy statement relating to its scheduled May 24, 2016 Annual Meeting of Stockholders are incorporated by reference in Part III of this report.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**TABLE OF CONTENTS**

	<u>Page</u>
<b>PART I</b>	
Item 1. Business .....	1
Item 1A. Risk Factors .....	13
Item 1B. Unresolved Staff Comments .....	31
Item 2. Properties .....	31
Item 3. Legal Proceedings .....	31
Item 4. Mine Safety Disclosures .....	32
<b>PART II</b>	
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities .....	33
Item 6. Selected Financial Data .....	35
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations ...	36
Item 7A. Quantitative and Qualitative Disclosures About Market Risk .....	60
Item 8. Financial Statements and Supplementary Data .....	61
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures ..	61
Item 9A. Controls and Procedures .....	61
Item 9B. Other Information .....	62
<b>PART III</b>	
Item 10. Directors, Executive Officers and Corporate Governance .....	63
Item 11. Executive Compensation .....	63
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters .....	63
Item 13. Certain Relationships, Related Transactions, and Director Independence .....	63
Item 14. Principal Accountant Fees and Services .....	63
<b>PART IV</b>	
Item 15. Exhibits and Financial Statements Schedules .....	64
SIGNATURES .....	78



## **PART I**

### **ITEM 1. BUSINESS**

#### **OVERVIEW**

The terms “we,” “our,” “us,” “Company” and “Integra” refer to Integra LifeSciences Holdings Corporation, a Delaware corporation, and its subsidiaries, unless the context suggests otherwise.

Integra, headquartered in Plainsboro, New Jersey, is a world leader in medical technology. The Company employs approximately 3,500 people around the world who are dedicated to limiting uncertainty for surgeons, so that they can concentrate on providing the best care for their patients. Integra offers innovative solutions, including leading regenerative technologies, specialty surgical solutions, and orthopedic solutions. Revenues grew to \$882.7 million in 2015, an increase of 11% from \$796.7 million in 2014.

Integra was founded on an engineered collagen technology platform that can be used to repair and regenerate tissue. The Company has developed numerous product lines from this technology for applications ranging from burn and deep tissue wounds to repair of dura mater in the brain to repair of nerve and tendon. Over the past 25 years, Integra has grown by building upon this core regenerative technology, acquiring businesses in markets with overlapping customer bases, and developing products to further meet the needs of our target customers.

On July 1, 2015, the Company completed the separation of SeaSpine Holdings Corporation (“SeaSpine”) from Integra through the pro rata distribution of 100% of the common stock of SeaSpine to Integra’s stockholders of record as of the close of business on June 19, 2015. Each Integra shareholder received one share of SeaSpine common stock for every three shares of Integra common stock held as of the record date. As a result, SeaSpine became an independent, publicly traded company listed on the NASDAQ market, and Integra retains no ownership interest in SeaSpine. The distribution was structured to be tax-free to Integra and its shareholders for U.S. federal income tax purposes.

#### **VISION**

We aspire to be a multi-billion dollar diversified global medical technology company that helps patients by limiting uncertainty for healthcare professionals. Our customers will recognize us as a leader in specialty surgical applications, regenerative technologies and extremities orthopedics worldwide.

#### **STRATEGY**

Our strategy is built around three pillars—execute, optimize, and accelerate growth. These three pillars support our strategic initiatives to deliver on our commitments through improved planning and communication, optimize our infrastructure, and grow our revenues by introducing new products to the market through internal development, geographic expansion, and strategic acquisitions.

This is an essential strategic approach for two reasons. First, the costs inherent in operating a medical technology company have increased at an accelerating rate in recent years and continue to rise. Scale is therefore correlated with rates of profitability in our industry. Our strategic response is to focus efforts and investments on accelerating growth in the clinical areas where we compete today. Second, we compete in a complex and highly regulated industry, and we have grown through more than 45 acquisitions in our history. We have made significant accomplishments in the past several years to reduce our operational footprint, simplify our organizational structure and build platforms for common systems. To effectively execute on our plans to grow our core business and integrate acquisitions, we must continue to improve our infrastructure and processes. These improvements will create a solid platform with operational stability from which to grow our business.

To that end, our executive leadership team has set forth several near-term objectives aligned to this strategy:

*Portfolio Optimization.* We are investing in innovative product development to drive a multi-generational pipeline for our key product franchises. Under the leadership of our Chief Scientific Officer, our product development efforts focus on regenerative technologies and other projects with the potential for significant returns on investment. We have a stated goal of generating at least one quarter of our organic growth in any one year from products launched in the last two to three years. These recent efforts have contributed to an active schedule of impactful product launches for 2016 through 2018. In addition to new product development, we are funding studies to gather clinical evidence to support successful launches and improved reimbursement for existing products. We also continue to identify low-growth, low-margin products and product franchises for discontinuation and will continue to look at other ways of optimizing our portfolio.

*International Expansion.* We generate less than one quarter of our revenues from markets outside the United States, whereas most large medical technology companies produce significantly more of their revenues internationally. Therefore, we see an opportunity to accelerate revenue growth by increasing our international presence. In order to achieve this, we are expanding our commercial infrastructure in key markets, and securing ownership or other control of our product registrations and distribution system. Additionally, we have a plan for registering and launching our existing products in countries where we already have a selling presence, but are missing key leading brands. We expect the commercial focus on key markets and products that carry both high margins and relevant price points to increase our proportion of international business.

*Commercial Channel Optimization.* Through the recent acquisition of TEI Biosciences, Inc. and TEI Medical Inc. (collectively “TEI”) in July 2015 and the planned launch of Omnigraft™ for diabetic foot ulcers in mid-2016, we have established a new presence in the outpatient segment of the fast-growing advanced wound care market. We are building up this commercial channel and support infrastructure to facilitate the Omnigraft product launch. Our new 3x3 strategy will take advantage of our unique position to call upon providers through three sales channels (inpatient, outpatient, and multi-center enterprise-wide contracting) and offer three product families for advanced wound healing (engineered collagen, acellular collagen and human amniotic wound dressings). More broadly, to compete successfully against much larger, diversified medical technology competitors, we are building upon our leadership brands across our product franchises and engaging hospital system customers through enterprise-wide contracts.

*Infrastructure Optimization.* Over the past four years, we have reduced the number of manufacturing and distribution facilities that we operate by nine and have largely completed plans to consolidate operational activities into existing sites with greater utilization and efficiency. We have expanded our collagen manufacturing capabilities. In addition, we have a centrally led strategic sourcing and procurement effort, which has lowered our direct costs for certain purchased goods. These changes continue to control costs and enable higher marginal profit and cash flow. We have also completed the majority of a common enterprise resource planning (“ERP”) system implementation. Approximately 85% of our revenue operates on a single system. We plan to complete these implementation activities in 2016. With these changes and the simplification of our operational structure during 2015 to two global business segments, we have the systems and structure in place to support a much larger business, which will enable us to better leverage our expenditures on general and administrative items over the next several years.

*Strategic Corporate Development.* Over the years, we have successfully acquired and in-licensed businesses, products and technologies to grow our business. Our corporate development program is a core competency, and an important part of our strategy is to continue to pursue strategic transactions and licensing agreements to increase relevant scale in the clinical areas in which we compete. Heading into 2016, identifying additional opportunities and integrating the TEI and Salto Talaris® acquisitions will be key objectives for the company. Acquisitions, in particular, may expand international distribution, add a technology platform, increase the scale of one of our current portfolios, or provide access into an adjacent growth area that leverages the sales

channel. We focus our efforts on the clinical areas of wound care, extremities orthopedics, and specialty surgical applications. Our corporate development capabilities are increasingly important to remain competitive in today's environment.

Finally, we are investing in training programs to develop our leadership deeper in the organization and will be investing in targeted additions to our sales organization to improve market coverage. These initiatives, investments, and talent development efforts will strengthen the foundation necessary to support a faster growing, multi-billion dollar global medical technology company. Our strategy to execute, optimize and accelerate growth will enable us to continue to be a company that helps limit uncertainty for customers and touches millions of patients each year, while driving returns for shareholders.

## **BUSINESS SEGMENTS**

In the first quarter of 2015, we began to disclose three global reportable segments as a result of changes in how we internally manage and report the results of our businesses. Following the spin-off of SeaSpine, we currently manufacture and sell our products in the following two global reportable business segments: Specialty Surgical Solutions, and Orthopedics and Tissue Technologies. We included financial information regarding our reportable business segments and certain geographic information under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and in Note 15, *Segment and Geographic Information* to our consolidated financial statements.

### ***Specialty Surgical Solutions***

Our Specialty Surgical Solutions business offers specialty surgical instrumentation for a broad range of specialties, including a market-leading product portfolio used in the neurosurgery operating suite and critical care unit.

We sell products and solutions for dural repair, precision tools and instruments, tissue ablation, and neuro critical care. For neurosurgeons, we have products for each step of a procedure and the care of the patient after surgery, from both equipment and implants used in the neurosurgery operating room to monitoring in the neurosurgery intensive care unit. We are also among the largest surgical instrument suppliers in the United States to hospitals, acute care surgical centers, and clinician offices. Our portfolio includes over 60,000 instrument patterns and surgical products, surgical headlight systems and table-mounted retractors that address a broad set of surgical specialties.

In the United States, Specialty Surgical Solutions products are sold through a combination of directly employed sales representatives, sales agents and distributors, depending on the customer call point. We have a specialized sales organization composed of directly employed sales representatives who primarily call on neurosurgeons and the neuro critical care unit. In addition, we have a sales organization consisting of a combination of directly employed sales representatives and sales agents who primarily call on the central sterile processing unit of hospitals and acute care surgical centers. Finally, we reach the diverse alternate site call point, which includes physician, dental and veterinary offices, through distributors. Internationally, we sell certain products and product lines from the Specialty Surgical Solutions portfolio through a combination of direct efforts, primarily in certain European countries, Australia, New Zealand, and Canada, and through distributors in other countries.

### ***Orthopedics and Tissue Technologies***

Our Orthopedics and Tissue Technologies business offers a unique combination of differentiated soft tissue repair and tissue regeneration products, and small bone fixation and joint replacement solutions.

We sell regenerative technology products that can be used to provide treatment for acute and chronic wounds, surgical tissue repair including hernia repair, peripheral nerve repair and protection, and tendon repair. For extremity bone and joint reconstruction procedures, we sell hardware products, such as bone and

joint fixation and joint replacement devices, implants and instruments, which provide for the orthopedic reconstruction of bone in the hand, wrist, elbow and shoulder (Upper Extremity), and the foot, ankle and leg below the knee (Lower Extremity).

In the United States, we have a specialized sales organization composed of directly employed sales representatives, as well as specialty distributors, organized based upon their call point. A team of extremities sales representatives call on surgeons who treat acute wounds in hospitals, extremity orthopedic disorders, including osteoarthritis, rheumatoid arthritis, wrist, ankle and shoulder arthroplasty, and other conditions requiring foot or hand reconstruction. In addition, we sell our shoulder products through a specialty distributor network of sales agents who call on shoulder surgeons. A team of wound care clinic sales representatives call on physicians who treat chronic wounds in the outpatient wound care clinic setting. A team of surgical sales representatives call on surgeons who treat patients requiring surgical tissue repair and reconstruction. Finally, we have a small group of clinical sales specialists who focus on our regenerative products and support these three sales organizations, extremities, wound care and surgical, to address their clinicians' needs as they relate to this class of products. Outside the United States, we have a small direct sales presence, primarily in certain European countries, Australia, New Zealand, and Canada, and utilize distributors in other international markets to sell certain products and product lines from the Orthopedics and Tissue Technologies portfolio.

This segment also includes private-label sales of a broad set of our regenerative technologies. Our customers are other medical technology companies that sell to end markets primarily in orthopedics, surgical and wound care.

## **PRODUCTS — OVERVIEW**

We offer thousands of products for the medical specialties we target. Our objective is to develop, acquire or otherwise provide products that will limit uncertainty for hospitals and surgeons. These products include our regenerative technology implants, metal implants, instruments and equipment for small bone orthopedic surgery and specialty surgical applications. We distinguish ourselves by emphasizing the importance of regenerative technology, which we define as surgical implants derived from our proprietary collagen matrix technology and other biologic platforms that enable or facilitate the body's healing process and are resorbed.

## **RESEARCH AND DEVELOPMENT STRATEGY**

Our research and development activities focus on identifying unmet surgical needs and addressing those needs with innovative solutions and products. We apply our core competency in regenerative technology to products for neurosurgical, orthopedic and wound applications, and we have extensive programs in the core platform technologies of orthopedic hardware and electromechanical technologies. In addition to our activities aimed at acquiring or in-licensing new products, we are optimizing our current portfolio through product franchise review and rationalization. We are focusing our development efforts on innovative products with an emphasis on product efficacy and clinical evidence.

*Regenerative Technologies.* Because implants derived from our regenerative technology platform represent a fast-growing, high-margin opportunity for us, we allocate a large portion of our research and development budget to these projects. Our regenerative technology development program applies our expertise in bioengineering a range of biomaterials including natural collagen and human tissues as well as synthetics such as polymers. The unique product designs are used for neurosurgical and orthopedic surgery applications, as well as dermal regeneration, tendon and nerve repair, and chronic and acute wounds. In 2015, Integra reported the results of a multi-center, randomized, controlled clinical trial under the United States Food and Drug Administration ("FDA") Investigational Device Exemption ("IDE") comparing the safety and effectiveness of INTEGRA® Dermal Regeneration Template to the standard of care for the treatment of diabetic foot ulcers. The data from this trial formed the foundation for the Premarket Approval ("PMA") Supplement application that we filed with

the FDA. The FDA approved the PMA on January 7, 2016, and the Company anticipates commercializing the resulting Diabetic Foot Ulcer (“DFU”) product, Omnigraft, in mid-2016. We are also investing in next generation nerve products, additional clinical studies for indications to support existing products including for an indication in ankle arthroplasty, and longer-term research programs to evaluate combination products.

*Orthopedic Hardware.* We develop fixation devices and other implants and instruments for upper and lower extremities to both provide next generation solutions and expand our product portfolio. This portfolio focuses on joint replacement products. Integra already has a strong shoulder portfolio, which includes a total shoulder system and a reverse shoulder. We are in the final stages of development for a glenoid replacement product and are developing a pyrocarbon hemi-shoulder product to add to that portfolio. We have a strong differentiated asset that resides in our exclusively licensed pyrocarbon products, and we continue to invest to bring new products to market with this technology, which has shown significantly less wear on bone than traditional metals. Our Cadence total ankle replacement product is also in the final stages of development before a controlled market release, and will complement the recently acquired Salto Talaris® ankle. The Cadence ankle is designed to simplify the ankle replacement procedure and maximize reproducibility through its instrumentation and technique.

*Electromechanical Technologies and Instrumentation.* Because our electromechanical products and instruments represent products that limit uncertainty for our surgeon customers, we continue to invest in approvals for new indications and next generation improvements to our market-leading products. We are developing the next generation tissue ablation system enhancements, which are in late stages of development. We are focusing on ease of set-up, ensuring that the CUSA® enhancements have a user-friendly interface and hand pieces that are ergonomic, a key request of surgeons. We also work with a number of primarily German instrument partners to bring new surgical instrument patterns to the market, enabling us to add new instruments with minimal expense. Finally, our lighting franchise is among the most dynamic, and we continue to invest in ongoing development in LED technology.

## **COMPETITION**

Our primary competitors in specialty surgical solutions are the Aesculap division of B. Braun Medical, Inc., Johnson & Johnson, Medtronic, Inc., Stryker Corporation, Becton, Dickinson and Company, and C.R. Bard, Inc. In addition, we compete with many smaller specialized companies and larger companies that do not otherwise focus on specialty surgical solutions. We rely on the depth and breadth of our sales and marketing organization, our innovative technology, and our procurement operation to maintain our competitive position in much of our precision tools and instruments portfolio.

Our competition in orthopedics and tissue technologies includes the DePuy/Synthes business of Johnson & Johnson, Stryker Corporation, Wright Medical Group, N.V., Smith & Nephew plc, MiMedx Group, Inc., Acelity L.P. Inc., and Zimmer Biomet Holdings, Inc., as well as other major orthopedic companies that carry a full line of small bone and joint fixation and soft tissue products.

Finally, in certain cases our products compete primarily against medical practices that treat a condition without using a medical device or any particular product, such as medical practices that utilize autograft tissue instead of our dermal regeneration products, duraplasty products and nerve repair products. Depending on the product line, we compete on the basis of our products’ features, strength of our sales force or distributors, sophistication of our technology and cost effectiveness of our solution.

## **GOVERNMENT REGULATION**

We are a manufacturer and marketer of medical devices, and therefore are subject to extensive regulation by the FDA, the Center for Medicare Services of the U.S. Department of Health and Human Services, other federal governmental agencies and, in some jurisdictions, by state and foreign governmental authorities. These



regulations govern the introduction of new medical devices, the observance of certain standards with respect to the design, manufacture, testing, labeling, promotion and sales of the devices, the maintenance of certain records, the ability to track devices, the reporting of potential product defects, the import and export of devices, and other matters.

### ***United States Food and Drug Administration***

The FDA inspected our Añasco, Puerto Rico facility in October and November 2012, and issued a warning letter for that facility on February 13, 2013. On November 26, 2013, the FDA completed its second inspection of the Añasco facility and issued a new Form 483 with six additional observations. On September 30, 2014, the FDA completed its third inspection of the Añasco facility, concluded that the Company had addressed the issues raised in the Warning Letter and previous inspectional observations, and issued no other inspectional observations. The Añasco warning letter was closed out effective January 14, 2015, because the FDA concluded that the Company had addressed the issues raised in the warning letter and previous inspectional observations.

We have an outstanding FDA warning letter related to TEI Biosciences Inc., a recent acquisition by Integra on July 17, 2015. TEI Biosciences Inc. received a Warning Letter from the FDA dated May 29, 2015 for promoting the product SurgiMend for breast surgery applications that were not cleared in the 510(k) process and do not have a PMA Approval for the indication. The FDA requested that TEI Biosciences Inc. immediately cease all activities that resulted in misbranding or adulteration of the product in commercial distribution. The FDA also required TEI Biosciences Inc. to cease all violations regarding promotion of the product for an indication that it was not cleared or approved. TEI Biosciences Inc. responded with a corrective action plan to the FDA and took action to address the issues prior to the completion of the acquisition. We will continue to monitor this activity and address all corrective actions submitted to the FDA. The FDA may not accept our corrective action plan or it may choose to scrutinize other promotional claims on products and require additional corrective actions. We do not expect to incur material operating expenses to complete the corrective action plan.

The regulatory process of obtaining product approvals and clearances can be onerous and costly. The FDA requires, as a condition to marketing a medical device in the United States, that we secure a Premarket Notification clearance pursuant to Section 510(k) of the Federal Food, Drug and Cosmetic Act (the “FD&C Act”) or an approved PMA application (or supplemental PMA application). Obtaining these approvals and clearances can take up to several years and may involve preclinical studies and clinical trials. The FDA also may require a post-approval clinical study as a condition of approval. To perform clinical trials for significant risk devices in the United States on an unapproved product, we are required to obtain an IDE from the FDA. The FDA may also require a filing for approval prior to marketing products that are modifications of existing products or new indications for existing products. Moreover, after clearance/approval is given, if the product is shown to be hazardous or defective, the FDA and foreign regulatory agencies have the power to withdraw the clearance or approval, as the case may be, or require us to change the device, its manufacturing process or its labeling, to supply additional proof of its safety and effectiveness or to recall, repair, replace or refund the cost of the medical device. Because we currently export medical devices manufactured in the United States that have not been approved by the FDA for distribution in the United States, we are required to obtain approval/registration in the country to which we are exporting and maintain certain records relating to exports and make these available to the FDA for inspection, if required.

### ***Human Cells, Tissues and Cellular and Tissue-Based Products***

Prior to the spin-off of SeaSpine, Integra manufactured medical devices derived from human tissue (demineralized bone tissue).

The FDA has specific regulations governing human cells, tissues and cellular and tissue-based products, or HCT/Ps. An HCT/P is a product containing, or consisting of, human cells or tissue intended for transplantation into a human patient. Examples include bone, ligament, skin and cornea.

Some HCT/Ps fall within the definition of a biological product, medical device or drug regulated under the FD&C Act. These biologic, device or drug HCT/Ps must comply both with the requirements exclusively applicable to HCT/Ps and, in addition, with requirements applicable to biologics, devices or drugs, including premarket clearance or approval from the FDA.

Section 361 of the Public Health Service Act (“PHSA”), authorizes the FDA to issue regulations to prevent the introduction, transmission or spread of communicable disease. HCT/Ps regulated as “361” HCT/Ps are subject to requirements relating to registering facilities and listing products with the FDA, screening and testing for tissue donor eligibility, Good Tissue Practice when processing, storing, labeling, and distributing HCT/Ps, including required labeling information, stringent record keeping, and adverse event reporting.

The American Association of Tissue Banks (“AATB”) has issued operating standards for tissue banking. Compliance with these standards is a requirement in order to become an AATB-accredited tissue establishment. In addition, some states have their own tissue banking regulations. We are licensed or have permits for tissue banking in California, Florida, New York and Maryland.

*National Organ Transplant Act.* Procurement of certain human organs and tissue for transplantation is subject to the restrictions of the National Organ Transplant Act (“NOTA”), which prohibits the transfer of certain human organs, including skin and related tissue for valuable consideration, but permits the reasonable payment associated with the removal, transportation, implantation, processing, preservation, quality control and storage of human tissue and skin. We reimburse tissue banks for their expenses associated with the recovery, storage and transportation of donated human tissue that they provide to us for processing. We include in our pricing structure amounts paid to tissue banks to reimburse them for their expenses associated with the recovery and transportation of the tissue, in addition to certain costs associated with processing, preservation, quality control and storage of the tissue, marketing and medical education expenses, and costs associated with development of tissue processing technologies. NOTA payment allowances may be interpreted to limit the amount of costs and expenses that we may recover in our pricing for our products, thereby reducing our future revenue and profitability.

*Postmarket Requirements.* After a device is cleared or approved for commercial distribution, numerous regulatory requirements apply. These include the FDA Quality System Regulations which cover the procedures and documentation of the design, testing, production, control, quality assurance, labeling, packaging, sterilization, storage and shipping of medical devices; the FDA’s general prohibition against promoting products for unapproved or ‘off-label’ uses; the Medical Device Reporting regulation, which requires that manufacturers report to the FDA if their device may have caused or contributed to a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if it were to recur; and the Reports of Corrections and Removals regulation, which require manufacturers to report recalls and field corrective actions to the FDA if initiated to reduce a risk to health posed by the device or to remedy a violation of the FD&C Act.

### ***Medical Device Regulations***

We also are required to register with the FDA as a medical device manufacturer. As such, our manufacturing sites are subject to periodic inspection by the FDA for compliance with the FDA’s Quality System Regulations. These regulations require that we manufacture our products and maintain our documents in a prescribed manner with respect to design, manufacturing, testing and control activities. Further, we are required to comply with various FDA requirements and other legal requirements for labeling and promotion. If the FDA believes that a company is not in compliance with applicable regulations, it may issue a warning letter, institute proceedings to detain or seize products, issue a recall order, impose operating restrictions, enjoin future violations and assess civil penalties against that company, its officers or its employees and may recommend criminal prosecution to the U.S. Department of Justice.

Medical device regulations also are in effect in many of the countries in which we do business outside the United States. These laws range from comprehensive medical device approval and Quality System requirements for

some or all of our medical device products to simpler requests for product data or certifications. The number and scope of these requirements are increasing. Under the European Union Medical Device Directive, medical devices must meet the Medical Device Directive standards and receive CE Mark Certification prior to marketing in the European Union (the “EU”). CE Mark Certification requires a comprehensive quality system program, technical documentation and data on the product, which are then reviewed by a Notified Body. A Notified Body is an organization designated by the national governments of the European Union member states to make independent judgments about whether a product complies with the requirements established by each CE marking directive. The Medical Device Directive, ISO 9000 series and ISO 13485 are recognized international quality standards that are designed to ensure that we develop and manufacture quality medical devices. Other countries are also instituting regulations regarding medical devices or interpreting and enforcing existing regulations more strictly. Compliance with these regulations requires extensive documentation and clinical reports for all of our products, revisions to labeling, and other requirements such as facility inspections to comply with the registration requirements. A recognized Notified Body audits our facilities annually to verify our compliance with the ISO 13485 Quality System standard.

Certain countries, as well as the EU, have issued regulations that govern products that contain materials derived from animal sources. Regulatory authorities are particularly concerned with materials infected with the agent that causes bovine spongiform encephalopathy (“BSE”), otherwise known as mad cow disease. These regulations affect our dermal regeneration products, duraplasty products, hernia repair products, biomaterial products for the spine, nerve and tendon repair products and certain other products, all of which contain material derived from bovine tissue. Although we take great care to provide that our products are safe and free of agents that can cause disease, products that contain materials derived from animals, including our products, may become subject to additional regulation, or even be banned in certain countries, because of concern over the potential for prion transmission. Significant new regulations, a ban of our products, or a movement away from bovine-derived products because of an outbreak of BSE could have a material adverse effect on our current business or our ability to expand our business. See “Item 1A. Risk Factors—Certain of our products contain materials derived from animal sources and may become subject to additional regulation.”

#### ***Other regulations***

*Anti-Bribery Laws.* In the United States, we are subject to laws and regulations pertaining to healthcare fraud and abuse, including anti-kickback laws and physician self-referral laws that regulate the means by which companies in the health care industry may market their products to hospitals and health care professionals and may compete by discounting the prices of their products. Similar anti-bribery laws exist in many of the countries in which we sell our products outside of the United States, as well as the United States Foreign Corrupt Practices Act (which addresses the activities of U.S. companies in foreign markets). Our products also are subject to regulation regarding reimbursement, and U.S. healthcare laws apply when a customer submits a claim for a product that is reimbursed under a federally funded healthcare program. These global laws require that we exercise care in designing our sales and marketing practices, including involving interactions with healthcare professionals, and customer discount arrangements. See “Item 1A. Risk Factors—Oversight of the medical device industry might affect the manner in which we may sell medical devices and compete in the marketplace.”

*Import-export.* Our international operations subject us to laws regarding sanctioned countries, entities and persons, customs, and import-export. Among other things, these laws restrict, and in some cases can prevent, United States companies from directly or indirectly selling goods, technology or services to people or entities in certain countries. In addition, these laws require that we exercise care in our business dealings with entities in and from foreign countries.

*Hazardous materials.* Our research, development and manufacturing processes involve the controlled use of certain hazardous materials. We are subject to country-specific, federal, state and local laws and regulations governing the use, manufacture, storage, handling and disposal of these materials and certain waste products. We believe that our environmental, health and safety procedures for handling and disposing of these materials

comply with the standards prescribed by the controlling laws and regulations. However, risk of accidental releases or injury from these materials is possible. These risks are managed to minimize or eliminate associated business impacts. In the event of this type of accident, we could be held liable for damages that may result, and any liability could exceed our resources. We could be subject to a regulatory shutdown of a facility that could prevent the distribution and sale of products manufactured there for a significant period of time, and we could suffer a casualty loss that could require a shutdown of the facility in order to repair it, any of which could have a material, adverse effect on our business. Although we continuously strive to maintain full compliance with respect to all applicable global environmental, health and safety laws and regulations, we could incur substantial costs to fully comply with future laws and regulations, and our operations, business or assets may be negatively affected. Furthermore, global environmental, health and safety compliance is an ongoing process. Integra has compliance procedures in place for Employee Health & Safety programs, driven by a centrally led organizational structure that ensures proper implementation, which is essential to our overall business objectives.

In addition to the above regulations, we are and may be subject to regulation under country-specific federal and state laws, including, but not limited to, requirements regarding record keeping, and the maintenance of personal information, including personal health information. As a public company, we are subject to the securities laws and regulations, including the Sarbanes-Oxley Act of 2002. We also are subject to other present, and could be subject to possible future, local, state, federal and foreign regulations.

*Third-Party Reimbursement.* Healthcare providers that purchase medical devices generally rely on third-party payors, including, in the United States, the Medicare and Medicaid programs and private payors, such as indemnity insurers, employer group health insurance programs and managed care plans, to reimburse all or part of the cost of the products. As a result, demand for our products is and will continue to be dependent in part on the coverage and reimbursement policies of these payors. The manner in which reimbursement is sought and obtained varies based upon the type of payor involved and the setting in which the product is furnished and utilized. Reimbursement from Medicare, Medicaid and other third-party payors may be subject to periodic adjustments as a result of legislative, regulatory and policy changes as well as budgetary pressures. Possible reductions in, or eliminations of, coverage or reimbursement by third-party payors, or denial of, or provision of uneconomical reimbursement for new products may affect our customers' revenue and ability to purchase our products. Any changes in the healthcare regulatory, payment or enforcement landscape relative to our customers' healthcare services has the potential to significantly affect our operations and revenue.

## **INTELLECTUAL PROPERTY**

We seek patent and trademark protection for our key technology, products and product improvements, both in the United States and in selected foreign countries. When determined appropriate, we have enforced and plan to continue to enforce and defend our patent and trademark rights. In general, however, we do not rely solely on our patent and trademark estate to provide us with any significant competitive advantages as it relates to our existing product lines. We also rely upon trade secrets and continuing technological innovations to develop and maintain our competitive position. In an effort to protect our trade secrets, we have a policy of requiring our employees, consultants and advisors to execute proprietary information and invention assignment agreements upon commencement of employment or consulting relationships with us. These agreements also provide that all confidential information developed or made known to the individual during the course of their relationship with us must be kept confidential, except in specified circumstances.

AccuDrain<sup>®</sup>, Advansys<sup>®</sup>, Ascension<sup>®</sup>, BioFix<sup>®</sup>, BioMotion<sup>®</sup>, Bold<sup>®</sup>, Budde<sup>®</sup>, Buzz<sup>™</sup>, Camino<sup>®</sup>, Capture<sup>™</sup>, CRW<sup>®</sup>, CUSA<sup>®</sup>, DigiFuse<sup>®</sup>, DuraGen<sup>®</sup>, DuraSeal<sup>®</sup>, First Choice<sup>®</sup>, Futura<sup>™</sup>, Hallu<sup>®</sup>, HeliCote<sup>®</sup>, HeliPlug<sup>®</sup>, HeliTape<sup>®</sup>, HeliMend<sup>®</sup>, Helistat<sup>®</sup>, Helitene<sup>®</sup>, Integra<sup>®</sup>, IPP-ON<sup>®</sup>, Jarit<sup>®</sup>, Licox<sup>®</sup>, LimiTorr<sup>™</sup>, Luxtec<sup>®</sup>, MemoFix<sup>®</sup>, MicroFrance<sup>®</sup>, Miltex<sup>®</sup>, Movement<sup>®</sup>, NeuraGen<sup>®</sup>, NeuraWrap<sup>™</sup>, NuGrip<sup>®</sup>, Omni-Tract<sup>®</sup>, OSV II<sup>®</sup>, Qwix<sup>®</sup>, Padgett<sup>®</sup>, Panta<sup>®</sup>, PriMatrix<sup>®</sup>, PyroSphere<sup>®</sup>, Redmond<sup>™</sup>, Ruggles<sup>®</sup>, SafeGuard<sup>®</sup>, Salto Talaris<sup>®</sup>, Subtalar MBA<sup>®</sup>, SurgiMend<sup>®</sup>, TenoGlide<sup>®</sup>, Ti6<sup>®</sup>, Tibiaxys<sup>®</sup>, TissueMend<sup>®</sup>, Titan<sup>™</sup>, Trel-X<sup>™</sup>,

Trel-XC®, Trel-XPress™, TruArch®, Uni-CP®, Uni-Clip®, and the Integra logo are some of the material trademarks of Integra LifeSciences Corporation and its subsidiaries. MAYFIELD® is a registered trademark of SM USA, Inc., and is used by Integra under license.

## **EMPLOYEES**

At December 31, 2015, we had approximately 3,500 employees engaged in production and production support for warehouse, engineering and facilities, quality assurance, quality control, research and development, regulatory and clinical affairs, sales, marketing, administration and finance. Except for certain employees at our facilities in France and Mexico, none of our employees is subject to a collective bargaining agreement.

## **FINANCIAL INFORMATION ABOUT GEOGRAPHIC AREAS**

Financial information about our geographical areas is set forth under “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Geographic Product Revenues and Operations” and in our financial statements Note 15, *Segment and Geographic Information*, to our consolidated financial statements.

## **SOURCES OF RAW MATERIALS**

In general, raw materials essential to our businesses are readily available from multiple sources. For reasons of quality assurance, availability, or cost effectiveness, certain components and raw materials are available only from a sole supplier. Our policy is to maintain sufficient inventory of components so that our production will not be significantly disrupted even if a particular component or material is not available for a period of time.

Certain of our products, including our dermal regeneration products, duraplasty products, wound care products, bone void fillers, nerve and tendon repair products and certain other products, contain material derived from bovine tissue. We take great care to provide that our products are safe and free of agents that can cause disease. In particular, the collagen used in the products that Integra manufactures is derived either from the deep flexor tendon of cattle less than 24 months old from New Zealand, a country that has never had a reported case of bovine spongiform encephalopathy, or from the United States or from fetal dermis. The World Health Organization classifies different types of cattle tissue for relative risk of BSE transmission. Deep flexor tendon is in the lowest-risk category for BSE transmission, and is therefore considered to have a negligible risk of containing the agent that causes BSE.

## **SEASONALITY**

Revenues during our fourth quarter tend to be stronger than other quarters because many hospitals increase their purchases of our products during the fourth quarter to coincide with the end of their budget cycles in the U.S. In general, our first quarter usually has lower revenues than the preceding fourth quarter, the second and third quarters have higher revenues than the first quarter, and the fourth quarter revenues are the highest in the year. The main exceptions to this pattern occur because of material intervening acquisitions.

## **AVAILABLE INFORMATION**

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”). In accordance with the Exchange Act, we file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. You may view our financial information, including the information contained in this report, and other reports we file with the Securities and Exchange Commission, on the Internet, without charge as soon as reasonably practicable after we file them with the Securities and Exchange Commission, in the “SEC Filings” page of the Investor Relations section of our website at [www.integralife.com](http://www.integralife.com). You may also obtain a copy of any of these reports, without charge, from our investor relations department, 311 Enterprise Drive, Plainsboro, NJ 08536. Alternatively, you may view or obtain



reports filed with the Securities and Exchange Commission at the SEC Public Reference Room at 100 F Street, N.E. in Washington, D.C. 20549, or at the Securities and Exchange Commission's Internet site at [www.sec.gov](http://www.sec.gov). Please call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the operation of the public reference facilities.

## **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

We have made statements in this report, including statements under “Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Exchange Act. These forward-looking statements are subject to a number of risks, uncertainties and assumptions about us including, among other things:

- general economic and business conditions, both nationally and in our international markets;
- our expectations and estimates concerning future financial performance, financing plans and the impact of competition;
- anticipated trends in our business;
- anticipated demand for our products, particularly capital equipment;
- our ability to produce collagen-based products in sufficient quantities to meet sales demands;
- our expectations concerning our ongoing restructuring, integration and manufacturing transfer and expansion activities;
- existing and future regulations affecting our business, and enforcement of those regulations;
- our ability to obtain additional debt and equity financing to fund capital expenditures and working capital requirements and acquisitions;
- physicians’ willingness to adopt our recently launched and planned products, third-party payors’ willingness to provide or continue reimbursement for any of our products and our ability to secure regulatory approval for products in development;
- initiatives launched by our competitors;
- our ability to protect our intellectual property, including trade secrets;
- our ability to complete acquisitions, integrate operations post-acquisition and maintain relationships with customers of acquired entities;
- our ability to remediate all matters identified in FDA observations and warning letters that we received or may receive; and
- other risk factors described in the section entitled “Risk Factors” in this report.

You can identify these forward-looking statements by forward-looking words such as “believe,” “may,” “could,” “might,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “seek,” “plan,” “expect,” “should,” “would” and similar expressions in this report. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this report may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements.

## ITEM 1A. RISK FACTORS

### Risks Related to Our Business

#### *Our operating results may fluctuate.*

Our operating results, including components of operating results such as gross margin and cost of product sales, may fluctuate from time to time, and such fluctuations could affect our stock price. Our operating results have fluctuated in the past and can be expected to fluctuate from time to time in the future. Some of the factors that may cause these fluctuations include:

- economic conditions worldwide, which could affect the ability of hospitals and other customers to purchase our products and could result in a reduction in elective and non-reimbursed operative procedures;
- the impact of acquisitions;
- the impact of our restructuring activities;
- the timing of significant customer orders, which tend to increase in the fourth quarter to coincide with the end of budget cycles for many hospitals;
- market acceptance of our existing products, as well as products in development;
- the timing of regulatory approvals as well as changes in country-specific regulatory requirements;
- changes in the rates of exchange between the U.S. dollar and other currencies of foreign countries in which we do business, such as the euro, British pound, Swiss franc, Canadian dollar, Japanese yen, Australian dollar, and Chinese yuan;
- expenses incurred and business lost in connection with product field correction actions or recalls;
- potential backorders and lost sales resulting from stoppages in production relating to product recalls or field corrective actions;
- potential backorders and lost sales resulting from stoppages in production relating to product recalls or field corrective actions;
- changes in the cost or decreases in the supply of raw materials, including energy and steel;
- our ability to manufacture and ship our products efficiently or in sufficient quantities to meet sales demands;
- the timing of our research and development expenditures;
- expenditures for major initiatives;
- reimbursement for our products by third-party payors such as Medicare, Medicaid, private and public health insurers and foreign governmental health systems;
- the ability to maintain existing distribution rights to and from certain third parties;
- the ability to maintain business if or when we opt to convert such business from distributors to a direct sales model;
- the ability of our new commercial sales representatives to obtain sales targets in a reasonable time frame;
- peer-reviewed publications discussing the clinical effectiveness of the products we sell;
- inspections of our manufacturing facilities for compliance with Quality System Regulations (Good Manufacturing Practices) which could result in Form 483 observations, warning letters, injunctions or other adverse findings from the FDA or from equivalent regulatory bodies, and corrective actions, procedural changes and other actions that we determine are necessary or appropriate to address the results of those inspections, any of which may affect production and our ability to supply our customers with our products;

- changes in regulations or guidelines that impact the marketing practices for products that we sell;
- the increased regulatory scrutiny of certain of our products, including products which we manufacture for others, could result in their being removed from the market or involve field corrective actions that could affect the marketability of our products; and
- the impact of goodwill and intangible asset impairment charges if future operating results of the acquired businesses are significantly less than the results anticipated at the time of the acquisitions.

***The industry and market segments in which we operate are highly competitive, and we may be unable to compete effectively with other companies.***

In general, there is intense competition among medical device companies. We compete with established medical technology companies in many of our product areas. Competition also comes from early-stage companies that have alternative technological solutions for our primary clinical targets, as well as universities, research institutions and other non-profit entities. Many of our competitors have access to greater financial, technical, research and development, marketing, manufacturing, sales, distribution, administrative, consulting and other resources than we do. Our competitors may be more effective at developing commercial products. Our competitors may be able to gain market share by offering lower-cost products or by offering products that enjoy better reimbursement methodologies from third-party payors, such as Medicare, Medicaid, private and public health insurers and foreign governmental health systems.

Our competitive position will depend on our ability to achieve market acceptance for our products, develop new products, implement production and marketing plans, secure regulatory approval for products under development, obtain and maintain reimbursement coverage under Medicare, Medicaid and private healthcare insurance, obtain patent protection and to produce products consistently in sufficient quantities to meet demand. We may need to develop new applications for our products to remain competitive. Technological advances by one or more of our current or future competitors or their achievement of superior reimbursement from Medicare, Medicaid and private healthcare insurance could render our present or future products obsolete or uneconomical. Our future success will depend upon our ability to compete effectively against current technology as well as to respond effectively to technological advances. Competitive pressures could adversely affect our profitability. Additionally, purchasing decisions of our customers may be based on clinical evidence or comparative effectiveness studies and, because of our vast array of products, we might not be able to fund the studies necessary or provide the required information to compete effectively. Other companies may have more resources available to fund such studies. For example, competitors have launched and have been developing products to compete with our duraplasty products, dural sealant, extremity reconstruction implants, regenerative skin, neuro critical care monitors and ultrasonic tissue ablation devices, among others.

Our primary competitors in specialty surgical solutions are the Aesculap division of B. Braun Medical, Inc., Johnson & Johnson, Medtronic, Inc., Stryker Corporation, Becton, Dickinson and Company, and C.R. Bard, Inc. Our competitors in orthopedics and tissue technologies include the DePuy/Synthes business of Johnson & Johnson, Stryker Corporation, Wright Medical Group, N.V., Smith & Nephew plc, MiMedx Group, Inc., Acelity L.P. Inc., and Zimmer Biomet Holdings, Inc., as well as other major orthopedic companies that carry a full line of small bone and joint fixation, soft tissue and/or wound care products. Additionally, we compete with many smaller specialized companies and larger companies that do not otherwise focus on specialty surgical solutions. Finally, in certain cases our products compete primarily against medical practices that treat a condition without using a device or any particular product, such as the medical practices that use autograft tissue instead of our dermal regeneration products, duraplasty products and nerve repair products.

***We may not achieve some or all of the anticipated benefits of the separation of our Spine business.***

On July 1, 2015, we completed the separation (the “Separation”) of our orthobiologics and spinal fusion hardware business, now known as SeaSpine Holdings Corporation (“SeaSpine”), from the Company. Even though the Separation has been completed, we may not realize any or all of the anticipated strategic, financial,

operational, marketing or other benefits from the Separation, including our ability to benefit from the increased focus through our new two divisional structure or to achieve anticipated growth rates, margins and scale and to execute on our strategy generally. Following the Separation, we are a smaller, less diversified company. This narrower business focus could leave us more vulnerable to changing market conditions, which could adversely affect our business, financial condition and results of operations. The diminished diversification of revenue, costs, and cash flows could also cause our results of operations, cash flows, working capital and financing requirements to be subject to increased volatility. In addition, we may be unable to achieve some or all of the strategic and financial benefits that we expected would result from the Separation, or such benefits may be delayed, which could adversely affect our business, financial condition and results of operations. Further, there can be no assurance that the combined value of the common stock of the two publicly-traded companies will be equal to or greater than what the value of our common stock would have been had the Separation not occurred.

***Following the Separation, SeaSpine will continue to be dependent on us for certain support services and we may have indemnification obligations to each other with respect to such arrangements.***

We entered into various agreements with SeaSpine in connection with the Separation, including a transition services agreement, a separation and distribution agreement, a tax matters agreement, an employee matters agreement and several supply agreements. These agreements will govern our relationship with SeaSpine following the Separation. If we are required to indemnify SeaSpine for certain liabilities and related losses arising in connection with any of these agreements or if SeaSpine is required to indemnify us for certain liabilities and related losses arising in connection with any of these agreements and does not fulfill its obligations to us, we may be subject to substantial liabilities, which could have a material adverse effect on our financial position.

***If there is a determination that the spin-off is taxable for U.S. federal income tax purposes, then we and our stockholders that are subject to U.S. federal income tax could incur significant U.S. federal income tax liabilities and, in certain circumstances, we could be required to indemnify SeaSpine for material taxes pursuant to indemnification obligations under the tax matters agreement.***

We received an opinion of Latham & Watkins LLP, tax counsel to us (the “Tax Opinion”), substantially to the effect that (i) the contribution of the stock of SeaSpine Orthopedics Corporation to SeaSpine, together with the internal distribution of the stock of SeaSpine to Integra (collectively, the “internal distribution”), will constitute a reorganization under Sections 355 and 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended (the “Code”) and (ii) the contribution of cash from us to SeaSpine (the “cash contribution”), together with the distribution of the stock of SeaSpine to our shareholders (the “distribution”), will constitute a reorganization under Sections 355 and 368(a)(1)(D) of the Code. Based on this tax treatment, the distribution will be tax-free to Integra and its stockholders for U.S. federal income tax purposes (except for any cash received in lieu of fractional shares). The Tax Opinion relied on certain facts, assumptions, representations and undertakings from us and SeaSpine regarding the past and future conduct of the companies’ respective businesses and other matters. The Tax Opinion is not binding on the U.S. Internal Revenue Service (the “IRS”) or the courts. Notwithstanding the opinion, the IRS could determine on audit that the internal distribution, the cash contribution and the distribution should be treated as taxable transactions if it determines that any of the facts, assumptions, representations or undertakings we or SeaSpine have made is not correct or has been violated, or that the internal distribution, the cash contribution and the distribution should be taxable for other reasons, including as a result of a significant change in stock or asset ownership after the distribution. If the distribution ultimately is determined to be taxable, the distribution could be treated as a taxable dividend or capital gain to our stockholders for U.S. federal income tax purposes, and our stockholders could incur significant U.S. federal income tax liabilities. In addition, we would recognize gain in an amount equal to the excess of the fair market value of shares of SeaSpine common stock distributed to our stockholders on the distribution date over our tax basis in such shares of SeaSpine common stock. Moreover, we could incur significant U.S. federal income tax liabilities if it is ultimately determined that the internal distribution does not qualify as a transaction that is tax-free for U.S. federal income tax purposes.



***We might not be able to engage in desirable strategic transactions and equity issuances following the spin-off because of certain restrictions relating to requirements for tax-free distributions.***

Our ability to engage in significant equity transactions could be limited or restricted after the spin-off in order to preserve, for U.S. federal income tax purposes, the tax-free nature of the internal distribution and the distribution. Even if the internal distribution and the distribution otherwise qualify for tax-free treatment under Section 355 of the Code, they may result in corporate-level taxable gain to us under Section 355(e) of the Code if there is a 50% or greater change in ownership, by vote or value, of shares of our stock or SeaSpine's stock occurring as part of a plan or series of related transactions that includes the internal distribution or the distribution. Any acquisitions or issuances of our stock or SeaSpine's stock within two years after the distribution are generally presumed to be part of such a plan, although we or SeaSpine may be able to rebut that presumption.

***We may be subject to continuing contingent liabilities of SeaSpine following the spin-off.***

After the Separation, there are several significant areas where the liabilities of SeaSpine may become our obligations. For example, under the Code and the related rules and regulations, each corporation that was a member of our consolidated U.S. federal income tax reporting group during any taxable period or portion of any taxable period ending on or before the effective time of the spin-off is jointly and severally liable for the U.S. federal income tax liability of the entire consolidated tax reporting group for that taxable period. If SeaSpine is unable to pay any prior period taxes for which it is responsible, we could be required to pay the entire amount of such taxes.

***Our current strategy involves growth through acquisitions, which requires us to incur substantial costs and potential liabilities for which we may never realize the anticipated benefits.***

In addition to internally generated growth, our current strategy involves growth through acquisitions. Between January 1, 2013 and December 31, 2015, we have acquired 8 businesses at a total cost of approximately \$682.3 million.

We may be unable to continue to implement our growth strategy, and our strategy ultimately may be unsuccessful. A significant portion of our growth in revenues has resulted from, and is expected to continue to result from, the acquisition of businesses or products complementary to our own. We engage in evaluations of potential acquisitions and are in various stages of discussion regarding possible acquisitions, certain of which, if consummated, could be significant to us. Any new acquisition could result in material transaction expenses, increased interest and amortization expense, increased depreciation expense, increased operating expense, and possible in-process research and development charges for acquisitions that do not meet the definition of a "business," any of which could have a material adverse effect on our operating results. Certain businesses that we acquire may not have adequate financial, disclosure, regulatory, quality or other compliance controls at the time we acquire them. As we grow by acquisition, we must manage and integrate the new businesses to bring them into our systems for financial, disclosure, compliance, regulatory and quality control, realize economies of scale, and control costs. In addition, acquisitions involve other risks, including diversion of management resources otherwise available for development of our business and risks associated with entering markets in which our marketing teams and sales force has limited experience or where experienced distribution alliances are not available. Our future profitability will depend in part upon our ability to develop further our resources to adapt to these new products or business areas and to identify and enter into or maintain satisfactory distribution networks. We may not be able to identify suitable acquisition candidates in the future, obtain acceptable financing or consummate any future acquisitions. If we cannot integrate acquired operations, manage the cost of providing our products or price our products appropriately, our profitability could suffer. In addition, as a result of our acquisitions of other healthcare businesses, we may be subject to the risk of unanticipated business uncertainties, regulatory and other compliance matters or legal liabilities relating to those acquired businesses for which the sellers of the acquired businesses may not indemnify us, for which we may not be able to obtain insurance (or adequate insurance), or for which the indemnification may not be sufficient to cover the ultimate liabilities.

***Our future financial results could be adversely affected by impairments or other charges.***

Since we have grown through acquisitions, we have \$512.4 million of goodwill and \$1.0 million of indefinite-lived intangible assets as of December 31, 2015. Under the authoritative guidance for determining the useful life of intangible assets, we are required to test both goodwill and indefinite-lived intangible assets for impairment on an annual basis based upon a fair value approach, rather than amortizing them over time. We are also required to test goodwill and indefinite-lived intangible assets for impairment between annual tests if an event occurs such as a significant decline in revenues or cash flows for certain products, or the discount rates used in the calculations of discounted cash flow change significantly, or circumstances change that would more likely than not reduce our enterprise fair value below its book value. If such a decline, rate change or circumstance were to materialize, we may record an impairment of these intangible assets that could be material to the financial statements. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates” of this report.

The guidance on long-lived assets requires that we assess the impairment of our long-lived assets, including finite-lived intangible assets, whenever events or changes in circumstances indicate that the carrying value may not be recoverable as measured by the sum of the expected future undiscounted cash flows. As of December 31, 2015, we had \$602.7 million of finite-lived intangible assets.

At December 31, 2015 our trade names have a carrying value of \$74.5 million and decisions relating to our trade names may occur over time. Additionally, we may discontinue certain products in the future as we continue to assess the profitability of our product lines. As a result, we may need to record impairment charges or accelerate amortization on certain trade names or technology-related intangible assets in the future.

The value of a medical device business is often volatile, and the assumptions underlying our estimates made in connection with our assessments under the guidance may change as a result of that volatility or other factors outside our control and may result in impairment charges. The amount of any such impairment charges could be significant and could have a material adverse effect on our reported financial results for the period in which the charge is taken and could have an adverse effect on the market price of our securities, including the notes and the common stock into which they may be converted.

***The adoption of healthcare reform in the United States and initiatives sponsored by other governments may adversely affect our business, results of operations and/or financial condition.***

Our operations may be substantially affected by potential fundamental changes in the global political, economic and regulatory landscape of the healthcare industry. Government and private sector initiatives to limit the growth of healthcare costs are continuing in the U.S., and in many other countries where we do business, causing the marketplace to put increased emphasis on the delivery of more cost-effective treatments. These initiatives include price regulation, competitive pricing, coverage and payment policies, comparative effectiveness of therapies, technology assessments and managed-care arrangements.

In March 2010, significant reforms to the U.S. healthcare system were adopted in the form of the Patient Protection and Affordable Care Act (the “Affordable Care Act”). The Affordable Care Act includes provisions that, among other things, reduce and/or limit Medicare reimbursement, require all individuals to have health insurance (with limited exceptions) and impose new and/or increased taxes. Specifically, the law requires the medical device industry to subsidize healthcare reform by implementing a 2.3% excise tax, commencing on January 1, 2013, on the sale of certain medical devices by a manufacturer, producer or importer of such devices in the United States. Because the substantial majority of our revenues is generated in the United States, the Affordable Care Act affected our financial results since it came into effect after December 31, 2012. In December 2015, President Obama signed into law The Consolidated Appropriations Act, which included a two-year moratorium on the 2.3% medical device excise tax, with the effect such that medical device revenues earned in 2016 and 2017 will be exempt from such tax. Unless there is further legislative action during that two-

year period, the 2.3% medical device excise tax automatically will be reinstated for sales of medical devices on or after January 1, 2018. While this two-year moratorium on the 2.3% medical device excise tax may provide a short-term benefit to the Company in terms of providing additional monies available to spend on various projects in 2016 and 2017, we are unable to predict what the long-term impact will have on our financial statements and financial performance.

In addition, the Affordable Care Act also requires detailed disclosure of gifts and other remuneration made to healthcare professionals, which could have a negative impact on our relationships with customers and ability to seek input on product design or involvement in research.

Other provisions of the Affordable Care Act could meaningfully change the way healthcare is developed and delivered in the United States, and may adversely affect our business and results of operations.

There are many programs and requirements for which the details have not yet been fully established or consequences not fully understood, and it is unclear what the full impact of the legislation will be. We cannot predict what healthcare programs and regulations will ultimately be implemented at the U.S. federal or state level, or the effect of any future legislation or regulation in the United States or elsewhere. That said, any changes that lower reimbursements for our products or reduce medical procedure volumes could have a material adverse effect on our business, financial condition and results of operations. We continue to monitor the implementation of such legislation and, to the extent new market or industry trends or new governmental programs evolve, we will have implemented or will consider implementing programs to respond.

Initiatives sponsored by government agencies, legislative bodies and the private sector to limit the growth of healthcare costs, including price regulation and competitive pricing, are ongoing in other markets where we do business.

Further, the Affordable Care Act encourages hospitals and physicians to work collaboratively through shared savings programs, such as accountable care organizations, as well as other bundled payment initiatives, which may ultimately result in the reduction of medical device purchases and the consolidation of medical device suppliers used by hospitals.

***Changes in the healthcare industry may require us to decrease the selling price for our products, may reduce the size of the market for our products, or may eliminate a market, any of which could have a negative impact on our financial performance.***

Trends toward managed care, healthcare cost containment and other changes in government and private sector initiatives in the United States and other countries in which we do business are placing increased emphasis on the delivery of more cost-effective medical therapies that could adversely affect the sale and/or the prices of our products. For example:

- as mentioned above, the Affordable Care Act, which is intended to expand access to health insurance coverage over time, has resulted in and will continue to result in major changes in the United States healthcare system that have had and could continue to have an adverse effect on our business, including a 2.3% excise tax on U.S. sales of most medical devices, implemented in 2013, which has adversely affected our earnings through the end of 2015 (Note: even though President Obama signed into law The Consolidated Appropriations Act in December 2015, which included a two-year moratorium on the 2.3% excise tax for medical device revenues earned in 2016 and 2017, the 2.3% excise tax automatically will be reinstated for sales of medical devices on or after January 1, 2018 unless there is further legislative action);
- third-party payors of hospital services and hospital outpatient services, including Medicare, Medicaid, private and public health insurers and foreign governmental health systems, annually revise their payment methodologies, which can result in stricter standards for reimbursement of hospital charges for certain medical procedures or the elimination of reimbursement;

- foreign governmental health systems have revised, and continue to consider whether to revise, their payment methodologies, which have resulted and could continue to result in stricter standards for reimbursement of hospital charges for certain medical procedures leading to less government reimbursement, thereby putting downward pricing pressure on our products or rendering some uneconomical;
- Medicare, Medicaid, private and public health insurer and foreign governmental cutbacks could create downward price pressure on our products;
- in the United States, local Medicare coverage as well as commercial carrier coverage determinations will reduce or eliminate reimbursement or coverage for certain of our wound matrix products as well as other collagen products in most regions, negatively affecting our market for these products, and future determinations could reduce or eliminate reimbursement or coverage for these products in other regions and could reduce or eliminate reimbursement or coverage for other products;
- there has been a consolidation among healthcare facilities and purchasers of medical devices in the United States, some of whom prefer to limit the number of suppliers from whom they purchase medical products, and these entities may decide to stop purchasing our products or demand discounts on our prices;
- there has been a growing movement of physicians becoming employees of hospitals and other healthcare entities, which aligns surgeon product choices with his or her employers' purchasing decisions, and adds to pricing pressures;
- in the United States, we are party to contracts with group purchasing organizations, which negotiate pricing for many member hospitals, that require us to discount our prices for certain of our products and limit our ability to raise prices for certain of our products, particularly surgical instruments;
- there is economic pressure to contain healthcare costs in domestic and international markets, and, regardless of the consolidation discussed above, providers generally are exploring ways to cut costs by eliminating purchases or driving reductions in the prices that they pay for medical devices;
- there are proposed and existing laws, regulations and industry policies in domestic and international markets regulating the sales and marketing practices and the pricing and profitability of companies in the healthcare industry;
- proposed laws or regulations will permit hospitals to provide financial incentives to doctors for reducing hospital costs (known as gainsharing), will award physician efficiency (known as physician profiling), and will encourage partnerships with healthcare service and goods providers to reduce prices; and
- there have been initiatives by third-party payors and foreign governmental health systems to challenge the prices charged for medical products that could affect our ability to sell products on a competitive basis.

Any and all of the above factors could adversely affect our levels of revenue and our profitability.

***We are subject to stringent domestic and foreign medical device regulation and any adverse regulatory action may adversely affect our financial condition and business operations.***

Our products, development activities and manufacturing processes are subject to extensive and rigorous regulation by numerous government agencies, including the FDA and comparable foreign agencies. To varying degrees, each of these agencies monitors and enforces our compliance with laws and regulations governing the development, testing, manufacturing, labeling, marketing and distribution of our medical devices. We are also subject to regulations that may apply to certain of our products that are Drug/Device Combination products or are considered to be subject to pharmaceutical regulations outside the U.S. The process of obtaining marketing

approval or clearance from the FDA and comparable foreign regulatory agencies for new products, or for enhancements or modifications to existing products, could:

- take a significant amount of time;
- require the expenditure of substantial financial and other resources;
- involve rigorous and expensive pre-clinical and clinical testing, as well as increased post-market surveillance;
- involve modifications, repairs or replacements of our products; and
- result in limitations on the indicated uses of our products.

We cannot be certain that we will receive required approval or clearance from the FDA and foreign regulatory agencies for new products or modifications to existing products on a timely basis. The failure to receive approval or clearance for significant new products or modifications to existing products on a timely basis could have a material adverse effect on our financial condition and results of operations.

Both before and after a product is commercially released, we have ongoing responsibilities under FDA regulations. For example, we are required to comply with the FDA's Quality System Regulation, which mandates that manufacturers of medical devices adhere to certain quality assurance requirements pertaining to, among other things, validation of manufacturing processes, controls for purchasing product components, and documentation practices. As another example, the Federal Medical Device Reporting regulation requires us to provide information to the FDA whenever there is evidence that reasonably suggests that a device may have caused or contributed to a death or serious injury or, that a malfunction occurred which would be likely to cause or contribute to a death or serious injury upon recurrence. Compliance with applicable regulatory requirements is subject to continual review and is monitored rigorously through periodic inspections by the FDA, which may result in observations on Form 483, and in some cases warning letters, that require corrective action. If the FDA were to conclude that we are not in compliance with applicable laws or regulations, or that any of our medical devices are ineffective or pose an unreasonable health risk, the FDA could ban such medical devices, detain or seize such medical devices, order a recall, repair, replacement, or refund of such devices, or require us to notify health professionals and others that the devices present unreasonable risks of substantial harm to the public health.

We are also subject to the Medical Device Directive for our medical devices that are CE Marked and sold in the EU. We are also subject to Good Manufacturing Practice regulations for Pharmaceuticals in the EU for certain of our products. These regulations also mandate that manufacturers of medical devices (or those that are considered pharmaceuticals) adhere to certain quality assurance requirements pertaining to, among other things, validation of manufacturing processes, controls for purchasing product components, and documentation practices. There may be additional regulations if such products are considered pharmaceuticals outside the U.S.

The FDA has been increasing its scrutiny of the medical device industry and the government is expected to continue to scrutinize the industry closely with inspections, and possibly enforcement actions, by the FDA or other agencies. Additionally, the FDA may restrict manufacturing and impose other operating restrictions, enjoin and restrain certain violations of applicable law pertaining to medical devices, and assess civil or criminal penalties against our officers, employees, or us. The FDA may also recommend prosecution to the Department of Justice. Any adverse regulatory action, depending on its magnitude, may restrict us from effectively manufacturing, marketing and selling our products. In addition, negative publicity and product liability claims resulting from any adverse regulatory action could have a material adverse effect on our financial condition and results of operations.

We have an outstanding FDA warning letter related to TEI, a recent acquisition by Integra on July 17, 2015. TEI received a Warning Letter from the FDA dated May 29, 2015 for promoting the product SurgiMend for



breast surgery applications that were not cleared in the 510(k) process and do not have a PMA Approval for the indication. The FDA requested that TEI immediately cease all activities that resulted in misbranding or adulteration of the product in commercial distribution. The FDA also required TEI to cease all violations regarding promotion of the product for an indication that was not cleared or approved. TEI responded with a corrective action plan to the FDA and took action to address the issues prior to the completion of the acquisition. We will continue to monitor this activity and address all corrective actions submitted to the FDA. The FDA may not accept our corrective action plan or it may choose to scrutinize other promotional claims regarding TEI's or our products and require additional corrective actions.

While we have taken measures to enhance our Quality System, we cannot assure you that future inspections by the FDA and the standards they apply will not result in warning letters for any facility in the future. We are also subject to inspections of our Quality System by regulatory agencies outside the U.S. which could result in the issuance of nonconformances or significant requirements to our Quality System.

The FDA Safety and Innovation Act ("FDASIA"), which includes the Medical Device User Fee Amendments of 2012 ("MDUFA III"), as well as other medical device provisions, went into effect October 1, 2012. This includes performance goals and user fees paid to the FDA by medical device companies when they register and list with the FDA and when they submit an application to market a device in the U.S. This will affect the fees paid to the FDA over the five-year period that FDASIA is in effect. As part of FDASIA, there are additional requirements regarding the FDA Establishment Registration and Listing of Medical Devices. All U.S. and foreign manufacturers must register and list medical devices for sale in the U.S. All of our facilities comply with these requirements. That said, we also source products from foreign contract manufacturers. From this business practice, it is possible that some of our foreign contract manufacturers will not comply with these requirements and choose not to register with the FDA. In such an event, we will need to determine if there are alternative foreign contract manufacturers who comply with the FDA Establishment Registration requirements. If such a foreign contract manufacturer is a sole supplier of one of our products, there is a risk that we may not be able to source another supplier.

The FDA issued a final rule on September 24, 2013 to establish a system to adequately identify devices through distribution and use. This rule requires the label of medical devices to include a unique device identifier ("UDI"), except where the rule provides for an exception or alternative placement. The labeler must submit product information concerning devices to FDA's Global Unique Device Identification Database ("GUDID"), unless subject to an exception or alternative. The system established by this rule requires the label and device package of each medical device to include a UDI and requires that each UDI be provided in a plain-text version and in a form that uses automatic identification and data capture technology. If the device is intended to be used more than once and intended to be reprocessed before each use, then there is a requirement for the UDI to be directly marked on the device itself. This regulation will require significant resources and expense to comply with the regulation. We have complied with the initial requirements of this regulation for our Class III products by meeting the September 2014 deadline and for our Class II implantable products by meeting the September 2015 deadline for labeling and entering the data in FDA's GUDID Database.

Finally, the FDA issued regulations regarding "Current Good Manufacturing Practice Requirements for Combination Products" on January 22, 2013. These regulations apply to some of our product lines that have been designated by the FDA as Combination Products. There have been and will be additional costs associated with compliance with the FDA Good Manufacturing Practice Requirements regulations for Combination Products.

In addition, the FDCA permits device manufacturers to promote products solely for the uses and indications set forth in the approved product labeling. A number of enforcement actions have been taken against manufacturers that promote products for "off-label" uses, including actions alleging that federal health care program reimbursement of products promoted for "off-label" uses are false and fraudulent claims to the government. The failure to comply with "off-label" promotion restrictions can result in significant financial penalties and a required corporate integrity agreement with the federal government imposing significant administrative obligations and costs, and potential evaluation from federal health care programs.



Foreign governmental regulations have become increasingly stringent and more common, and we may become subject to even more rigorous regulation by foreign governmental authorities in the future. Penalties for a company's noncompliance with foreign governmental regulation could be severe, including revocation or suspension of a company's business license and criminal sanctions. Any domestic or foreign governmental medical device law or regulation imposed in the future may have a material adverse effect on our financial condition and business operations.

***Certain of our products contain materials derived from animal sources and may become subject to additional regulation.***

Certain of our products, including our dermal regeneration products, duraplasty products, wound care products, bone void fillers, nerve and tendon repair products and certain other products, contain material derived from bovine tissue. In 2015 approximately 40% of our revenues were attributable to products containing material derived from bovine tissue. Products that contain materials derived from animal sources, including food, pharmaceuticals and medical devices, are subject to scrutiny in the media and by regulatory authorities. Regulatory authorities are concerned about the potential for the transmission of disease from animals to humans via those materials. This public scrutiny has been particularly acute in Japan and Western Europe with respect to products derived from animal sources, because of concern that materials infected with the agent that causes bovine spongiform encephalopathy, otherwise known as BSE or mad cow disease, may, if ingested or implanted, cause a variant of the human Creutzfeldt-Jakob Disease, an ultimately fatal disease with no known cure. In 2013, the World Organization for Animal Health ("OIE") recommended that the United States risk classification for BSE be upgraded from controlled risk to negligible risk.

We take care to provide that our products are safe and free of agents that can cause disease. In particular, we have qualified a source of collagen from a country outside the United States that is considered BSE-free. The World Health Organization classifies different types of bovine tissue for relative risk of BSE transmission. Deep flexor tendon and bovine fetal skin, which are used in our products, are in the lowest-risk categories for BSE transmission and are therefore considered to have a negligible risk of containing the agent that causes BSE (an improperly folded protein known as a prion). Nevertheless, products that contain materials derived from animals, including our products, could become subject to additional regulation, or even be banned in certain countries, because of concern over the potential for the transmission of prions. Significant new regulation, or a ban of our products, could have a material adverse effect on our current business or our ability to expand our business.

Certain countries, such as Japan, China, Taiwan and Argentina, have issued regulations that require our collagen products be sourced from countries where no cases of BSE have occurred, and the EU has requested that our dural replacement products and other products that are used in neurological tissue be sourced from a country where no cases of BSE have occurred. Currently, we source bovine fetal hides from the United States and purchase tendon from the United States and New Zealand. New Zealand has never had a case of BSE. We received approval in the United States, the EU, Japan, Taiwan, China, Argentina as well as other countries for the use of New Zealand-sourced tendon in the manufacturing of our products. If we cannot continue to use or qualify a source of tendon from New Zealand or another country that has never had a case of BSE, we will not be permitted to sell our collagen products in certain countries.

***Certain of our products are derived from human tissue and are subject to additional regulations and requirements.***

We distribute medical devices derived from human tissue. The FDA has specific regulations governing human cells, tissues and cellular and tissue-based products, or HCT/Ps. An HCT/P is a product containing or consisting of human cells or tissue intended for transplantation into a human patient. Examples include bone, ligament, skin and cornea.

Some HCT/Ps also meet the definition of a biological product, medical device or drug regulated under the FD&C Act. Section 361 of the PHSA authorizes the FDA to issue regulations to prevent the introduction,

transmission or spread of communicable disease. HCT/Ps regulated as “361” HCT/Ps are subject to requirements relating to registering facilities and listing products with FDA, screening and testing for tissue donor eligibility, Good Tissue Practice, or GTP, when processing, storing, labeling, and distribution HCT/Ps, including required labeling information, stringent record keeping; and adverse event reporting. These biologic, device or drug HCT/Ps must comply both with the requirements exclusively applicable to 361 HCT/Ps and, in addition, with requirements applicable to biologics, devices or drugs, including premarket clearance or approval.

***Lack of market acceptance for our products or market preference for technologies that compete with our products could reduce our revenues and profitability.***

We cannot be certain that our current products or any other products that we develop or market will achieve or maintain market acceptance. Certain of the medical indications that our devices can treat can also be treated by other medical devices or by medical practices that do not include a device. The medical community widely accepts many alternative treatments, and certain of these other treatments have a long history of use. For example, the use of autograft tissue is a well-established means for repairing the dermis, and it competes for acceptance in the market with our collagen-based wound care products.

We cannot be certain that our new devices and procedures will be able to replace those established treatments or that physicians, the medical community or third-party payors, including Medicare, Medicaid, private and public health insurers and foreign governmental health systems, will accept and utilize our devices or any other medical products that we may develop. For example, greater market acceptance of our wound graft products may ultimately depend on our ability to demonstrate that higher rates of reimbursement are justified because they are an attractive and cost-effective alternative to other treatment options. Additionally, if there are negative events in the industry, whether real or perceived, there could be a negative impact on the industry as a whole. For example, we believe that some in the medical community have lingering concerns over the risk of disease transmission through the use of natural bone graft substitutes.

In addition, our future success depends, in part, on our ability to license and develop additional products. Even if we determine that a product candidate has medical benefits, the cost of commercializing that product candidate, either through internal development or payments associated with licensing arrangements, could be too high to justify development. Competitors could develop products that are more effective, achieve or maintain more favorable reimbursement status from third-party payors both domestically and internationally, including Medicare, Medicaid, private and public health insurers, and foreign governmental health systems, cost less or are ready for commercial introduction before our products. If we are unable to develop additional commercially viable products, our future prospects could be adversely affected.

Market acceptance of our products depends on many factors, including our ability to convince prospective collaborators and customers that our technology is an attractive alternative to other technologies, to manufacture products in sufficient quantities and at acceptable costs, and to supply and service sufficient quantities of our products directly or through our distribution alliances. In addition, unfavorable reimbursement methodologies, or adverse determinations of third-party payors, including Medicare, Medicaid, private and public health insurers, and foreign governmental health systems, regarding our products or third-party determinations that favor a competitor’s product over ours, could harm acceptance or continued use of our products. The industry is subject to rapid and continuous change arising from, among other things, consolidation, technological improvements, the pressure on governments, third-party payors and providers to reduce healthcare costs, and healthcare reform legislation and initiatives domestically and internationally. One or more of these factors may vary unpredictably, and such variations could have a material adverse effect on our competitive position. We may not be able to adjust our contemplated plan of development to meet changing market demands.

***Current economic conditions may adversely affect the ability of hospitals, other customers, suppliers and distributors to access funds or otherwise have available liquidity, which could reduce orders for our products or interrupt our production or distribution or result in a reduction in elective and non-reimbursed operative procedures.***

Current economic conditions, especially in Europe as well as in Brazil, Russia, China and Mexico, may adversely affect the ability of hospitals and other customers to access funds to enable them to fund their operating and capital budgets. As a result, hospitals and other customers may reduce budgets or put all or part of their budgets on hold or close their operations, which could have a negative effect on our sales, particularly the sales of capital equipment such as our ultrasonic surgical aspirators, neuromonitors and stereotactic products, or result in a reduction in elective and non-reimbursed procedures. Governmental austerity policies in Europe and other markets have reduced and could continue to reduce the amount of money available to purchase medical products, including our products.

***Disruptions in the financial markets may adversely affect the availability and cost of credit to us.***

On July 2, 2014, the Company entered into its third amended and restated credit agreement, as amended on December 19, 2014 and August 28, 2015. As of February 23, 2016, we had approximately \$496.3 million of outstanding borrowings under this financing arrangement. The Company's 2016 Notes (hereinafter defined) mature in December 2016. The Company may attempt to refinance or extend, either or both of these obligations depending on prevailing market conditions. Our ability to refinance or extend these obligations will depend on our operating and financial performance, which in turn is subject to prevailing economic conditions and financial, business and other factors beyond our control. Any disruptions in our operations, the financial markets, or overall economy may adversely affect the availability and cost of credit to us.

***It could be difficult to replace some of our suppliers.***

Outside vendors, some of whom are sole-source suppliers, provide key components and raw materials used in the manufacture of our products. Although we believe that alternative sources for many of these components and raw materials are available, any interruption in supply of a limited or sole-source component or raw material could harm our ability to manufacture our products until a new or alternative source of supply is identified and qualified. In addition, an uncorrected defect or supplier's variation in a component or raw material, either unknown to us or incompatible with our manufacturing process, could harm our ability to manufacture products. We may not be able to find a sufficient alternative supplier in a reasonable time period, or on commercially reasonable terms, if at all, and our ability to produce and supply our products could be impaired. We believe that these factors are most likely to affect the following products that we manufacture:

- our collagen-based products, such as the Integra<sup>®</sup> Dermal Regeneration Template and wound matrix products, the DuraGen<sup>®</sup> family of products, and our Absorbable Collagen Sponges;
- our products made from silicone, such as our neurosurgical shunts and drainage systems and hemodynamic shunts;
- products which use many different specialty parts from numerous suppliers, such as our intracranial monitors, catheters and headlights; and
- products that use pyrolytic carbon (i.e., PyroCarbon) technology, such as certain of our reconstructive extremity orthopedic implants.

In connection with our Confluent Surgical acquisition in January 2014, we entered into a multi-year supply agreement with an affiliate of the seller to continue to manufacture the acquired surgical sealant and adhesion barrier product lines and recently entered into a contract with a third party to assume the manufacture of these product lines after the relationship with the affiliate of the seller concludes in several years.

If we were suddenly unable to purchase products from one or more of these companies, we would need a significant period of time to qualify a replacement, and the production of any affected products could be disrupted.

While it is our policy to maintain sufficient inventory of components so that our production will not be significantly disrupted even if a particular component or material is not available for a period of time, we remain at risk that we will not be able to qualify new components or materials quickly enough to prevent a disruption if one or more of our suppliers ceases production of important components or materials.

***Our intellectual property rights may not provide meaningful commercial protection for our products, potentially enabling third parties to use our technology or very similar technology and could reduce our ability to compete in the market.***

To compete effectively, we depend, in part, on our ability to maintain the proprietary nature of our technologies and manufacturing processes, which includes the ability to obtain, protect and enforce patents on our technology and to protect our trade secrets. We own or have licensed patents that cover aspects of some of our product lines. Our patents, however, may not provide us with any significant competitive advantage. Others may challenge our patents and, as a result, our patents could be narrowed, invalidated or rendered unenforceable. Competitors may develop products similar to ours that our patents do not cover. In addition, the approval or rejection of patent applications may take several years and our current and future patent applications may not result in the issuance of patents in the United States or foreign countries.

***Our competitive position depends, in part, upon unpatented trade secrets which we may be unable to protect.***

Our competitive position also depends upon unpatented trade secrets, which are difficult to protect. We cannot assure you that others will not independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets, that our trade secrets will not be disclosed or that we can effectively protect our rights to unpatented trade secrets.

In an effort to protect our trade secrets, we require our employees, consultants and advisors to execute confidentiality and invention assignment agreements upon commencement of employment or consulting relationships with us. These agreements provide that, except in specified circumstances, all confidential information developed or made known to the individual during the course of their relationship with us must be kept confidential. We cannot assure you, however, that these agreements will provide meaningful protection for our trade secrets or other proprietary information in the event of the unauthorized use or disclosure of confidential information.

***Our success will depend partly on our ability to operate without infringing or misappropriating the proprietary rights of others.***

We may be sued for infringing the intellectual property rights of others. In addition, we may find it necessary, if threatened, to initiate a lawsuit seeking a declaration from a court that we do not infringe the proprietary rights of others or that their rights are invalid or unenforceable. If we do not prevail in any litigation, in addition to any damages we might have to pay, we would be required to stop the infringing activity (which could include a cessation of selling the products in question) or obtain a license for the proprietary rights involved. Any required license may be unavailable to us on acceptable terms, if at all. In addition, some licenses may be nonexclusive and allow our competitors to access the same technology we license.

If we fail to obtain a required license or are unable to design our products so as not to infringe on the proprietary rights of others, we may be unable to sell some of our products, and this potential inability could have a material adverse effect on our revenues and profitability.

***We may be involved in lawsuits relating to our intellectual property rights and promotional practices, which may be expensive.***

To protect or enforce our intellectual property rights, we may have to initiate or defend legal proceedings, such as infringement suits or opposition proceedings, against or by third parties. In addition, we may have to institute proceedings regarding our competitors' promotional practices or defend proceedings regarding our promotional practices. Legal proceedings are costly, and, even if we prevail, the cost of the legal proceedings could affect our profitability. In addition, litigation is time-consuming and could divert management's attention and resources away from our business. Moreover, in response to our claims against other parties, those parties could assert counterclaims against us.

***If any of our manufacturing facilities were damaged and/or our manufacturing or business processes interrupted, we could experience lost revenues and our business could be seriously harmed.***

Damage to our manufacturing, development or research facilities because of fire, extreme weather conditions, natural disaster, power loss, communications failure, unauthorized entry or other events, such as a flu or other health epidemic, could cause us to cease development and manufacturing of some or all of our products. In particular, our San Diego, California facility is susceptible to earthquake damage, wildfire damage and power losses from electrical shortages as are other businesses in Southern California. Our Añasco, Puerto Rico plant, where we manufacture collagen, silicone and our private-label products, is vulnerable to hurricane, storm, earthquake and wind damage. Our Plainsboro, New Jersey facility is vulnerable to hurricane damage. Although we maintain property damage and business interruption insurance coverage on these facilities, our insurance might not cover all losses under such circumstances, and we may not be able to renew or obtain such insurance in the future on acceptable terms with adequate coverage or at reasonable costs.

In addition, certain of our surgical instruments have some manufacturing processes performed by third parties in Pakistan, which is subject to political instability and unrest, and we purchase a much smaller amount of instruments directly from vendors there. Such instability could interrupt our ability to sell surgical instruments to our customers and could have a material adverse effect on our revenues and earnings. While we have developed a relationship with an alternative provider of these services in another country, and continue to work to develop other providers in other countries, we cannot guarantee that we will be completely successful in establishing all of these relationships. Even if we are successful in establishing all of these alternative relationships, we cannot guarantee that we will be able to do so at the same level of costs or that we will be able to pass along additional costs to our customers.

Further, we manufacture certain products in Europe and our European headquarters is located in France, which has experienced labor strikes and acts of terrorism. Thus far, strikes and acts of terrorism have not had a material impact on our business; however, if either were to occur, there is no assurance that they would not disrupt our business, and any such disruption could have a material adverse effect on our business.

An experienced third party hosts and maintains the enterprise business system used to support certain of our transaction processing for accounting and financial reporting, supply chain and manufacturing. Currently, we have developed a comprehensive disaster recovery plan for the Company's infrastructure. As we have not fully tested the plan, we have adopted alternative solutions to mitigate business risk, including backup equipment, power and communications. We also implemented a comprehensive backup and recovery process for our key software applications. Our global production and distribution operations are dependent on the effective management of information flow between facilities. An interruption of the support provided by our enterprise business systems could have a material adverse effect on the business.

***We may experience difficulties, delays, performance impact or unexpected costs from consolidation of facilities.***

We consolidated several facilities in 2014 and 2015, and may further consolidate our operations in the future in order to improve our cost structure, achieve increased operating efficiencies, and improve our



competitive standing or results of operations and/or to address unfavorable economic conditions. As part of these initiatives, we may also lose favorable tax incentives or not be able to renew leases on acceptable terms. We may further reduce staff, make changes to certain capital projects, close certain production operations and abandon leases for certain facilities that will not be used in our operations. In conjunction with any actions, we will continue to make significant investments and build the framework for our future growth. We may not realize, in full or in part, the anticipated benefits and savings from these efforts because of unforeseen difficulties, delays, implementation issues or unexpected costs. If we are unable to achieve or maintain all of the resulting savings or benefits to our business or other unforeseen events occur, our business and results of operations may be adversely affected.

***We are exposed to a variety of risks relating to our international sales and operations, including fluctuations in exchange rates, local economic conditions and delays in collection of accounts receivable.***

We generate significant revenues outside the United States in multiple foreign currencies including euros, British pounds, Swiss francs, Canadian dollars, Japanese yen, and Australian dollars, and in U.S. dollar-denominated transactions conducted with customers who generate revenue in currencies other than the U.S. dollar. For those foreign customers who purchase our products in U.S. dollars, currency fluctuations between the U.S. dollar and the currencies in which those customers do business may have a negative impact on the demand for our products in foreign countries where the U.S. dollar has increased in value compared to the local currency.

Since we have operations based outside the United States and we generate revenues and incur operating expenses in multiple foreign currencies including euros, British pounds, Swiss francs, Canadian dollars, Japanese yen, Australian dollars and Chinese yuan, we experience currency exchange risk with respect to those foreign currency-denominated revenues and expenses. Our most significant currency exchange risk relates to transactions conducted in euros, Canadian dollars, Australian dollars, and Chinese yuan.

We cannot predict the consolidated effects of exchange rate fluctuations upon our future operating results because of the number of currencies involved, the variability of currency exposure and the potential volatility of currency exchange rates. Although we address currency risk management through regular operating and financing activities, and, on a limited basis, through the use of derivative financial instruments, those actions may not prove to be fully effective. For a description of our use of derivative financial instruments, see Note 6, *Derivative Instruments* in our consolidated financial statements.

Our international operations subject us to laws regarding sanctioned countries, entities and persons, customs, import-export, laws regarding transactions in foreign countries, the U.S. Foreign Corrupt Practices Act and local anti-bribery and other laws regarding interactions with healthcare professionals, and product registration requirements. Among other things, these laws restrict, and in some cases prevent, U.S. companies from directly or indirectly selling goods, technology or services to people or entities in certain countries. In addition, these laws require that we exercise care in structuring our sales and marketing practices and effecting product registrations in foreign countries.

Local economic conditions, legal, regulatory or political considerations, disruptions from strikes, the effectiveness of our sales representatives and distributors, local competition, in-country reimbursement methodologies and changes in local medical practice could also affect our sales to foreign markets. Relationships with customers and effective terms of sale frequently vary by country, often with longer-term receivables than are typical in the United States.

***Oversight of the medical device industry might affect the manner in which we may sell medical devices and compete in the marketplace.***

There are laws and regulations that govern the means by which companies in the healthcare industry may market their products to healthcare professionals and may compete by discounting the prices of their products,



including for example, the federal Anti-Kickback Statute, the federal False Claims Act, the federal Health Insurance Portability and Accountability Act of 1996, state law equivalents to these federal laws that are meant to protect against fraud and abuse and analogous laws in foreign countries. Violations of these laws are punishable by criminal and civil sanctions, including, but not limited to, in some instances civil and criminal penalties, damages, fines, exclusion from participation in federal and state healthcare programs, including Medicare and Medicaid. Although we exercise care in structuring our sales and marketing practices and customer discount arrangements to comply with those laws and regulations, we cannot assure that:

- government officials charged with responsibility for enforcing those laws will not assert that our sales and marketing practices or customer discount arrangements are in violation of those laws or regulations; or
- government regulators or courts will interpret those laws or regulations in a manner consistent with our interpretation.

Correspondingly, federal and state laws are also sometimes open to interpretation, and from time to time we may find ourselves at a competitive disadvantage if our interpretation differs from that of our competitors. AdvaMed (for the U.S. and China), EucoMed (Europe), MEDEC (Canada), and MTAA (Australia), some of the principal trade associations for the medical device industry, promulgate model codes of ethics that set forth standards by which its members should (and non-member companies may) abide in the promotion of their products; AdvaMed is undergoing initiatives in Latin America and Asia Pacific to develop regional codes of ethics there as well, including the launch of a new Code of Ethics in China. We have in place policies and procedures for compliance that we believe are at least as stringent as those set forth in the revised AdvaMed Code, and we regularly train our sales and marketing personnel on our policies regarding sales and marketing practices. Pursuant to the revised AdvaMed Code, we have certified our adoption of the revised AdvaMed Code. Nevertheless, the sales and marketing practices of our industry have been the subject of increased scrutiny from federal and state government agencies, and we believe that this trend will continue. For example, federal legislation, state legislation and foreign legislation requires detailed disclosure of gifts and other remuneration made to healthcare professionals. In addition, prosecutorial scrutiny over the past several years and governmental oversight, on the state and federal levels, over some major device companies regarding the retention of healthcare professionals as consultants has limited the manner in which medical device companies may retain healthcare professionals as consultants. Various hospital organizations, medical societies and trade associations are establishing their own practices that may require detailed disclosures of relationships between healthcare professionals and medical device companies or ban or restrict certain marketing and sales practices such as gifts and business meals.

***Our private-label product lines depend significantly on key relationships with third parties, which we could be unable to establish and maintain.***

Our private-label business depends in part on our entering into and maintaining collaborative or alliance agreements with third parties concerning product marketing, as well as research and development programs. The third parties with whom we have entered into agreements might terminate these agreements for a variety of reasons, including developing other sources for the products that we supply. Termination of our most important relationships could adversely affect our expectations for the growth of private-label products.

***We may have significant product liability exposure and our insurance may not cover all potential claims.***

We are exposed to product liability and other claims in the event that our technologies or products are alleged to have caused harm. We may not be able to obtain insurance for the potential liability on acceptable terms with adequate coverage or at reasonable costs. Any potential product liability claims could exceed the amount of our insurance coverage or may be excluded from coverage under the terms of the policy. Our insurance may not be renewed at a cost and level of coverage comparable to that then in effect.

***We are subject to requirements relating to hazardous materials which may impose significant compliance or other costs on us.***

Our manufacturing, product development, research, and development operations and processes involve the controlled use of certain hazardous materials. In addition, we own and/or lease a number of facilities at which hazardous materials have been used in the past. Finally, we have acquired various companies that historically have used certain hazardous materials and that have owned and/or leased facilities at which hazardous materials have been used. For all of these reasons, we are subject to federal, state, foreign, and local laws and regulations governing the use, manufacture, storage, transportation, handling, treatment, remediation, and disposal of hazardous materials and certain waste products (“Environmental Laws”). Although we believe that our procedures for handling, transporting, and disposing of hazardous materials comply with the Environmental Laws, the Environmental Laws may be amended in ways that increase our cost of compliance, perhaps materially.

Furthermore, the risk of accidental contamination or injury from these materials cannot be eliminated, and there is also a risk that such contamination previously has occurred in connection with one of our facilities or in connection with one of the companies we have purchased. In the event of such an accident or contamination, we could be held liable for any damages that result and any related liability could exceed the limits or fall outside the coverage of our insurance and could exceed our resources. We may not be able to maintain insurance on acceptable terms or at all.

***We may experience difficulties implementing our common global enterprise resource planning system.***

We are engaged in a multi-year implementation of a new global enterprise resource planning system to improve our operational efficiency. Currently we have approximately 85% of our revenue on one system. The ERP system is designed to accurately maintain our financial reporting data and provide information to our management team important to the operation of the business. Our ERP system has required, and will require, the investment of significant human and financial resources. The implementation of this ERP involves numerous risks, including disruption to our normal accounting procedures and internal control over financial reporting, inaccuracies in the conversion of electronic data, difficulties integrating the systems and processes, additional costs to continue to refine the system’s functionality, and disruption of our financial reporting process. We may not be able to successfully implement the ERP without experiencing significant delays, increased costs, or other difficulties. Any significant disruption or deficiency in the design or implementation of the ERP could adversely affect our ability to estimate supply chain needs, plan production requirements, process orders, ship product, send invoices and track payments, fulfill contractual obligations, accurately forecast sales, or otherwise operate our business, all of which could negatively impact sales and profits. While a significant portion of the Company is running on our new ERP system as of December 31, 2015, we will continue to face similar risks in implementing our ERP system within the remaining sites as we continue to maintain multiple legacy ERP systems.

***We are dependent on information technology and if we fail to properly maintain the integrity of our data, our business could be adversely affected.***

We are increasingly dependent on sophisticated information technology for our infrastructure and to support business decisions. As a result of technology initiatives, recently enacted regulations, changes in our system platforms and integration of new business acquisitions, we have been consolidating and integrating our systems. Our information systems require an ongoing commitment of significant resources to maintain, protect, and enhance existing systems and develop new systems to keep pace with continuing changes in information processing technology, evolving systems and regulatory standards, the increasing need to protect patient and customer information, and changing customer patterns. Any significant breakdown, intrusion, interruption, corruption, or destruction of these systems, as well as any data breaches, could have a material adverse effect on our business.

In addition, third parties may attempt to breach our systems and may obtain data relating to patients, the Company's proprietary information, or other sensitive data. If we fail to maintain or protect our information systems and data integrity effectively, we could lose existing customers, have difficulty attracting new customers, suffer backlash from negative public relations, have problems in determining product cost estimates and establishing appropriate pricing, have difficulty preventing, detecting, and controlling fraud, have disputes with customers, physicians, and other health care professionals, have regulatory sanctions or penalties imposed, have increases in operating expenses, incur expenses or lose revenues as a result of a data privacy breach, or suffer other adverse consequences.

***Regulations related to "conflict minerals" may force us to incur additional expenses, may make our supply chain more complex and may result in damage to our reputation with customers.***

On August 22, 2012, the Securities and Exchange Commission adopted disclosure regulations for public companies that manufacture products that contain certain minerals (i.e., tin, tantalum, tungsten or gold) known as conflict minerals, if these conflict minerals are necessary to the functionality or production of our products. These regulations require such companies to report annually whether or not such conflict minerals originate from the Democratic Republic of Congo ("DRC") and adjoining countries and in some cases to perform extensive due diligence on their supply chains for such conflict minerals. The implementation of these requirements could adversely affect the sourcing, availability and pricing of tin, tantalum, tungsten and gold used in the manufacture of medical devices, including our products. In addition, we may incur additional costs to comply with the disclosure requirements, including costs related to determining the source of any of the relevant conflict minerals used in our products. Since our supply chain is complex, the due diligence procedures that we implement may not enable us to determine the origins for these conflict minerals or determine that these conflict minerals are DRC conflict-free, which may harm our reputation. We may also face difficulties in satisfying any customers who may require that our products be certified as DRC conflict-free, which could harm our relationships with these customers and result in a loss of revenue. These requirements also could have the effect of limiting the pool of suppliers from which we source tin, tantalum, tungsten and gold, and we may be unable to obtain conflict-free minerals at competitive prices, which could increase our costs and adversely affect our manufacturing operations and our profitability.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

As of the filing of this Annual Report on Form 10-K, we had no unresolved comments from the staff of the Securities and Exchange Commission that were received not less than 180 days before the end of our 2015 fiscal year.

## **ITEM 2. PROPERTIES**

Our principal executive offices are located in Plainsboro, New Jersey. Our principal manufacturing and research facilities are located in New Jersey, Ohio, Pennsylvania, Massachusetts, France, Germany, Ireland, Mexico, and Puerto Rico. Our instrument procurement operations are located in Germany. Our primary distribution centers are located in Nevada, Ohio, Pennsylvania, Australia, Belgium, Canada and France. In addition, we lease several smaller facilities to support additional administrative, assembly, and distribution operations. Third parties own and operate the facilities in Nevada and Belgium. We own our facilities in Biot, France, and Rietheim-Weilheim, Germany and certain facilities in Ohio and Pennsylvania, and we lease all of our other facilities. We also have repair centers in California, Massachusetts, Ohio, Australia and Germany.

Our manufacturing facilities are registered with the FDA. Our facilities are subject to FDA inspection to ensure compliance with Quality System regulations. For further information regarding the status of FDA inspections, see the “Government Regulation” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Update on Remediation Activities” sections in this Form 10-K.

## **ITEM 3. LEGAL PROCEEDINGS**

Various lawsuits, claims and proceedings are pending or have been settled by us; the most significant of which are described below.

The Company is subject to various claims, lawsuits and proceedings in the ordinary course of the Company’s business, including claims by current or former employees, distributors and competitors and with respect to its products and product liability claims, lawsuits and proceedings, some of which have been settled by the Company. In the opinion of management, such claims are either adequately covered by insurance or otherwise indemnified, or are not expected, individually or in the aggregate, to result in a material adverse effect on our financial condition. However, it is possible that the Company’s results of operations, financial position and cash flows in a particular period could be materially affected by these contingencies.

TEI, a recent acquisition by Integra on July 17, 2015, manufactures a bovine-derived surgical mesh product for Boston Scientific Corporation (“BSC”) and has been named as a defendant in lawsuits under a broad range of products liability theories, many of which have not been served on TEI. Currently, there are approximately fifty active cases against TEI. Pursuant to an indemnification agreement with BSC (i) BSC is managing the litigation; (ii) TEI has in place a products liability insurance policy, of which it must exhaust \$3.0 million before BSC’s indemnity begins to cover relevant claims (and of which only a small portion has been utilized to date and against which the insurer has reserved the entire \$3.0 million). Because the thrust of products liability litigation focuses on synthetic surgical mesh products, counsel is filing motions to dismiss on behalf of TEI in many cases. In addition, Integra has certain protections in the merger agreements with TEI which would indemnify it for approximately \$30.0 million for the first fifteen months after closing and between \$20.0 and \$30.0 million for the remainder of the three-year period after closing for losses relating to a variety of matters, including half of certain products liability claims (including those related to the product it manufactures for BSC) not covered by insurance.

The Company accrues for loss contingencies when it is deemed probable that a loss has been incurred and that loss is estimable. The amounts accrued are based on the full amount of the estimated loss before considering insurance proceeds, and do not include an estimate for legal fees expected to be incurred in connection with the

loss contingency. The Company consistently accrues legal fees expected to be incurred in connection with loss contingencies as those fees are incurred by outside counsel as a period cost.

**ITEM 4. *MINE SAFETY DISCLOSURES***

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information, Holders and Dividends

Our common stock trades on The NASDAQ Global Market under the symbol "IART." The following table lists the high and low sales prices for our common stock for each quarter for the last two years:

	2015		2014	
	High	Low	High	Low
Fourth Quarter (1)	\$68.60	\$56.44	\$49.17	\$42.29
Third Quarter (1)	\$66.27	\$58.35	\$45.84	\$41.75
Second Quarter (1)	\$63.13	\$53.15	\$43.17	\$39.77
First Quarter (1)	\$56.65	\$48.27	\$44.76	\$40.25

- (1) Due to the July 1, 2015 distribution of SeaSpine, the high and low close prices shown above for each quarter prior to the distribution have been adjusted for comparability purposes.

We have not paid any cash dividends on our common stock since our formation. Our credit facility limits the amount of dividends that we may pay. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Amended and Restated Senior Credit Agreement." Any future determinations to pay cash dividends on the common stock will be at the discretion of our Board of Directors and will depend upon our results of operations, cash flows, and financial condition and other factors deemed relevant by the Board of Directors.

The number of stockholders of record as of February 23, 2016 was approximately 888, which includes stockholders whose shares were held in nominee name.

#### Sales of Unregistered Securities

There were no sales of unregistered securities during the years ended December 31, 2015, 2014 or 2013.

#### Sale of Registered Securities

In August 2015, we sold 3.795 million shares of our common stock (including 495,000 shares from the exercise of the underwriters' option for additional shares) in a registered public offering to a select group of underwriters through a Registration Statement on Form S-3 (File No. 333-192079) that was declared effective by the Securities and Exchange Commission on November 4, 2013.

The shares of common stock were sold at a price of \$61.00 per share (before underwriting discounts and commissions). The aggregate offering proceeds were \$231.5 million. Following the sale of the common stock, the public offering terminated.

We incurred total offering costs of approximately \$11.8 million, which includes the amounts paid for underwriters' discounts and commissions of 5.0%, and other offering costs. The net proceeds of the offering were \$219.7 million after deducting these expenses. No offering expenses were paid directly or indirectly to any of our directors or officers (or their associates) or persons owning ten percent or more of any class of our equity securities or to any other affiliates.



We used the entire net proceeds from this offering to pay down a portion of our outstanding Senior Credit Facility balance during 2015.

In November 2013, we sold 4.025 million shares of our common stock (including 525,000 shares from the exercise of the underwriters' option for additional shares) in a registered public offering to a select group of underwriters through a Registration Statement on Form S-3 (File No. 333-192079) that was declared effective by the Securities and Exchange Commission on November 4, 2013. The shares of common stock were sold at a price of \$40.00 per share (before underwriting discounts and commissions). The aggregate offering proceeds were \$161.0 million. Following the sale of the common stock, the public offering terminated.

We incurred total offering costs of approximately \$8.5 million, which includes the amounts paid for underwriters' discounts and commissions of 5.0%, and other offering costs. The net proceeds of the offering were \$152.5 million after deducting these expenses. No offering expenses were paid directly or indirectly to any of our directors or officers (or their associates) or persons owning ten percent or more of any class of our equity securities or to any other affiliates.

We used the entire net proceeds from this offering to pay down a portion of our outstanding Senior Credit Facility balance during 2013.

The foregoing represents our best estimate of our use of proceeds for the period indicated.

#### **Issuer Purchases of Equity Securities**

On October 28, 2014, our Board of Directors terminated the previous share repurchase plan dated October 23, 2012, and authorized a new repurchase of up to \$75.0 million of outstanding common stock through December 2016. Shares may be repurchased either in the open market or in privately negotiated transactions.

There have been no shares of common stock repurchased by the Company under any of these authorizations in the year ended December 31, 2015 or 2014.

See Note 7, *Treasury Stock*, in our consolidated financial statements for further details.

## ITEM 6. SELECTED FINANCIAL DATA

The information set forth below should be read in conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes included elsewhere in this report. All results and data in the tables below reflect continuing operations, unless otherwise noted. As a result, the data presented below will not necessarily agree to previously issued financial statements. See Note 3, *Discontinued Operations* in the Consolidated Financial Statements in Item 15 of this Form 10-K for additional information on discontinued operations and Note 4, *Acquisitions* for additional information regarding the impact of 2015, 2014 and 2013 acquisitions.

	Years Ended December 31,				
	2015	2014	2013	2012	2011
	(In thousands, except per share data)				
<b>Operating Results:</b>					
Total revenues, net	\$882,734	\$796,717	\$696,832	\$691,895	\$661,148
Costs and expenses (1)	803,147	728,860	661,459	614,110	601,770
Operating income	79,587	67,857	35,373	77,785	59,378
Interest income (expense), net (2) (3)	(23,504)	(21,799)	(14,792)	(13,236)	(27,174)
Other income (expense), net	4,588	(492)	(1,795)	(318)	1,337
Income from continuing operations before income taxes	60,671	45,566	18,786	64,231	33,541
Provision for income taxes	53,820	9,271	(3,241)	16,024	1,644
Net income from continuing operations	\$ 6,851	\$ 36,295	\$ 22,027	\$ 48,207	\$ 31,897
Loss from discontinued operations (net of tax benefit)	\$ (10,370)	\$ (2,291)	\$ (43,094)	\$ (7,003)	\$ (3,908)
Net (loss) income	\$ (3,519)	\$ 34,004	\$ (21,067)	\$ 41,204	\$ 27,989
Diluted net income per common share from continuing operations	\$ 0.19	\$ 1.10	\$ 0.76	\$ 1.69	\$ 1.08
Diluted net income per common share from discontinued operations	\$ (0.29)	\$ (0.07)	\$ (1.50)	\$ (0.25)	\$ (0.13)
Diluted net income per common share	\$ (0.10)	\$ 1.03	\$ (0.74)	\$ 1.44	\$ 0.95
Weighted average common shares outstanding for diluted net income per share	35,677	32,960	28,802	28,516	29,495
	Years Ended December 31,				
	2015	2014	2013	2012	2011
	(In thousands)				
<b>Financial Position:</b>					
Cash, cash equivalents (5)	\$ 48,132	\$ 71,734	\$ 120,692	\$ 99,768	\$ 98,455
Total assets (5)	1,774,704	1,413,900	1,009,796	1,064,172	1,092,415
Short-term borrowings under the term loan of the senior credit facility (5)	14,375	3,750	—	—	—
Long-term borrowings under the revolving portion of the senior credit facility (2), (5)	481,875	413,125	186,875	321,875	179,688
Long-term debt (3), (5)	218,720	213,121	205,182	197,672	352,576
Retained earnings	145,879	314,960	280,956	302,023	260,819
Stockholders’ equity (4)	751,443	704,322	666,090	517,775	492,638

(1) In 2011, we recorded a total of \$13.3 million in stock-based compensation charges related to our former chief executive officer employment agreement extension, accelerated vesting of his outstanding shares upon

the appointment of the new chief executive officer, and his minimum annual stock-based compensation award which was fully vested on the date of grant.

- (2) For each of the periods presented, we report the borrowings outstanding under the revolving portion of our Senior Credit Facility as long-term debt as well as the 2016 Notes based on our current intent and ability to repay the borrowings outside of the following twelve-month periods. We also report the term loan as long-term debt with the exception of current principal payments due within 12 months, which are classified as short-term. At December 31, 2015, we have a total of \$496.3 million outstanding under our Senior Credit Facility and \$603.7 million available for future borrowings.
- (3) In 2007, we issued \$165.0 million of 2.375% senior convertible notes due 2012 (the “2012 Notes”). The 2012 Notes were repaid in June 2012 in accordance with their terms.

In 2011, we issued \$230.0 million of 1.625% convertible senior notes due in 2016 (the “2016 Notes”). We expect to satisfy any conversion of the 2016 Notes with cash up to their principal amount pursuant to the net share settlement mechanism set forth in the indenture and, with respect to any excess conversion value, with shares of common stock.

- (4) In 2015, we sold 3.795 million shares of our common stock at a price of \$61.00 per share. The aggregate offering proceeds were \$231.5 million. The net proceeds of the offering were \$219.7 million after deducting the underwriters’ discounts and commissions and all other estimated offering expenses.

In 2013, we sold 4.025 million shares of our common stock at a price of \$40.00 per share. The aggregate offering proceeds were \$161.0 million. The net proceeds of the offering were \$152.5 million after deducting the underwriters’ discounts and commissions and all other estimated offering expenses.

- (5) Presented for continuing operations only.

## **ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of our financial condition and results of operations should be read together with the selected consolidated financial data and our financial statements and the related notes appearing elsewhere in this report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to those under the heading “Risk Factors.”

### **GENERAL**

Integra is a world leader in medical technology focused on limiting uncertainty for surgeons so they can concentrate on providing the best care for their patients. Integra provides customers with clinically relevant, innovative and cost-effective products that improve the quality of life for patients. We focus on cranial procedures, small bone and joint reconstruction, the repair and reconstruction of soft tissue, and instruments for surgery.

On July 1, 2015, we completed the separation of SeaSpine from Integra through the pro rata distribution of 100% of the common stock of SeaSpine to Integra’s stockholders of record as of the close of business on June 19, 2015. The distribution was structured to be tax-free to Integra and its shareholders for U.S. federal income tax purposes. Unless indicated otherwise, the information in the management discussion and analysis of financial condition and results of operations relates to the Company’s continuing operations. Further information regarding the SeaSpine separation and discontinued operations reporting may be found in Note 3, *Discontinued Operations*.

In the first quarter of 2015, we announced the realignment of our businesses into a new segment structure, consisting of three global reportable segments as a result of changes in how we internally manage and report the

results of our businesses. Following the spin-off of SeaSpine, we manufacture and sell our products in two reportable business segments: Specialty Surgical Solutions, and Orthopedics and Tissue Technologies. Our Specialty Surgical Solutions products offer specialty surgical instrumentation for a broad range of specialties. This product category includes products and solutions for dural repair, precision tools and instruments, tissue ablation, and neuro critical care including market-leading product portfolios used in neurosurgery operation suites and critical care units. Our Orthopedics and Tissue Technologies products offer a unique combination of differentiated regenerative technology products for soft tissue repair and tissue regeneration products, alongside small bone fixation and joint replacement hardware products for both upper extremities and lower extremities. This product category also includes private-label sales of a broad set of our regenerative medicine technologies.

We manufacture many of our products in plants located in the United States, Puerto Rico, France, Germany, Ireland, and Mexico. We also source most of our handheld surgical instruments, specialty metal and pyrocarbon implants, and dural sealant products through specialized third-party vendors.

In the United States, we have several sales channels. Specialty Surgical Solutions products are sold through a combination of directly employed sales representatives, distributors and wholesalers, depending on the customer call point. Orthopedics and Tissue Technologies products are sold through directly employed sales representatives and specialty distributors focused on their respective surgical specialties. We sell in the international markets through a combination of direct sales organizations and distributors.

We also market certain products through strategic partners in the United States.

Our objective is to become a multi-billion dollar diversified global medical technology company that helps patients by limiting uncertainty for medical professionals, and is a high-quality investment for shareholders. We will achieve these goals by delivering on our Brand Promises to our customers so they can concentrate on providing the best care for their patients and by becoming a company recognized as a leader by our customers in specialty surgical applications, regenerative technologies and extremities orthopedics worldwide. Our strategy is built around three pillars—execute, optimize, and accelerate growth. These three pillars support our strategic initiatives to deliver on our commitments through improved planning and communication, optimize our infrastructure, and grow by introducing new products to the market through internal development, geographic expansion, and strategic acquisitions.

We aim to achieve growth in our revenues while maintaining strong financial results. While we pay attention to any meaningful trend in our financial results, we pay particular attention to measurements that are indicative of long-term profitable growth. These measurements include (1) revenue growth (including organic growth and through acquisitions), (2) gross margins on total revenues, (3) operating margins (which we aim to continually expand as we leverage our existing infrastructure), (4) earnings before interest, taxes, depreciation, and amortization, and (5) earnings per diluted share of common stock.

We believe that we are particularly effective in the following aspects of our business:

- *Regenerative Technology Platform.* We have developed numerous product lines through our proprietary collagen and polyethylene glycol technologies that are sold through every one of our sales channels.
- *Diversification and Platform Synergies.* The selling platforms of Specialty Surgical Solutions, and Orthopedics and Tissue Technologies each contribute a different strength to our core business. Specialty Surgical Solutions provides us with a strong presence in the hospital, with market-leading products and comprehensive solutions for surgical specialties, such as neurosurgery, as well as a strong capacity to generate cash flows. Orthopedics and Tissue Technologies enables us to grow our top line by continuing to introduce new, differentiated products in fast-growing markets, such as joint replacement and advanced wound care, as well as to increase gross margins. We have unique synergies

between these platforms, such as our regenerative technology, instrument sourcing capabilities, and enterprise contract management.

- *Specialized Sales Footprint.* Our medical technology investment and manufacturing strategy provides us with a specialized set of customer call-points and synergies. We have market-leading products across our portfolio providing both scale and depth in solutions for a broad set of clinical needs across many departments in the healthcare system. We also have clinical expertise across all of our channels in the United States, and an opportunity to expand and leverage this expertise in markets worldwide. Many of our customers are facing pressure placed upon them by healthcare reform and the Affordable Care Act. In response to our customers' needs for clinical and technical solutions across multiple departments and clinical areas, we have developed and deployed our Enterprise Selling initiative to bring unique clinical solutions to even the most difficult healthcare issues in our key accounts across multiple clinical sites and multi-hospital integrated delivery networks.
- *Ability to Change and Adapt.* Our corporate culture is what enables us to adapt and evolve. We have demonstrated that we can quickly and profitably integrate new products and businesses. This core strength has made it possible for us to grow over the years, and is key to our ability to grow into a multi-billion dollar company.

### **Clinical and Product Development Activities**

During July 2014, we completed our multi-center clinical trial evaluating the safety and effectiveness of the INTEGRA® Dermal Regeneration Template for the Treatment of DFU. The data collected formed the foundation for the PMA Supplement application that we filed with the FDA. The FDA approved the PMA on January 7, 2016, and the Company anticipates commercializing the resulting DFU product, Omnigraft™, in mid-2016. We are also investing in next generation nerve products, additional clinical studies for indications to support existing products including breast reconstruction, and longer term research programs to evaluate combination products.

### **ACQUISITIONS**

Our strategy includes the acquisition of complementary product lines and companies in order to increase the breadth and reach of our product portfolios. As a result of our recent acquisitions of businesses, assets and product lines, our financial results for the year ended December 31, 2015 may not be directly comparable to those of the corresponding prior-year periods. See Note 4, *Acquisitions and Pro Forma Results* to our consolidated financial statements for a further discussion.

From January 2013 through December 2015, we acquired the following businesses, assets and product lines:

In December 2015, we acquired the assets of Tekmed Instruments S.p.A (“Tekmed”) for \$14.2 million in cash. Tekmed was a distributor of our products in Italy and has a specialty focus on neurosurgery and neurotrauma, along with representation in plastic and reconstructive surgery, cardiovascular surgery, image diagnostics, general surgery, anesthesia and intensive care, interventional radiology, and proton therapy. This acquisition enables us to support Specialty Surgical Solutions growth in Italy along with other key Integra franchises.

In October 2015, we acquired the United States rights to Tornier’s Salto Talaris® and Salto Talaris® XT ankle replacement products and Tornier’s Futura™ silastic toe replacement products for \$6.0 million in cash. The acquired toe and ankle products (“Salto and Futura”) enhances our lower extremities product offering and accelerates our entry into the U.S. total ankle replacement market.

In July 2015, we executed the two merger agreements (collectively, the “Agreements”) under which we acquired TEI Biosciences, Inc., a Delaware corporation (“TEI Bio”), and TEI Medical Inc., a Delaware

corporation (“TEI Med”) for an aggregate purchase price of approximately \$312.4 million (\$210.4 million for TEI Bio and \$102.0 million for TEI Med). The purchase price consists of a cash payment to the former shareholders of TEI Bio and TEI Med of approximately \$312.4 million upon the closing of the transaction, net of \$1.2 million of acquired cash. TEI Bio is in the business of developing and commercializing biologic devices for soft tissue repair and regenerative applications, including dura and hernia repair and plastic and reconstructive surgery. TEI Med holds a license to TEI Bio’s regenerative technology in the fields of wound healing and orthopedics.

In December 2014, we acquired certain assets of Koby Ventures II, L.P. dba Metasurg (“Metasurg”) for an aggregate purchase price of \$27.2 million. The purchase price consisted of an initial cash payment to Metasurg of \$26.5 million and contingent consideration with an acquisition date fair value of \$0.7 million. The potential maximum undiscounted contingent consideration of \$38.5 million is based on reaching certain sales of acquired products. Metasurg develops intuitive implant systems for the foot and ankle market and sells almost entirely in the U.S. market. During the fourth quarter of 2015, we adjusted the fair value of the contingent consideration to zero as we no longer believe the achievement of the sales targets is probable.

In October 2014, we acquired all outstanding shares of Medtronic Xomed Instrumentation, SAS (“MicroFrance”) from Medtronic, Inc. (“Medtronic”) as well as certain assets of Medtronic for \$61.6 million in cash. MicroFrance specializes in manual ear, nose, and throat instruments and designs, manufactures, and sells reusable handheld instruments to ENT and laparoscopic surgical specialists around the world.

In January 2014, we acquired all outstanding shares of Confluent Surgical, Inc., (“Confluent Surgical”)—including its surgical sealant and adhesion barrier product lines—from Covidien Group S.a.r.l, (“Covidien”) for an aggregate purchase price of \$255.9 million. The purchase price consists of an initial cash payment to Covidien of \$231.0 million upon the closing of the transaction, a separate prepayment of \$4.0 million made under a transitional supply agreement with an affiliate of Covidien, and contingent consideration with an acquisition date fair value of \$20.9 million. The potential maximum undiscounted contingent consideration of \$30.0 million consists of \$25.0 million upon obtaining certain U.S. governmental approvals and \$5.0 million upon obtaining certain European governmental approvals, both related to the completion of the transition of the Confluent Surgical business. Confluent Surgical is a developer and supplier of polymer-based biosurgery technology used in surgical sealants and anti-adhesion products.

In January 2013, we acquired all outstanding preferred and common stock of Tarsus Medical, Inc. (“Tarsus”) for \$4.7 million consisting of \$3.1 million in cash (including working capital adjustments of \$0.2 million) and contingent consideration with an estimated acquisition date fair value of approximately \$1.6 million. The potential maximum undiscounted contingent consideration consists of a first milestone payment of up to \$1.5 million and a second payment of up to \$11.5 million. These payments are based on reaching certain sales of acquired products. During the second quarter of 2014, we adjusted the fair value of the contingent consideration to zero as we no longer believed the achievement of the sales targets was probable and the contingent consideration period ended December 31, 2015, with no payment being made. Tarsus Medical, Inc. is a podiatry device company addressing clinical needs associated with diseases and injuries of the foot and ankle.

## **FACILITY OPTIMIZATION ACTIVITIES**

As a result of our ongoing acquisition strategy and significant growth in recent years, we have undertaken cost-saving initiatives to consolidate manufacturing operations, distribution facilities and transfer activities, implement a common ERP system, eliminate duplicative positions, realign various sales and marketing activities, and expand and upgrade production capacity for our regenerative technology products. Over the past four years, we have reduced the number of manufacturing and distribution facilities that we operate by nine and have largely completed plans to consolidate operational activities into existing sites with greater utilization and efficiency as a result. We expect the benefits of these efforts will contribute to our financial results in 2016 and beyond.



While we expect a positive impact from ongoing restructuring, integration, and manufacturing transfer and expansion activities, such results remain uncertain.

## RESULTS OF OPERATIONS

### Executive Summary

Our net income from continuing operations in 2015 was \$6.9 million, or \$0.19 per diluted share, as compared to \$36.3 million, or \$1.10 per diluted share in 2014 and \$22.0 million, or \$0.76 per diluted share in 2013.

Revenues from 2013 to 2015 increased \$186.0 million, generating \$138.9 million of additional gross margin over that time period resulting primarily from the businesses we acquired. Costs and expenses increased sequentially as new employees, especially in selling general and administrative functions, joined the Company, and from the higher operating expenses associated with the businesses we acquired.

Changes in income before taxes result from the operating items described above and changes in interest expense, which increased in 2014 and 2015 because our borrowings under our Senior Facility increased. Additionally, we saw an increase in Other income primarily as a result of the transition services agreement entered into with SeaSpine in conjunction with the spin-off.

Income tax expense increased in 2015 due to \$37.2 million of expense recorded relating to a non-cash tax valuation allowance as a result of the spin-off of the spine business.

### Special Charges

Income before taxes includes the following special charges:

	Years Ended December 31,		
	2015	2014	2013
	(In thousands)		
Manufacturing facility remediation costs	\$ —	\$ 1,416	\$ 8,230
Global ERP implementation charges	16,375	23,063	24,264
Structural optimization charges	16,752	13,716	5,361
Certain expenses associated with product recalls	—	—	3,431
Certain employee termination charges	2,642	9,094	1,175
Discontinued product lines charges	—	692	—
Acquisition-related charges	15,703	9,182	2,317
Spine spin-off charges	3,801	—	—
Impairment charges	—	790	340
Convertible debt non-cash interest (1)	7,871	7,140	6,463
Total	<u>\$63,144</u>	<u>\$65,093</u>	<u>\$51,581</u>

- (1) The amounts have been reduced by \$0.6 million, \$0.8 million, and \$1.0 million in 2015, 2014, and 2013, respectively, representing the non-cash interest that was capitalized as a component of the historical cost of assets constructed for the Company's own use. See Note 2, *Summary of Significant Accounting Policies* of our consolidated financial statements for more information.

The items reported above are reflected in the consolidated statements of operations as follows:

	<b>Years Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	(In thousands)		
Cost of goods sold	\$17,421	\$17,094	\$17,357
Research and development	580	500	968
Selling, general and administrative	38,761	40,359	26,793
Interest expense	7,871	7,140	6,463
Other income	(1,489)	—	—
Total	<u>\$63,144</u>	<u>\$65,093</u>	<u>\$51,581</u>

We typically define special charges as items for which the amounts and/or timing of such expenses may vary significantly from period to period, depending upon our acquisition, integration and restructuring activities, and for which the amounts are non-cash in nature, or for which the amounts are not expected to recur at the same magnitude. We believe that given our ongoing strategy of seeking acquisitions, our continuing focus on rationalizing our existing manufacturing and distribution infrastructure and our continuing review of various product lines in relation to our current business strategy, some of the special charges discussed above could recur with similar materiality in the future. In 2010, we began investing significant resources in the global implementation of a single enterprise resource planning system. We began capitalizing certain costs for the project starting in 2011 and continued to do so during 2015. We placed the ERP in service across a number of U.S. sites in May of 2014, and at that time, we began depreciating the capitalized costs associated with that part of the implementation. We expect the additional capital and integration expenses associated with our ERP system to decrease as we continue to progress in our ERP implementation over the next year.

We believe that the separate identification of these special charges provides important supplemental information to investors regarding financial and business trends relating to our financial condition and results of operations. Investors may find this information useful in assessing comparability of our operating performance from period to period, against the business model objectives that management has established, and against other companies in our industry. We provide this information to investors so that they can analyze our operating results in the same way that management does and to use this information in their assessment of our core business and valuation of Integra.

### **Update on Remediation Activities**

The FDA inspected our Añasco, Puerto Rico facility in October and November 2012, and issued a warning letter for that facility on February 13, 2013. On November 26, 2013, the FDA completed its second inspection of the Añasco facility and issued a new Form 483 with six additional observations. On September 30, 2014, the FDA completed its third inspection of the Añasco facility, concluded that the Company had addressed the issues raised in the Warning Letter and previous inspectional observations, and issued no other inspectional observations. The Añasco warning letter was closed out effective January 14, 2015, because the FDA concluded that the Company had addressed the issues raised in the warning letter and previous inspectional observations.

We have an outstanding FDA warning letter related to TEI, a recent acquisition by Integra on July 17, 2015. TEI received a Warning Letter from the FDA dated May 29, 2015 for promoting the product SurgiMend for breast surgery applications that were not cleared in the 510(k) process and do not have a PMA Approval for the indication. The FDA requested that TEI immediately cease all activities that resulted in misbranding or adulteration of the product in commercial distribution. The FDA also required TEI to cease all violations regarding promotion of the product for an indication that it was not cleared or approved. TEI responded with a corrective action plan to the FDA and took action to address the issues prior to the completion of the acquisition. We will continue to monitor this activity and address all corrective actions submitted to the FDA. The FDA may

not accept our corrective action plan or it may choose to scrutinize other promotional claims on products and require additional corrective actions. We do not expect to incur material operating expenses to complete the corrective action plan.

There were no remediation expenses incurred in the year-ended December 31, 2015 and \$1.4 million of remediation expenses consisting of consulting expenses and other work activities required to complete our remediation activities were incurred in the year-ended December 31, 2014.

## Revenues and Gross Margin

Our revenues and gross margin on product revenues were as follows:

	Years Ended December 31,		
	2015	2014	2013
<i>Segment Net Sales</i>	(In thousands)		
Specialty Surgical Solutions	\$586,918	\$554,872	\$463,296
Orthopedics and Tissue Technologies	295,816	241,845	233,536
Total revenues	882,734	796,717	696,832
Cost of goods sold	326,542	302,946	279,548
Gross margin on total revenues	\$556,192	\$493,771	\$417,284
Gross margin as a percentage of total revenues	63.0%	62.0%	59.9%

## Revenues

### *Year Ended December 31, 2015 Compared with Year Ended December 31, 2014.*

For the year ended December 31, 2015, total revenues increased by \$86.0 million or 11%, to \$882.7 million from \$796.7 million during the prior year. Domestic revenues increased \$84.5 million, or 14%, to \$680.8 million and were 77% of total revenues for the year ended December 31, 2015. International revenues were flat at \$201.9 million compared to 2014. Foreign exchange fluctuations had a negative impact of \$22.2 million on revenues for the year.

Specialty Surgical Solutions revenues were \$586.9 million, an increase of 6% from the prior year. The increase resulted in part from the impact of the MicroFrance acquisition which added \$24.8 million in the period. Increases in our dural repair and precision tools and instruments franchises contributed to the majority of the rest of the growth partially offset by declines in both neuro critical care and tissue ablation, both of which benefited from strong sales of capital equipment in the prior year.

Orthopedics and Tissue Technologies revenues were \$295.8 million, an increase of 22% from the prior year. The increase largely resulted from the impact of the acquisitions of TEI, Metasurg, and Salto and Futura which added \$38.5 million in the period. We also saw increases in our regenerative products, upper extremities and private label portfolios driven by strong demand for our skin and shoulder lines.

With our global reach, we generate revenues in multiple foreign currencies, including euros, British pounds, Swiss francs, Canadian dollars, Japanese yen and Australian dollars. Accordingly, we will experience currency exchange risk with respect to those foreign currency denominated revenues.

### *Year Ended December 31, 2014 Compared with Year Ended December 31, 2013.*

For the year ended December 31, 2014, total revenues increased by \$99.9 million or 14% to \$796.7 million from \$696.8 million during 2013. Domestic revenues increased 14.4% to \$596.3 million and were 75% of total revenues for the year ended December 31, 2014. International revenues increased 12% to \$200.4 million as compared to 2013. Foreign exchange fluctuations had a negligible impact on revenues for the year.

Our total revenues for the year ended December 31, 2013 were negatively affected by our voluntary recall of certain products manufactured in our Añasco, Puerto Rico facility, including DuraGen® Dural Graft Matrix products.

Specialty Surgical Solutions revenues were \$554.9 million, an increase of 20% from 2013. The increase largely resulted from the impact of the DuraSeal product sales arising out of the Confluent Surgical acquisition which added \$54.1 million in the period. We also saw increases from our dural repair franchise, which recovered from the 2013 recall, and neuro critical care and tissue ablation, both of which benefited from strong sales of capital equipment during the period. Sales in precision tools and instruments declined primarily from lower sales in our acute-care and alternate-site businesses and product discontinuations. Increases in our lighting product line and the partial-year contribution from our MicroFrance acquisition partially offset this decline.

Orthopedics and Tissue Technologies revenues were \$241.8 million, an increase of 4% from 2013. This increase resulted primarily from dermal and wound care products, including our new “Thin” version of Integra Wound Matrix, and from our shoulder product line, which increased as a result of the launch of a new reverse shoulder in the latter half of 2013 and increases in the number of distributors selling our shoulder line. The remainder of our lower and upper extremity franchise increased slightly during the period partially as a consequence of sales force turnover in the second quarter of 2014 as well as the transition to our new total foot system. Sales of our private label products were up only slightly from the prior-year period because we lost some business as a result of recall issues in 2013.

With our global reach, we generate revenues in multiple foreign currencies, including euros, British pounds, Swiss francs, Canadian dollars, Japanese yen and Australian dollars. Accordingly, we will experience currency exchange risk with respect to those foreign currency denominated revenues.

### **Gross Margin**

Gross margin as a percentage of revenues was 63.0% in 2015, 62.0% in 2014, and 59.9% in 2013. Cost of product revenues in 2015, 2014, and 2013 included \$10.0 million, \$1.1 million, and \$1.4 million, respectively, in fair value inventory purchase accounting adjustments recorded in connection with acquisitions, and \$22.3 million, \$15.9 million, and \$4.1 million, respectively, of amortization for technology-based intangible assets inclusive of impairments.

The increase in gross margin percentage from 2014 to 2015 resulted primarily from an increase in sales of higher margin products such as DuraSeal, DuraGen, skin and wound products.

The increase in gross margin percentage from 2013 to 2014 resulted primarily from increases in margins on DuraSeal related to the Confluent Surgical acquisition as well as a decrease in reserved and scrapped inventory from the 2013 recall of DuraGen. We also incurred fewer quality costs at our manufacturing facilities in 2014 because the bulk of the remediation work was performed in 2012 and 2013 in response to the warning letters that we previously disclosed.

We expect our consolidated gross margin percentage for the full year 2016 to be approximately 64%. We expect the increase in gross margin as the result of a full year contribution from TEI and continued favorable product mix, which will more than offset the costs associated with operating our new collagen manufacturing center.

## Other Operating Expenses

The following is a summary of other operating expenses as a percent of total revenues:

	Years Ended December 31,		
	2015	2014	2013
Research and development	5.8%	5.5%	6.1%
Selling, general and administrative	47.1%	47.1%	47.7%
Intangible asset amortization	1.1%	0.9%	1.0%

Total operating expenses, which consist of research and development expenses, selling, general and administrative expenses, intangible asset amortization expense, and goodwill impairment charge, increased \$50.7 million or 12% to \$476.6 million in 2015, compared to \$425.9 million in the same period last year.

*RESEARCH AND DEVELOPMENT.* Research and development expenses amounted to \$50.9 million in 2015, compared to \$43.6 million in 2014 and \$42.6 million in 2013. The increase in research and development costs from 2014 to 2015 primarily resulted from additional spending on new product development and clinical studies as well as the acquisition of TEI. The increase in research and development from 2013 to 2014 primarily resulted from an increase in headcount and product development.

We are continuing to invest in clinical work and product development, and expect an increase in our research and development expenses in 2016 to between 5.5% and 6.0% of total revenues.

*SELLING, GENERAL AND ADMINISTRATIVE.* Selling, general and administrative expenses in the year ended December 31, 2015 increased by \$40.2 million or 10.7% to \$415.8 million compared to \$375.5 million in the same period last year. Selling and marketing expenses increased by \$32.7 million, primarily resulting from the impact of the TEI acquisition, higher headcount in our sales force compared to last year, and commission costs, which were higher as a result of increases in revenue. General and administrative costs increased \$7.5 million, primarily due to facility optimization activities and higher transaction related costs both to effectuate the spin-off of our Spine business, and to close the TEI and Salto acquisitions. In addition, we experienced higher incentive compensation costs due to improved business performance.

Selling, general and administrative expenses for the year ended December 31, 2014 increased by \$43.4 million or 13.1% to \$375.5 million compared to \$332.2 million in 2013. Selling and marketing expenses increased by \$15.0 million, primarily resulting from higher headcount in our sales force compared to last year, the impact of the DuraSeal acquisition, and commission costs which were higher as a result of increases in revenue. General and administrative costs increased \$28.4 million primarily because of additional depreciation as we implemented our ERP in certain locations during May of 2014, consulting costs to support various strategic projects, higher severance costs, and acquisition-related costs from our three acquisitions in 2014. These general and administrative increases were partially offset by \$1.2 million to reflect a decrease in the fair value of the contingent consideration liability because management concluded that the achievement of the sales threshold for a contingent consideration payment from a prior acquisition was no longer probable.

For 2016, we expect our reported selling, general, and administrative expenses to be between 44.5% and 45% of revenue in 2016 as we make additional investments in our commercial channels offsetting the benefit of the Medical Device Excise Tax suspension.

*INTANGIBLE ASSET AMORTIZATION.* Amortization expense (excluding amounts reported in cost of product revenues for technology-based intangible assets) in the year ended December 31, 2015 was \$10.0 million compared to \$6.8 million in 2014. The increase primarily resulted from a full year of amortization on the intangible assets added as part of our MicroFrance and Metasurg acquisitions in 2014 as well as partial year amortization of the intangible assets added as part of TEI, Salto, and Tekmed acquisitions in 2015.

In 2014, amortization expense (excluding amounts reported in cost of product revenues for technology-based intangible assets) decreased by \$0.3 million to \$6.8 million compared to \$7.1 million in 2013. The decrease primarily resulted from certain intangible assets that became fully amortized in the first half of 2013.

We may discontinue certain products in the future as we continue to assess the profitability of our product lines. As our profitability assessment evolves, we may make further decisions about our trade names and incur additional impairment charges or accelerated amortization. We expect total annual amortization expense (including amounts reported in cost of product revenues, but excluding any possible future amortization associated with acquired in-process research and development (“IPR&D”)) to be approximately \$42.2 million in 2016, \$41.5 million in 2017, \$40.7 million in 2018, \$40.6 million in 2019 and \$40.5 million in 2020.

### **Non-Operating Income and Expenses**

The following is a summary of non-operating income and expenses:

	<b>Years Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(In thousands)</b>		
Interest income	\$ 13	\$ 168	\$ 4,933
Interest expense	(23,517)	(21,967)	(19,725)
Other income (expense)	4,588	(492)	(1,795)
Total non-operating income and expense	<u>\$(18,916)</u>	<u>\$(22,291)</u>	<u>\$(16,587)</u>

### ***Interest Income and Interest Expense***

Interest income decreased for the years ended December 31, 2015 and 2014 because the Company no longer holds any short-term investments in time deposit accounts outside the United States as it did for a portion of 2013. Interest income on our invested cash in 2015 was minimal and \$0.2 million and \$4.9 million in 2014 and 2013, respectively.

Interest expense was \$23.5 million, \$22.0 million and \$19.7 million in 2015, 2014 and 2013, respectively. Interest expense increased in 2015 compared to 2014 primarily because we increased borrowings on our Senior Credit facility compared to the prior year. Also, in July 2014, we expensed \$0.3 million of previously capitalized deferred financing costs in connection with the refinancing of our Senior Credit Facility. Furthermore, the amount of our 2016 Notes discount amortization increased by \$0.6 million as expected when using the effective interest method for its amortization in the twelve-month period December 31, 2015.

Our reported interest expense for the years ended December 31, 2015, 2014 and 2013 includes non-cash interest related to the accounting for convertible securities of \$7.9 million, \$7.1 million and \$6.5 million, respectively. The expense was associated primarily with the principal amount of the outstanding 2016 Notes, and interest and fees related to our \$1.1 billion senior secured credit facility. In 2015, 2014, and 2013, we capitalized a total of \$0.6 million, \$0.8 million and \$1.0 million of non-cash interest, respectively, and included it in the historical cost of assets constructed for the Company’s own use.

Our reported interest expense for the years ended December 31, 2015, 2014 and 2013 included \$2.3 million, \$2.6 million and \$2.3 million, respectively, of non-cash amortization of debt issuance costs.

### ***Other Income (Expense)***

Other income of \$4.6 million in 2015 was primarily attributable to the transition services agreement entered into with SeaSpine in conjunction with the spin-off and the \$1.1 million gain recorded in connection with the Tornier acquisition as well as foreign exchange losses on intercompany balances. Other expenses of \$0.5 million in 2014 were attributable to foreign exchange losses on intercompany balances.



In 2013, other expenses of \$1.8 million were primarily related to a write-off of \$1.5 million for a capital expenditure project not placed into service and by foreign exchange losses on intercompany balances.

### **Income Taxes**

Our effective income tax rate was 88.7%, 20.3% and (17.3)% of income before income taxes in 2015, 2014 and 2013, respectively. See Note 11, "Income Taxes," in our consolidated financial statements for a reconciliation of the United States federal statutory rate to our effective tax rate.

In 2015 our worldwide effective tax rate was primarily attributable to the Company's recognizing income tax expense of \$37.2 million relating to a tax valuation allowance recorded in its continuing operations as a result of the spin-off of the spine business. The Company determined that upon spin-off, the deferred tax assets of the spine business would be unrealizable. Our full-year worldwide income increased over prior year, which combined with a shift in the jurisdictional mix of earnings in the current year, resulted in a change in our worldwide effective tax rate.

In 2014 our full-year worldwide income increased over prior year, primarily resulting from higher profits from our 2014 acquisitions of Covidien and MicroFrance. The shift in the jurisdictional mix of earnings in the current year caused a significant change in our worldwide effective tax rate. Additionally, the Company recorded a tax benefit in the fourth quarter of 2013 of \$1.0 million related to the correction of a deferred tax item relating primarily to 2011, which helped lower the 2013 effective tax rate.

Our effective tax rate could vary from year to year depending on, among other factors, tax law changes, the geographic and business mix and taxable earnings and losses. We consider these factors and other, including our history of generating taxable earnings, in assessing our ability to realize deferred tax assets. We estimate the range of our worldwide effective income tax rate for 2016 to be approximately 26% to 27%.

We have recorded a valuation allowance of \$4.9 million against the remaining \$82.5 million of gross deferred tax assets recorded at December 31, 2015. This valuation allowance relates to deferred tax assets for which the Company does not believe it has satisfied the more likely than not threshold for realization. We do not anticipate additional income tax benefits through future reductions in the valuation allowance. That said, if we determine that we would be able to realize more or less than the recorded amount of net deferred tax assets, we will record an adjustment to the deferred tax asset valuation allowance in the period such a determination is made. Our deferred tax asset valuation allowance decreased \$1.9 million in 2015, \$0.5 million in 2014, and \$4.9 million in 2013.

At December 31, 2015 we had net operating loss carryforwards of \$34.4 million for federal income tax purposes, \$21.7 million for foreign income tax purposes and \$14.2 million for state income tax purposes to offset future taxable income. The federal net operating loss carryforwards expire through 2032, \$2.9 million of the foreign net operating loss carryforwards expire through 2021 with the remaining \$18.8 million having an indefinite carry forward period. The state net operating loss carryforwards expire through 2032.

As of December 31, 2015, we have not provided deferred U.S. income taxes or foreign withholding taxes on temporary differences of approximately \$261.3 million resulting from earnings for certain non-U.S. subsidiaries which are permanently reinvested outside the U.S. The unrecognized deferred tax liability associated with these temporary differences was estimated to be \$37.9 million at December 31, 2015. Events that could trigger a need to repatriate foreign cash to the U.S. and generate a tax might include U.S. acquisitions, loans from a foreign subsidiary, or anticipated tax law changes that are considered unfavorable and would result in higher taxes on repatriations that occur after the change in tax law goes into effect.

## GEOGRAPHIC PRODUCT REVENUES AND OPERATIONS

We attribute revenues to geographic areas based on the location of the customer. Total revenue by major geographic area consisted of the following:

	Years Ended December 31,		
	2015	2014	2013
	(In thousands)		
United States	\$680,824	\$596,303	\$521,244
Europe	103,057	99,207	85,448
Rest of World	98,853	101,207	90,140
Total Revenues	<u>\$882,734</u>	<u>\$796,717</u>	<u>\$696,832</u>

In 2015, sales to our U.S. customers increased 14.2% from the prior year. We saw increases in our reconstructive, precision tools and instruments, and dural repair businesses which benefited from organic growth as well as the TEI and MicroFrance acquisitions. These gains were offset by decreases in tissue ablation and neuro critical care. European sales increased approximately 3.9% in 2015 compared to the prior year resulting primarily from increases in sales in our neurosurgery portfolio, led by dural repair and tissue ablation, as well as revenue related to our MicroFrance acquisition. Increases in revenue were offset by foreign exchange losses due to the declining value of the euro against the U.S. dollar. Sales to customers in the Rest of the World region decreased approximately 2.3% for the year ended December 31, 2015 primarily driven by weaker neurosurgery sales, led by dural repair and tissue ablation.

In 2014, sales to our U.S. customers increased 14.4% from the prior year. We saw increases in our reconstructive and neuro critical care businesses as well from the DuraSeal acquisition. These gains were offset by decreases in instruments and lower extremities. European sales increased approximately 16.1% in 2014 compared to the prior year resulting primarily from increases in sales in our neurosurgery portfolio led by DuraSeal and tissue ablation, as well as revenue related to our MicroFrance acquisitions. Sales to customers in the Rest of the World region increased approximately 12.3% for the year ended December 31, 2014 primarily driven by strong neurosurgery sales, led by DuraSeal and tissue ablation.

With our global reach, we generate revenues and incur operating expenses in multiple foreign currencies, including euros, British pounds, Swiss francs, Canadian dollars, Japanese yen, Australian dollars, and Chinese yuan. Accordingly, we will experience currency exchange risk with respect to those foreign currency denominated revenues and operating expenses. The Company generated revenues denominated in foreign currencies of \$144.5 million, \$151.6 million and \$125.9 million during the years ended December 31, 2015, 2014 and 2013, respectively.

We will continue to assess the potential effects that changes in foreign currency exchange rates could have on our business. However, either a strengthening or a weakening of the dollar against individual foreign currencies could reduce future revenues and gross margins. If we believe this potential impact presents a significant risk to our business, we may enter into derivative financial instruments to mitigate this risk.

Additionally, we generate significant revenues outside the United States, a portion of which are U.S. dollar-denominated transactions conducted with customers who generate revenue in currencies other than the U.S. dollar. As a result, currency fluctuations between the U.S. dollar and the currencies in which those customers do business may have an impact on the demand for our products in foreign countries.

Local economic conditions, regulatory, legal or political considerations, the effectiveness of our sales representatives and distributors, local competition and changes in local medical practice all could combine to affect our sales into markets outside the United States.

Relationships with customers and effective terms of sale frequently vary by country, often with longer-term receivables than are typical in the United States.

## LIQUIDITY AND CAPITAL RESOURCES

### *Cash and Marketable Securities*

We had cash and cash equivalents totaling approximately \$48.1 million and \$71.7 million at December 31, 2015 and 2014, respectively.

We determined that our existing cash, future cash to be generated from operations, and our remaining \$600.0 million of borrowing capacity under our senior secured revolving credit facility at December 31, 2015, if needed, will satisfy our foreseeable working capital, debt repayment and capital expenditure requirements for at least the next twelve months.

In 2016, we anticipate that our principal uses of cash will include between \$35.0 million and \$40.0 million on capital expenditures primarily for support and maintenance in our existing plants for facility automation, our enterprise resource planning system implementation, and additions to our instrument kits used in sales of orthopedic products.

At December 31, 2015, our non-U.S. subsidiaries held approximately \$36.6 million of cash and cash equivalents that are available for use by all of our operations around the world. However, if these funds were repatriated to the United States or used for United States operations, certain amounts could be subject to United States tax for the incremental amount in excess of the foreign tax paid.

### *Cash Flows*

	<b>Year Ended December 31,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Net cash provided by operating activities	\$ 106,692	\$ 58,843
Net cash used in investing activities	(364,950)	(359,736)
Net cash provided by financing activities	258,513	242,784
Effect of exchange rate fluctuations on cash	<u>(4,848)</u>	<u>(7,550)</u>
Net decrease in cash and cash equivalents	<u>\$ (4,593)</u>	<u>\$ (65,659)</u>

In the third quarter of 2015, we sold 3.795 million shares of our common stock in a registered public offering to a select group of underwriters. The net proceeds of the offering were \$219.7 million after deducting the underwriters' discounts and commissions and all other estimated offering expenses. Through December 31, 2015, we used all of the net proceeds from this offering to pay down a portion of our outstanding Senior Credit Facility balance.

In the fourth quarter of 2013, we sold 4.025 million shares of our common stock in a registered public offering to a select group of underwriters. The net proceeds of the offering were \$152.5 million after deducting the underwriters' discounts and commissions and all other estimated offering expenses. Through December 31, 2013, we used all of the net proceeds from this offering to pay down a portion of our outstanding Senior Credit Facility balance.

### *Cash Flows Provided by Operating Activities*

We generated operating cash flows of \$106.7 million, \$58.8 million and \$53.0 million for years ended December 31, 2015, 2014 and 2013, respectively.

Operating cash flows in 2015 increased compared to the same period in 2014. Net income decreased compared to 2014 primarily because of the impact of the tax valuation allowance recorded in conjunction with the SeaSpine spin-off, which was a non-cash adjustment. Net income for the year adjusted for items included in net income which did not result in a change to our cash balance amounted to cash inflows of \$123.6 million, compared to \$99.7 million in 2014. Changes in working capital in 2015 decreased cash flows by approximately \$18.5 million. Among the changes in working capital, accounts receivable used \$16.2 million of cash, inventory used \$3.8 million of cash, prepaid expenses and other current assets used \$0.2 million of cash, and accounts payable, accrued expenses and other current liabilities provided \$1.6 million of cash.

Operating cash flows for 2014 benefited from an increase in net income of \$14.3 million compared to 2013. Net income for the year adjusted for items included in net income which did not result in a change to our cash balance amounted to cash inflows of \$99.7 million compared to \$72.3 million in 2013. Changes in working capital decreased cash flows by approximately \$25.5 million. Among the changes in working capital, accounts receivable used \$17.1 million of cash, inventory used \$24.1 million of cash, prepaid expenses and other current assets provided \$16.5 million of cash, and accounts payable, accrued expenses and other current liabilities used \$1.9 million of cash.

Net income for the year ended December 31, 2013, plus items included in those earnings that did not result in a change to our cash balance, amounted to \$72.3 million. In 2013, the impact of net working capital items on operating cash flows was a decrease of \$22.3 million. Accounts receivable provided \$1.0 million of cash, prepaid expenses and other current assets provided \$2.0 million of cash, and accounts payable, accrued expenses, and other current liabilities provided \$1.3 million of cash. Inventory used \$27.4 million of cash.

#### ***Cash Flows Used in Investing Activities***

During the year ended December 31, 2015, we paid \$33.4 million in cash for capital expenditures, most of which was directed to the expansion of our collagen manufacturing center and ERP implementation. We also paid an aggregate of \$328.9 million for the acquisition of TEL, Salto and Futura product lines, and Tekmed. We transferred \$4.1 million to a restricted cash account to support our European cash pool activities.

During the year ended December 31, 2014, we paid \$38.3 million in cash for capital expenditures, most of which was directed to the expansion of our collagen manufacturing center and our ERP system implementation. We also paid \$320.9 million in cash for the acquisition of Confluent Surgical, MicroFrance, and Metasurg.

During the year ended December 31, 2013, we paid \$42.3 million in cash for capital expenditures, most of which was directed to the expansion and remediation of our collagen manufacturing center and implementation of our ERP system. We also paid \$3.0 million in cash for the acquisition of Tarsus Medical, Inc.

#### ***Cash Flows Provided by Financing Activities***

Our principal sources of cash from financing activities in the year ended December 31, 2015 were from \$219.7 million of net proceeds from the issuance of 3.795 million shares of common stock in the third quarter, \$545.0 million of borrowings under our Senior Credit Facility, and \$7.3 million in proceeds from stock option exercises and the tax impact of stock-based compensation, offset by \$465.6 million in repayments under our Senior Credit Facility.

Our principal sources of cash from financing activities in the year ended December 31, 2014 were from \$425.0 million of borrowings under our Senior Credit Facility primarily to fund the Confluent Surgical acquisition, borrowing \$150.0 million under the term loan portion of our Senior Credit Facility in connection with the July 2014 refinancing, and \$15.2 million in proceeds from stock option exercises and the tax impact of stock-based compensation, offset by \$195.0 million of repayments under our Senior Credit Facility and \$3.2 million in debt issuance costs related to our Amended and Restated Senior Credit Facility entered into in July 2014.

Our principal sources of cash from financing activities in the year ended December 31, 2013 were from \$152.5 million of net proceeds from the issuance of 4.025 million shares of common stock in the fourth quarter, \$30.0 million borrowings under our Senior Credit Facility, and \$2.3 million in proceeds from stock option exercises and the tax impact of stock-based compensation, offset by \$165.0 million repayments under our Senior Credit Facility and capitalized cost related to the amendment of our Senior Credit Facility of \$1.1 million.

### ***Working Capital***

At December 31, 2015 and December 31, 2014, working capital was \$299.4 million and \$403.3 million, respectively.

### ***Upcoming Debt Maturities***

The Company's 1.625% senior convertible notes mature in 2016. The Company may attempt to refinance, extend, or use available borrowing capacity under the Senior Credit Facility to settle this obligation within the next 12 months depending on prevailing market conditions. Our ability to refinance or extend this obligation will depend on our operating and financial performance, which in turn is subject to prevailing economic conditions and financial, business and other factors beyond our control. Any disruptions in our operations, the financial markets, or overall economy may adversely affect the availability and cost of credit to us. The Company considers the balance to be long term in nature based on its current intent and ability to refinance the borrowing within the next twelve-month period.

### ***Amended and Restated Senior Credit Agreement***

On August 28, 2015, the Company entered into a second amendment (the "Second Amendment") to that certain Third Amended and Restated Credit Agreement, dated as of July 2, 2014 among the Company, a syndicate of lending banks, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Crédit Agricole-Corporate and Investment Bank, and TD Bank, N.A., as Co-Documentation Agents.

The Second Amendment creates an aggregate principal amount of up to \$1.1 billion available to the Company through the following facilities:

- i. a \$750.0 million revolving credit facility which includes a \$60.0 million sublimit for the issuance of standby letters of credit and a \$60.0 million sublimit for swingline loans, and
- ii. a \$350.0 million term loan facility.

In connection with the Second Amendment, the Company borrowed \$200.0 million of incremental term loans as permitted under the original terms of the Senior Credit Facility to repay a portion of the Company's outstanding revolving loans. Additionally, the Second Amendment (i) enables the Company to incur up to \$200.0 million of incremental loans in the future and (ii) modifies the consolidated leverage ratio covenant in the Credit Agreement. The July 2014 amended and restated Senior Credit Facility extended the maturity date of the prior facility from June 8, 2016 to July 2, 2019.

Borrowings under the Senior Credit Facility bear interest, at the Company's option, at a rate equal to:

- i. the Eurodollar Rate (as defined in the amendment and restatement) in effect from time to time plus the applicable rate (ranging from 1.00% to 1.75%), or
- ii. the highest of:
  1. the weighted average overnight Federal funds rate, as published by the Federal Reserve Bank of New York, plus 0.50%, or

2. the prime lending rate of Bank of America, N.A., or
3. the one-month Eurodollar Rate plus 1.00%.

The applicable rates are based on the Company's consolidated total leverage ratio (defined as the ratio of (a) consolidated funded indebtedness less cash in excess of \$40.0 million that is not subject to any restriction of the use or investment thereof to (b) consolidated EBITDA) at the time of the applicable borrowing.

The Company will also pay an annual commitment fee (ranging from 0.15% to 0.30% ), based on the Company's consolidated total leverage ratio, on the daily amount by which the revolving credit facility exceeds the outstanding loans and letters of credit under the credit facility.

The Senior Credit Facility is collateralized by substantially all of the assets of the Company's U.S. subsidiaries, excluding intangible assets. The Senior Credit Facility is subject to various financial and negative covenants and at December 31, 2015 the Company was in compliance with all such covenants. The Company capitalized \$1.4 million and \$3.2 million of incremental financing costs in 2015 and 2014, respectively, in connection with the modifications of the Senior Credit Facility and expensed \$0.3 million in 2014 of previously capitalized financing costs. No previously capitalized financing costs were expensed in 2015 related to the modification.

We plan to utilize the Senior Credit Facility for working capital, capital expenditures, acquisitions, debt repayments and other general corporate purposes. At December 31, 2015 and 2014 , there was \$150.0 million and \$266.9 million outstanding, respectively, under the revolving portion of the Senior Credit Facility at a weighted average interest rate of 1.9% and 1.7%, respectively. The Company considers the balance to be long-term in nature based on its current intent and ability to repay the borrowing outside the next twelve-month period. At December 31, 2015 and 2014 there was \$346.2 million and \$150.0 million , respectively, outstanding under the term loan component of the Senior Credit Facility at a weighted average interest rate of 1.8% and 1.7%, respectively. Contractual repayments of the term loan began in September 2015. We classify as short-term those repayments that are due within twelve months.

At December 31, 2015, there was approximately \$600.0 million available for borrowing under the Senior Credit Facility.

#### ***Convertible Debt and Related Hedging Activities***

We pay interest each June 15 and December 15 on our \$230.0 million senior convertible notes due December 2016 ("2016 Notes") at an annual interest rate of 1.625%.

The 2016 Notes are senior, unsecured obligations of Integra, and are convertible into cash and, if applicable, shares of our common stock based on an initial conversion rate, subject to adjustment, of 17.4092 shares per \$1,000 principal amount of 2016 Notes (which represents an initial conversion price of approximately \$57.44 per share). We expect to satisfy any conversion of the 2016 Notes with cash up to the principal amount pursuant to the net share settlement mechanism set forth in the respective indenture and, with respect to any excess conversion value, with shares of our common stock. The 2016 Notes are convertible only in the following circumstances: (1) if the closing sale price of our common stock exceeds 150% of the conversion price during a period as defined in the applicable indenture; (2) if the average trading price per \$1,000 principal amount of the 2016 Notes is less than or equal to 98% of the average conversion value of the 2016 Notes during a period as defined in the applicable indenture; (3) at any time on or after June 15, 2016; or (4) if specified corporate transactions occur, which includes the planned spin-off of the spine business. The issue price of the 2016 Notes was equal to their face amounts, which is also the amount holders are entitled to receive at maturity if the 2016 Notes are not converted. As of March 31, 2015, certain conversion features were triggered due to the announced spin-off of the Company's subsidiary, SeaSpine Holdings Corporation, which allowed the holders to convert all or any of the 2016 Notes subject to certain conditions. The 2016 Notes were convertible through June 10, 2015



and as of the close of the conversion window, note holders provided notice to convert 2,903 notes. During the twelve months ended December 31, 2015, the Company paid \$2.9 million in cash and issued 8,457 shares to settle the obligation to the note holders that converted. As a result of the spin-off and pursuant to the indenture for the Company's 2016 Notes, the initial conversion price and rate was adjusted effective July 1, 2015. The conversion price on the 2016 Notes has been adjusted to \$52.83 per share and the new conversion rate is 18.9287 shares per \$1,000 principal amount of 2016 Notes.

In connection with the issuance of the 2016 Notes, we entered into call transactions and warrant transactions, primarily with affiliates of the initial purchasers of the 2016 Notes (the "hedge participants"). The cost of the call transactions to us was approximately \$42.9 million for the 2016 Notes. We received approximately \$28.5 million of proceeds from the warrant transactions for 2016 Notes. The call transactions involved our purchasing call options from the hedge participants, and the warrant transactions involved us selling call options to the hedge participants with a higher strike price than the purchased call options. The initial strike price of the call transactions is approximately \$57.44, subject to anti-dilution adjustments substantially similar to those in the 2016 Notes. The initial strike price of the warrant transactions is approximately \$70.05 for the 2016 Notes, subject to customary anti-dilution adjustments. The strike price of the call transactions and warrant transactions has been adjusted similarly to the 2016 Notes as a result of the spin-off to \$52.83 per share and \$64.43 per share, respectively.

We may from time to time seek to retire or purchase a portion of our outstanding 2016 Notes through cash purchases and/or exchanges for equity securities, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. Under certain circumstances, the call options associated with any repurchased 2016 Notes may terminate early, but only with respect to the number of 2016 Notes that cease to be outstanding. The amounts involved may be material.

#### ***Share Repurchase Plan***

On October 28, 2014, our Board of Directors terminated the previous share repurchase plan dated October 23, 2012, and authorized a new repurchase of up to \$75.0 million of outstanding common stock through December 2016. Shares may be repurchased either in the open market or in privately negotiated transactions. We repurchased no shares under this program through December 31, 2015 and \$75.0 million remains available under the authorization.

#### ***Dividend Policy***

We have not paid any cash dividends on our common stock since our formation. Our Senior Credit Facility limits the amount of dividends that we may pay. Any future determinations to pay cash dividends on our common stock will be at the discretion of our Board of Directors and will depend upon our financial condition, results of operations, cash flows and other factors deemed relevant by the Board of Directors.



allowances, net realizable value of inventories, valuation of intangible assets including in-process research and development, amortization periods for acquired intangible assets, estimates of projected cash flows and discount rates used to value intangible assets and test goodwill and intangible assets for impairment, estimates of projected cash flows and depreciation and amortization periods for long-lived assets, computation of taxes, computation of valuation allowances recorded against deferred tax assets, valuation of stock-based compensation, valuation of pension assets and liabilities, valuation of derivative instruments, valuation of the equity component of convertible debt instruments, valuation of debt instruments and loss contingencies. These estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the current circumstances. Actual results could differ from these estimates.

We believe that the following accounting policies, which form the basis for developing these estimates, are those that are most critical to the presentation of our consolidated financial statements and require the more difficult subjective and complex judgments:

#### ***Allowances For Doubtful Accounts Receivable and Sales Returns and Allowances***

We evaluate the collectability of accounts receivable based on a combination of factors. In circumstances where a specific customer is unable to meet its financial obligations to us, we record an allowance against amounts due to reduce the net recognized receivable to the amount that we reasonably expect to collect. For all other customers, we record allowances for doubtful accounts based on the length of time the receivables are past due, the current business environment and our historical experience. If the financial condition of customers or the length of time that receivables are past due were to change, we may change the recorded amount of allowances for doubtful accounts in the future through charges or reductions to selling, general and administrative expense.

We record a provision for estimated sales returns and allowances on revenues in the same period as the related revenues are recorded. We base these estimates on historical sales returns and allowances and other known factors. If actual returns or allowances differ from our estimates and the related provisions for sales returns and allowances, we may change the sales returns and allowances provision in the future through an increase or decrease in revenues.

#### ***Inventories***

Inventories, consisting of purchased materials, direct labor and manufacturing overhead, are stated at the lower of cost (determined by the first-in, first-out method) or market. At each balance sheet date, we evaluate ending inventories for excess quantities, obsolescence or shelf-life expiration. Our evaluation includes an analysis of historical sales levels by product, projections of future demand by product, the risk of technological or competitive obsolescence for our products, general market conditions, a review of the shelf-life expiration dates for our products, and the feasibility of reworking or using excess or obsolete products or components in the production or assembly of other products that are not obsolete or for which we do not have excess quantities in inventory. To the extent that we determine there are excess or obsolete quantities or quantities with a shelf life that is too near its expiration for us to reasonably expect that we can sell those products prior to their expiration, we adjust their carrying value to estimated net realizable value. If future demand or market conditions are lower than our projections, or if we are unable to rework excess or obsolete quantities into other products, we may record further adjustments to the carrying value of inventory through a charge to cost of product revenues in the period the revision is made.

#### ***Acquisitions***

Results of operations of acquired companies are included in the Company's results of operations as of the respective acquisition dates. The purchase price of each acquisition is allocated to the net assets acquired based on estimates of their fair values at the date of the acquisition. Any purchase price in excess of these net assets is recorded as goodwill. The allocation of purchase price in certain cases may be subject to revision based on the final determination of fair values during the measurement period, which may be up to one year from the acquisition date.

Contingent consideration is recognized at the estimated fair value on the acquisition date. Subsequent changes to the fair value of contingent payments are recognized in earnings. Contingent payments related to acquisitions consist of development, regulatory, and commercial milestone payments, in addition to sales-based payments, and are valued using discounted cash flow techniques. The fair value of development, regulatory, and commercial milestone payments reflects management's expectations of probability of payment, and increases or decreases as the probability of payment or expectation of timing of payments changes. The fair value of sales-based payments is based upon probability-weighted future revenue estimates and increases or decreases as revenue estimates or expectation of timing of payments changes.

### ***Valuation of Goodwill***

The excess of the cost over the fair value of net assets of acquired businesses is recorded as goodwill. Goodwill is not subject to amortization, but is reviewed for impairment at the reporting unit level annually, or more frequently if impairment indicators arise. Our assessment of the recoverability of goodwill is based upon a comparison of the carrying value of goodwill with its estimated fair value. We review goodwill for impairment annually as of July 31 and whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable.

In the first quarter of 2015, we revised our reportable segments in connection with the realignment of our portfolio. Specifically, we integrated the five existing business divisions into three global divisions, no longer focusing on international as a separate reportable segment but managing each business globally. The change in reportable segments resulted in our requirement to reallocate existing goodwill to the new reportable segments based on the relative fair value of the four underlying reporting units: Specialty Surgical Solutions Instruments, Specialty Surgical Solutions Neurosurgery, Spine, and Orthopedics and Tissue Technologies. Refer to Note 15 - *Segment and Geographic Information* for more information on the change in reportable segments. With the reportable segments now being managed at a global level, goodwill previously assigned to the EMEA, LAPAC, and Private Label reporting units was reallocated to the new reporting units. We estimated the fair value of the four reporting units using a discounted cash flow model, which incorporates significant estimates and assumptions made by management which, by their nature, are characterized by uncertainty. Inputs used to fair value our reporting units are considered inputs of the fair value hierarchy. For Level 3 measurements, significant increases or decreases in long-term growth rates or discount rates in isolation or in combination could result in a significantly lower or higher fair value measurement. The key assumptions impacting the valuation included the following:

- The reporting unit's financial projections, which are based on management's assessment of regional and macroeconomic variables, industry trends and market opportunities, and our strategic objectives and future growth plans.
- The projected terminal value for the reporting unit, which represents the present value of projected cash flows beyond the last period in the discounted cash flow analysis. The terminal value reflects our assumptions related to long-term growth rates and profitability, which are based on several factors, including local and macroeconomic variables, market opportunities, and future growth plans.
- The discount rate used to measure the present value of the projected future cash flows is set using a weighted-average cost of capital method that considers market and industry data as well as our specific risk factors that are likely to be considered by a market participant. The weighted-average cost of capital is our estimate of the overall after-tax rate of return required by equity and debt holders of a business enterprise.

Given the excess of the Specialty Surgical Solutions Instruments, Specialty Surgical Solutions Neurosurgery, and Orthopedics and Tissue Technologies estimated fair values over their carrying values after the reallocation of goodwill, no impairment was recognized. The goodwill assigned to the Spine reporting unit was impaired during the first quarter of 2015 and the impairment has been presented in the Company's discontinued operations.

In addition to the goodwill impairment testing performed in conjunction with the change in reportable segments, we performed our annual goodwill impairment test as of July 31, 2015. In reviewing goodwill for impairment, we have the option—for any or all of our reporting units that carry goodwill—to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not (i.e. greater than 50%) that the estimated fair value of a reporting unit is less than its carrying amount. If we elect to perform a qualitative assessment and determine that an impairment is more likely than not, we are then required to perform the two-step quantitative impairment test, otherwise no further analysis is required. We also may elect not to perform the qualitative assessment and, instead, proceed directly to step one of the two-step quantitative impairment test. The ultimate outcome of the goodwill impairment review for a reporting unit should be the same whether we choose to perform the qualitative assessment or proceeds directly to the two-step quantitative impairment test.

On July 1, 2015, we completed the separation of our spine business, which also represented a reporting unit. See Note 3—*Discontinued Operations* for additional information. Following the separation, we have three remaining underlying reporting units. We elected to perform a two-step quantitative analysis for our three reporting units as of July 31, 2015. To derive the fair value of the reporting units, we utilized a discounted cash flow model and inputs and assumptions that were similar to our discounted cash flow model performed in the reallocation of goodwill. We determined, after performing the Step-1 fair value analysis, that the reporting units' fair value was in excess of their carrying value; therefore, it was not necessary to proceed to Step-2 of the goodwill impairment test for Specialty Surgical Solutions Instruments, Specialty Surgical Solutions Neurosurgery, and Orthopedics and Tissue Technologies.

#### ***Valuation of Identifiable Intangible Assets and In-Process Research and Development Charges***

When the Company acquires a business, the assets acquired, including IPR&D, and liabilities assumed are recorded at their respective fair values as of the acquisition date. The Company's policy defines IPR&D as the fair value of those projects for which the related products have not received regulatory approval and have no alternative future use. Determining the fair value of intangible assets, including IPR&D, acquired as part of a business combination requires the Company to make significant estimates. These estimates include the amount and timing of projected future cash flows, the discount rate used to discount those cash flows to present value, the assessment of the asset's life cycle, and the consideration of legal, technical, regulatory, economic, and competitive risks. The fair value assigned to other intangible assets, including IPR&D, is determined by estimating the future cash flows of each project or technology and discounting the net cash flows back to their present values. The discount rate used is determined at the time of measurement in accordance with accepted valuation methodologies.

IPR&D acquired in a business combination is capitalized as an indefinite-lived intangible asset. Development costs incurred after the acquisition are expensed as incurred. Upon receipt of regulatory approval, the indefinite-lived intangible asset is then accounted for as a finite-lived intangible asset and amortized on a straight-line basis or accelerated basis, as appropriate, over its estimated useful life. If the R&D project is subsequently abandoned, the indefinite-lived intangible asset is charged to expense. IPR&D acquired outside of a business combination is expensed immediately.

Due to the uncertainty associated with R&D projects, there is risk that actual results will differ materially from the original cash flow projections and that the R&D project will result in a successful commercial product. The risks associated with achieving commercialization include, but are not limited to, delay or failure to obtain regulatory approvals to conduct clinical trials, delay or failure to obtain required market clearances, delays or issues with patent issuance, or validity and litigation.

Other intangible assets include patents, trademarks, purchased technology, and supplier and customer relationships. Identifiable intangible assets are initially recorded at fair market value at the time of acquisition generally using an income or cost approach. The Company capitalizes costs incurred to renew or extend the term of recognized intangible assets and amortizes those costs over their expected useful lives.

## ***Derivatives***

We develop, manufacture, and sell medical devices globally. Our earnings and cash flows are exposed to market risk from changes in interest rates and currency exchange rates. We address these risks through a risk management program that includes the use of derivative financial instruments, and operate the program pursuant to documented corporate risk management policies. All derivative financial instruments are recognized in the financial statements at fair value in accordance with the authoritative guidance. Under the guidance, for those instruments that are designated and qualify as hedging instruments, the hedging instrument must be designated as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation, based on the exposure being hedged. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship. Our derivative instruments do not subject our earnings or cash flows to material risk, and gains and losses on these derivatives generally offset losses and gains on the item being hedged. We have not entered into derivative transactions for speculative purposes and all of our derivatives are designated as hedges.

All derivative instruments are recognized at their fair values as either assets or liabilities on the balance sheet. We determine the fair value of our derivative instruments, using the framework prescribed by the authoritative guidance, by considering the estimated amount we would receive to sell or transfer these instruments at the reporting date and by taking into account expected forward interest rates, currency exchange rates, the creditworthiness of the counterparty for assets, and our creditworthiness for liabilities. In certain instances, we may utilize a discounted cash flow model to measure fair value. Generally, we use inputs that include quoted prices for similar assets or liabilities in active markets; other observable inputs for the asset or liability; and inputs that are derived principally from, or corroborated by, observable market data by correlation or other means. As of December 31, 2015, we did not have any outstanding derivative instruments requiring fair value measurements.

## ***Income Taxes***

Since we conduct operations on a global basis, our effective tax rate has and will depend upon the geographic distribution of our pre-tax earnings among locations with varying tax rates. Changes in the tax rates of the various jurisdictions in which we operate affect our profits. In addition, we maintain a reserve for uncertain tax benefits, changes to which could impact our effective tax rate in the period such changes are made. The effective tax rate can also be impacted by changes in valuation allowances of deferred tax assets, and tax law changes.

Our provision for income taxes may change period-to-period based on specific events, such as the settlement of income tax audits and changes in tax laws, as well as general factors, including the geographic mix of income before taxes, state and local taxes and the effects of the Company's global income tax strategies. We maintain strategic management and operational activities in overseas subsidiaries and our foreign earnings are taxed at rates that are generally lower than in the United States. See Note 11, *Income Taxes*, in our consolidated financial statements for disclosures related to foreign and domestic pretax income, foreign and domestic income tax expense (benefit) and the effect foreign taxes have on our overall effective tax rate.

We recognize a tax benefit from an uncertain tax position only if it is more likely than not to be sustained upon examination based on the technical merits of the position. The amount of the accrual for which an exposure exists is measured by determining the amount that has a greater than 50 percent likelihood of being realized upon ultimate settlement of the position. Components of the reserve are classified as a long-term liability in the consolidated balance sheets. We record interest and penalties accrued in relation to uncertain tax benefits as a component of income tax expense.

We believe that we have identified all reasonably identifiable exposures and that the reserve we have established for identifiable exposures is appropriate under the circumstances; however, it is possible that



additional exposures exist and that exposures will be settled at amounts different from the amounts reserved. It is also possible that changes in facts and circumstances could cause us to either materially increase or reduce the carrying amount of our tax reserves.

Our deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their basis for income tax purposes, and also the temporary differences created by the tax effects of capital loss, net operating loss and tax credit carryforwards. We record valuation allowances to reduce deferred tax assets to the amounts that are more likely than not to be realized. We could recognize no benefit from our deferred tax assets or we could recognize some or all of the future benefit depending on the amount and timing of taxable income we generate in the future.

Our policy is to provide income taxes on earnings of certain foreign subsidiaries only to the extent those earnings are taxable or are expected to be remitted.

### ***Loss Contingencies***

We are subject to claims and lawsuits in the ordinary course of our business, including claims by employees or former employees, with respect to our products and involving commercial disputes. We accrue for loss contingencies when it is deemed probable that a loss has been incurred and that loss is estimable. The amounts accrued are based on the full amount of the estimated loss before considering insurance proceeds, if applicable, and do not include an estimate for legal fees expected to be incurred in connection with the loss contingency. We consistently accrue legal fees expected to be incurred in connection with loss contingencies as those fees are incurred by outside counsel as a period cost. Our financial statements do not reflect any material amounts related to possible unfavorable outcomes of claims and lawsuits to which we are currently a party because we currently believe that such claims and lawsuits are not expected, individually or in the aggregate, to result in a material adverse effect on our financial condition. However, it is possible that these contingencies could materially affect our results of operations, financial position and cash flows in a particular period if we change our assessment of the likely outcome of these matters.

### ***Recently Issued and Adopted Accounting Standards***

In April 2014, the FASB issued amendments to guidance for reporting discontinued operations and disposals of components of an entity. The amended guidance requires that a disposal representing a strategic shift that has (or will have) a major effect on an entity's financial results or a business activity classified as held for sale should be reported as discontinued operations. The amendments also expand the disclosure requirements for discontinued operations and add new disclosures for individually significant dispositions that do not qualify as discontinued operations. The amendments are effective prospectively for fiscal years, and interim reporting periods within those years, beginning after December 15, 2014. The new guidance is effective for Integra prospectively for all disposals (or classifications as held for sale) of components of an entity that occur after January 1, 2015. The spin-off of the spine business by the Company on July 1, 2015 met the definition of a discontinued operation under the new guidance and, as a result, the Company reflected the provisions of the new guidance in its third quarter 2015 results.

In May 2014, the FASB issued Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should: 1) identify the contract(s) with a customer, 2) identify the performance obligations in the contract, 3) determine the transaction price, 4) allocate the transaction price to the performance obligations in the contract, and 5) recognize revenue when (or as) the entity satisfies a performance obligation. In July 2015, the FASB deferred for one year the effective date of the new revenue standard, but early adoption will be permitted as of January 1, 2017. The new standard will be effective for the Company on January 1, 2018. The Company is in the process of evaluating the impact of this standard on its financial statements.

In June 2014, the FASB issued Update No. 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (Topic 718)*. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Topic 718 as it relates to awards with performance conditions that affect vesting to account for such awards. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. This update is effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period, and early adoption is permitted. The implementation of the amended guidance is not expected to have a material impact on the Company's consolidated financial position or results of operations.

In August 2014, the FASB issued Update No. 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. The amendment requires management to evaluate, for each annual and interim reporting period, whether there are conditions and events, considered in the aggregate, that raise substantial doubt about an entity's ability to continue as a going concern within one year after the date the financial statements are issued or are available to be issued. If substantial doubt is raised, additional disclosures around management's plan to alleviate these doubts are required. This update will become effective for all annual periods and interim reporting periods beginning after December 15, 2016. The implementation of the amended guidance is not expected to have an impact on current disclosures in the financial statements.

In April 2015, the FASB issued Update No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs*. The amendment requires that all costs incurred to issue debt be presented in the balance sheet as a direct deduction from the carrying value of the debt. The new standard is limited to the presentation of debt issuance costs and does not affect the recognition or measurement of debt issuance costs. This update will become effective for all annual periods and interim reporting periods beginning after December 15, 2015. The implementation of the amended guidance is not expected to have a material impact on the consolidated results of operations and will result in a reclassification of the debt issuance costs from other long-term assets to long-term debt when adopted.

In July 2015, the FASB issued Update No. 2015-11, *Simplifying the Measurement of Inventory*. The amendment requires an entity to measure inventory that is within the scope of this amendment at the lower of cost and net realizable value. Existing impairment models will continue to be used for inventories that are accounted for using the last-in first-out ("LIFO") method. The ASU requires prospective adoption for inventory measurements for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years for public business entities. Early adoption is permitted. The implementation of the amended guidance is not expected to have a material impact on the consolidated financial position or results of operations.

In August 2015, the FASB issued Update No. 2015-15, *Interest—Imputation of Interest*. The amendment requires entities to present debt issuance costs related to a recognized debt liability as a direct deduction from the carrying amount of that debt liability. The guidance in ASU No. 2015-03 does not address presentation or subsequent measurement of debt issuance costs related to line-of-credit arrangements. Given the absence of authoritative guidance within ASU No. 2015-03 for debt issuance costs related to line-of-credit arrangements, the SEC staff would not object to an entity's deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. This update will become effective for all annual periods and interim reporting periods beginning after December 15, 2015. The implementation of the amended guidance is not expected to have a material impact on the consolidated financial position or results of operations.

In September 2015, the FASB issued Update No. 2015-16, *Simplifying the Accounting for Measurement-Period Adjustments*. The amendment requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. This update also requires an entity to present separately in the income statement or disclose in the notes, the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. This update will become effective for all annual periods and interim reporting periods beginning after December 15, 2015. The new standard must be applied prospectively to adjustments to provisional amounts that occur after the effective date. Early application is permitted for financial statements that have not been issued. The implementation of the amended guidance is not expected to have a material impact on the consolidated results of operations or disclosures in the financial statements.

In November 2015, the FASB issued Update No. 2015-17, *Income Taxes (Topic 740)*. Under current accounting guidance an entity is required to separate deferred income tax liabilities and assets into current and non-current amounts in a classified statement of financial position. The amendment requires that an entity present all deferred tax assets and liabilities as non-current in a classified statement of financial position. This update will become effective for all annual periods and interim reporting periods beginning after December 15, 2016. The Company adopted this guidance effective December 31, 2015 on a prospective basis. As a result, the Company has not retrospectively adjusted the balance sheet classification and presentation for the deferred tax assets and liabilities for years prior to 2015.

There are no other recently issued accounting pronouncements that are expected to have a material effect on the Company's financial position, results of operations or cash flows.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to various market risks, including changes in foreign currency exchange rates and interest rates that could adversely affect our results of operations and financial condition. To manage the volatility relating to these typical business exposures, we may enter into various derivative transactions when appropriate. We do not hold or issue derivative instruments for trading or other speculative purposes.

##### ***Foreign Currency Exchange and Other Rate Risks***

We operate on a global basis and are exposed to the risk that changes in foreign currency exchange rates could adversely affect our financial condition, results of operations and cash flows. We are primarily exposed to foreign currency exchange rate risk with respect to transactions and net assets denominated in euros, Swiss francs, British pounds, Canadian dollars, Japanese yen, Australian dollars and Chinese yuan. We manage the foreign currency exposure centrally, on a combined basis, which allows us to net exposures and to take advantage of any natural offsets. To mitigate the impact of currency fluctuations on transactions denominated in nonfunctional currencies, we periodically enter into derivative financial instruments in the form of foreign currency exchange forward contracts with major financial institutions. We temporarily record realized and unrealized gains and losses on these contracts that qualify as cash flow hedges in other comprehensive income, and then recognize them in other income or expense when the hedged item affects net earnings.

From time to time, we enter into foreign currency forward exchange contracts with terms of up to 12 months to manage currency exposures for transactions denominated in a currency other than an entity's functional currency. As a result, the impact of foreign currency gains/losses recognized in earnings are partially offset by gains/losses on the related foreign currency forward exchange contracts in the same reporting period. At December 31, 2015 and 2014, the Company had no foreign currency forward contracts outstanding.

We maintain written policies and procedures governing our risk management activities. With respect to cash flow hedges, changes in cash flows attributable to hedged transactions are generally expected to be completely

offset by changes in the fair value of hedge instruments. Consequently, foreign currency exchange contracts would not subject us to material risk due to exchange rate movements, because gains and losses on these contracts offset gains and losses on the assets, liabilities or transactions being hedged.

The results of operations discussed herein have not been materially affected by inflation.

### ***Interest Rate Risk***

*Cash and Cash Equivalents* — We are exposed to the risk of interest rate fluctuations on the interest income earned on our cash and cash equivalents. A hypothetical 100 basis point movement in interest rates applicable to our cash and cash equivalents outstanding at December 31, 2015 would increase interest income by approximately \$0.5 million on an annual basis. No significant decrease in interest income would be expected as our cash balances are earning interest at rates of approximately 2 basis points. We are subject to foreign currency exchange risk with respect to cash balances maintained in foreign currencies.

*Senior Credit Facility* — Our interest rate risk relates primarily to U.S. dollar LIBOR-indexed borrowings. We have used an interest rate swap derivative instrument to manage our earnings and cash flow exposure to changes in interest rates. This interest rate swap fixed the interest rate on a portion of our expected LIBOR-indexed floating-rate borrowings beginning on December 31, 2010. The interest rate swap expired in August 2015. We recognized \$0.9 million of additional interest expense related to this derivative during the year-ended December 31, 2015.

Based on our outstanding borrowings at December 31, 2015, a one-percentage point change in interest rates would have impacted interest expense on the unhedged portion of the debt by \$5.0 million on an annualized basis.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Financial statements and the financial statement schedules specified by this Item, together with the report thereon of PricewaterhouseCoopers LLP, are presented following Item 15 of this report.

Information on quarterly results of operations is set forth in our financial statements under Note 15, “Selected Quarterly Information — Unaudited,” to our consolidated financial statements.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES**

Not applicable.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### ***Evaluation of Disclosure Controls and Procedures***

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure. Disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Management has designed our disclosure controls and procedures to provide reasonable assurance of achieving the desired control objectives.

As required by Exchange Act Rule 13a-15(b), we have carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial

officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2015 . Based upon this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2015 to provide such reasonable assurance.

#### ***Management's Report on Internal Control Over Financial Reporting***

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) under the Securities Exchange Act of 1934, as amended. Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America ("GAAP"). We recognize that because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies and procedures may deteriorate.

To evaluate the effectiveness of our internal control over financial reporting, management used the criteria described in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based upon this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2015 . We excluded TEI from our assessment of internal control over financial reporting as of December 31, 2015 because it was acquired by the Company in a purchase business combination during 2015. The total assets and total revenues of TEI, a wholly-owned subsidiary, represents 1.8% and 3.2%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2015.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2015 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

#### ***Changes in Internal Control Over Financial Reporting***

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **ITEM 9B. OTHER INFORMATION**

Not applicable.

## **PART III**

### **INCORPORATION BY REFERENCE**

The information called for by Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities relating to equity compensation plans, Item 10. Directors, Executive Officers and Corporate Governance, Item 11. Executive Compensation, Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters, Item 13. Certain Relationships and Related Transactions, and Director Independence and Item 14. Principal Accountant Fees and Services is incorporated herein by reference to the Company's definitive proxy statement for its Annual Meeting of Stockholders scheduled to be held on May 24, 2016 , which definitive proxy statement is expected to be filed with the Commission not later than 120 days after the end of the fiscal year to which this report relates.



## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as a part of this report.

#### 1. Financial Statements.

The following financial statements and financial statement schedules are filed as a part of this report:

Report of Independent Registered Public Accounting Firm	F-1
Consolidated Statements of Operations for the years ended December 31, 2015, 2014 and 2013	F-3
Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2015, 2014 and 2013	F-4
Consolidated Balance Sheets as of December 31, 2014 and 2015	F-5
Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013	F-6
Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2015, 2014 and 2013	F-7
Notes to Consolidated Financial Statements	F-8

#### 2. Financial Statement Schedules.

Schedule II — Valuation and Qualifying Accounts	F-54
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All other schedules not listed above have been omitted, because they are not applicable or are not required, or because the required information is included in the consolidated financial statements or notes thereto.

#### 3. Exhibits required to be filed by Item 601 of Regulation S-K.

- 2.1 Stock Purchase Agreement, dated as of October 25, 2013, by and between Covidien Group S.A.R.L. and Integra LifeSciences Corporation (Incorporated by Reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 15, 2014)
- 2.2 Stock and Asset Purchase Agreement by and among Medtronic, Inc., Medtronic Xomed Instrumentation, SAS, and Integra LifeSciences Corporation, dated as of September 12, 2014 (Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on October 27, 2014)
- 2.3 Separation and Distribution Agreement between Integra LifeSciences Holdings Corporation and SeaSpine Holdings Corporation, dated as of June 30, 2015 (Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on July 7, 2015)
- 2.4 Agreement and Plan of Merger by and among Integra LifeSciences Corporation, Patriot S1, Inc., TEI Biosciences Inc. and Dr. Yiannis Monovoukas, dated as of June 26, 2015 (Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on July 20, 2015)
- 2.5 Agreement and Plan of Merger by and among Integra LifeSciences Corporation, Patriot S2, Inc., TEI Medical Inc. and Dr. Yiannis Monovoukas, dated as of June 26, 2015 (Incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed on July 20, 2015)
- 3.1(a) Amended and Restated Certificate of Incorporation of the Company dated February 16, 1993 (Incorporated by reference to Exhibit 3.1(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 3.1(b) Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company dated May 22, 1998 (Incorporated by reference to Exhibit 3.1(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 1998)

- 3.1(c) Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company dated May 17, 1999 (Incorporated by reference to Exhibit 3.1(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)
- 3.2 Amended and Restated Bylaws of the Company, effective as of May 17, 2012 (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on April 13, 2012)
- 4.1 Purchase Agreement, dated June 9, 2011, by and between Integra LifeSciences Holdings Corporation and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, Deutsche Bank Securities Inc., RBC Capital Markets, LLC and Wells Fargo Securities, LLC (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 15, 2011)
- 4.2 Indenture, dated June 15, 2011, by and between Integra LifeSciences Holdings Corporation and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on June 15, 2011)
- 4.3(a) Credit Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 29, 2005)
- 4.3(b) First Amendment, dated as of February 15, 2006, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.3(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.3(c) Second Amendment, dated as of February 23, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on February 27, 2007)
- 4.3(d) Third Amendment, dated as of June 4, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank, N.A., successor by merger to Citibank, FSB, as Syndication Agent and JPMorgan Chase Bank, N.A., Deutsche Bank Trust Company Americas and Royal Bank of Canada, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 6, 2007)
- 4.3(e) Fourth Amendment, dated as of September 5, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank, N.A., successor by merger to Citibank FSB, as Syndication Agent and JPMorgan Chase Bank, N.A., Deutsche Bank Trust Company Americas and Royal Bank of Canada, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 6, 2007)
- 4.3(f) Amended and Restated Credit Agreement, dated as of August 10, 2010, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JP Morgan Chase Bank, as Syndication Agent, and HSBC Bank USA, NA, RBC Capital Markets, Wells Fargo Bank, N.A., Fifth Third

- Bank, DNB NOR Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 10, 2010)
- 4.3(g) Second Amended and Restated Credit Agreement, dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank N.A. as Syndication Agent, and, HSBC Bank USA, NA, Royal Bank of Canada, Wells Fargo Bank, N.A., Fifth Third Bank, DNB NOR Bank ASA, and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q filed on July 29, 2011)
- 4.3(h) First Amendment, dated as of May 11, 2012, to Second Amended and Restated Credit Agreement dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank, N.A., as Syndication Agent, and HSBC Bank, NA, Royal Bank of Canada, Wells Fargo Bank, NA, Fifth Third Bank, DNB Nor Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 14, 2012)
- 4.3(i) Second Amendment, dated as of June 21, 2013, to Second Amended and Restated Credit Agreement dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank, N.A., as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Wells Fargo Bank, National Association, Fifth Third Bank, DNB Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 24, 2013)
- 4.3(j) Third Amended and Restated Credit Agreement, dated as of July 2, 2014, among Integra LifeSciences Holdings Corporation, the other lenders party hereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Credit Agricole-Corporate and Investment Bank and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on July 9, 2014)
- 4.3(k) First Amendment, dated as of December 19, 2014, to that Third Amended and Restated Credit Agreement, among Integra LifeSciences Holdings Corporation, a syndicate of lending banks, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Crédit Agricole-Corporate and Investment Bank, and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 29, 2014)
- 4.3(l) Second Amendment, dated August 28, 2015, to that Third Amended and Restated Credit Agreement, among Integra LifeSciences Holdings Corporation, a syndicate of lending banks, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Crédit Agricole-Corporate and Investment Bank and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 1, 2015)
- 4.4 Security Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation and the additional grantors party thereto in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)

- 4.5 Pledge Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation and the additional grantors party thereto in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.6 Subsidiary Guaranty Agreement, dated as of December 22, 2005, among the guarantors party thereto and individually as a "Guarantor", in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.7 Indenture, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Integra LifeSciences Corporation and Wells Fargo Bank, N.A., as trustee (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.8 Form of 2.75% Senior Convertible Note due 2010 (included in Exhibit 4.8) (Incorporated by reference to Exhibit B to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.9 Indenture, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Integra LifeSciences Corporation and Wells Fargo Bank, N.A., as trustee (Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.10 Form of 2.375% Senior Convertible Note due 2012 (included in Exhibit 4.10) (Incorporated by reference to Exhibit B to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.11 Registration Rights Agreement, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Banc of America Securities LLC, J.P. Morgan Securities Inc. and Morgan Stanley & Co., Incorporated, as representatives of the several initial purchasers (Incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.12 Registration Rights Agreement, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Banc of America Securities LLC, J.P. Morgan Securities Inc. and Morgan Stanley & Co., Incorporated, as representatives of the several initial purchasers (Incorporated by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.1(a) Lease between Plainsboro Associates and American Biomaterials Corporation dated as of April 16, 1985, as assigned to Colla-Tec, Inc. on September 30, 1988 and as amended on November 1, 1992 as Lease Modification #1 (Incorporated by reference to Exhibit 10.30 to the Company's Registration Statement on Form 10/A (File No. 0-26224) which became effective on August 8, 1995)
- 10.1(b) Lease Modification #2 entered into as of October 28, 2005, by and between Plainsboro Associates and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 2, 2005)
- 10.1(c) Lease Modification #3 entered into as of March 2, 2011, by and between Plainsboro Associates and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 3, 2011)
- 10.2(a) Equipment Lease Agreement between Medicus Corporation and the Company, dated as of June 1, 2000 (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000)
- 10.2(b) First Amendment to Equipment Lease Agreement between Medicus Corporation and the Company, dated as of June 29, 2010 (Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010)

- 10.3(a) Form of Indemnification Agreement between the Company and [ ] dated August 16, 1995, including a schedule identifying the individuals that are a party to such Indemnification Agreements (Incorporated by reference to Exhibit 10.37 to the Company's Registration Statement on Form S-1 (File No. 33-98698) which became effective on January 24, 1996)\*
- 10.3(b) Form of Indemnification Agreement for Non-Employee Directors and Officers (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*
- 10.4 1996 Incentive Stock Option and Non-Qualified Stock Option Plan (as amended through December 27, 1997) (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.5 1998 Stock Option Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.6 1999 Stock Option Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.7(a) Employee Stock Purchase Plan (as amended on May 17, 2004) (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (Registration No. 333-127488) filed on August 12, 2005)\*
- 10.7(b) First Amendment to Employee Stock Purchase Plan, dated October 26, 2005 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 1, 2005)\*
- 10.8(a) 2000 Equity Incentive Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.8(b) Amendment to 2000 Equity Incentive Plan (effective as of May 17, 2012) (Incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.8(c) Amendment to 2000 Equity Incentive Plan (effective as of January 1, 2013) (Incorporated by reference to Exhibit 10.8(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.9(a) 2001 Equity Incentive Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.9(b) Amendment to 2001 Equity Incentive Plan (effective as of May 17, 2012) (Incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.9(c) Amendment to 2001 Equity Incentive Plan (effective as of January 1, 2013) (Incorporated by reference to Exhibit 10.9(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.10(a) Second Amended and Restated 2003 Equity Incentive Plan effective May 19, 2010 (Incorporated by reference to Exhibit 10 to the Company's Current Report on Form 8-K filed May 21, 2010)\*
- 10.10(b) Amendment to the Second Amended and Restated 2003 Equity Incentive Plan effective May 17, 2012 (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*



- 10.10(c) Amendment to the Second Amended and Restated 2003 Equity Incentive Plan effective January 1, 2013 (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*
- 10.10(d) Third Amended and Restated 2003 Equity Incentive Plan effective May 22, 2015 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 29, 2015)\*
- 10.11(a) Second Amended and Restated Employment Agreement dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004)\*
- 10.11(b) Amendment 2006-1, dated as of December 19, 2006, to the Second Amended and Restated Employment Agreement, between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 22, 2006)\*
- 10.11(c) Amendment 2008-1, dated as of March 6, 2008, to the Second Amended and Restated Employment Agreement, between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.12(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.11(d) Amendment 2008-2, dated as of August 6, 2008, to the Second Amended and Restated Employment Agreement between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.11(e) Amendment 2009-1, dated as of April 13, 2009, to the Second Amended and Restated Employment Agreement between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*
- 10.11(f) Letter Agreement dated May 17, 2011 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 23, 2011)\*
- 10.11(g) Letter dated December 20, 2011 from Stuart M. Essig to the Company (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed December 23, 2011)\*
- 10.11(h) Letter Agreement dated June 7, 2012 between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 7, 2012)\*
- 10.12 Indemnity letter agreement dated December 27, 1997 from the Company to Stuart M. Essig (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.13(a) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit B of Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.13(b) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.13(c) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit B of Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004)\*
- 10.14(a) Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company dated December 19, 2005 (Incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)\*
- 10.14(b) Amendment 2008-1, dated as of January 2, 2008, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.15(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*



- 10.14(c) Amendment 2008-2, dated as of December 18, 2008, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*
- 10.14(d) Amendment 2009-1, dated as of April 13, 2009, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*
- 10.14(e) Amendment 2010-1, dated as of October 12, 2010, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed October 12, 2010)\*
- 10.14(f) Letter dated as of February 22, 2012 from John B. Henneman, III to the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 22, 2012)\*
- 10.14(g) Second Amended and Restated 2005 Employment Agreement between the Company and John B. Henneman, III (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 23, 2014)\*
- 10.15 Consulting Agreement, dated October 12, 2010, between the Company and Inception Surgical (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.16 Severance Agreement between Richard D. Gorelick and the Company dated as of January 3, 2012 (Incorporated by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*
- 10.17(a) Severance Agreement between Judith O'Grady and the Company dated as of January 4, 2010 (Incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009)\*
- 10.17(b) Severance Agreement between Judith O'Grady and the Company dated as of January 3, 2011 (Incorporated by reference to Exhibit 10.17(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2010)\*
- 10.17(c) Severance Agreement between Judith O'Grady and the Company dated as of January 3, 2012 (Incorporated by reference to Exhibit 10.16(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011)\*
- 10.18(a) Employment Agreement, dated as of October 12, 2010, between Peter J. Arduini and the Company (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed October 12, 2010)\*
- 10.18(b) Amended and Restated Employment Agreement dated December 20, 2011 between Peter J. Arduini and the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 23, 2011)\*
- 10.18(c) Second Amended and Restated Employment Agreement between the Company and Peter J. Arduini (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 20, 2014)\*
- 10.19 Form of Notice of Stock Option Grant with Eight-Year Term for Peter J. Arduini (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed December 23, 2011)\*
- 10.20 Letter Agreement dated February 19, 2013 between Peter J. Arduini and Integra LifeSciences Holdings Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 25, 2013)\*

- 10.21(a) Lease Contract, dated April 1, 2005, between the Puerto Rico Industrial Development Company and Integra CI, Inc. (executed on September 15, 2006) (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006)
- 10.21(b) Amendment to Lease Contract dated as of November 2, 2011, between Integra CI, Inc. and Puerto Rico Industrial Development Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 7, 2011)
- 10.21(c) Termination of Amendment to Lease Contract, dated as of April 2, 2012, between Integra CI, Inc. and Puerto Rico Industrial Development Company (Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012)
- 10.22 Restricted Units Agreement dated December 27, 1997 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.23 Stock Option Grant and Agreement pursuant to 1999 Stock Option Plan dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.24 Stock Option Grant and Agreement pursuant to 2000 Equity Incentive Plan dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.25(a) Restricted Units Agreement dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.25(b) Amendment 2006-1, dated as of October 30, 2006, to the Stuart M. Essig Restricted Units Agreement dated as of December 22, 2000 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 3, 2006)\*
- 10.26 Stock Option Grant and Agreement pursuant to 2003 Equity Incentive Plan dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.27(a) Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.27(b) Amendment 2006-1, dated as of October 30, 2006, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 27, 2004 (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 3, 2006)\*
- 10.27(c) Amendment 2008-1, dated as of March 6, 2008, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 27, 2004 (Incorporated by reference to Exhibit 10.25(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.27(d) Amendment 2011-1, dated as of May 17, 2011, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 24, 2004 (Incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.28 Contract Stock/Units Agreement dated as of May 17, 2011 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on May 23, 2011)\*
- 10.29 Form of Amendment 2011-1 to Contract Stock/Restricted Units Agreements between the Company and Mr. Essig (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*

- 10.30 Form of Stock Option Grant and Agreement between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.31(a) Form of Contract Stock/Restricted Units Agreement for Stuart M. Essig (Incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.31(b) New Form of Contract Stock/Restricted Units Agreement (for Annual Equity Awards) for Stuart M. Essig (Incorporated by reference to Exhibit 10.28(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2010)\*
- 10.31(c) Form of Amendment 2011-1 to Contract Stock/Restricted Units Agreement between the Company and Mr. Essig (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.32 Form of Performance Stock Agreement for Stuart M. Essig (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.33 Form of Restricted Stock Agreement for Stuart M. Essig for 2009 (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed April 13, 2009)\*
- 10.34 Form of Performance Stock Agreement (Executive Officers) (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on February 25, 2013)\*
- 10.35 Performance Incentive Compensation Plan effective January 1, 2013 (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*
- 10.36 New Form of Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan (for 2011) Annual Equity Award for Stuart M. Essig (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.37 Form of Notice of Grant of Stock Option and Stock Option Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 29, 2005)\*
- 10.38 Form of Non-Qualified Stock Option Agreement (Non-Directors) (Incorporated by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.39 Form of Incentive Stock Option Agreement (Incorporated by reference to Exhibit 10.36 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.40 Form of Non-Qualified Stock Option Agreement (Directors) (Incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.41 Form of Stock Option Agreement (Executive Officers) (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015)\*
- 10.42 Form of Stock Option Agreement for Glenn Coleman (Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015)\*
- 10.43 Agreement and General Release by and between Robert Paltridge and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015)\*
- 10.44(a) Form of Change in Control Severance Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 1, 2014)\*

- 10.44(b) Form of Change in Control Severance Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 30, 2015)\*
- 10.45(a) Compensation of Directors of the Company effective May 17, 2011 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 16, 2010)\*
- 10.45(b) Compensation of Non-Employee Directors of the Company effective May 17, 2012 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 13, 2012)\*
- 10.45(c) Compensation of Non-Employee Directors of the Company effective May 22, 2013 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 14, 2012)\*
- 10.45(d) Compensation of Non-Employee Directors of the Company effective July 24, 2013 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 29, 2013)\*
- 10.45(e) Compensation of Non-Employee Directors of the Company effective May 22, 2015 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 18, 2014)\*
- 10.45(f) Compensation of Non-Employee Directors of the Company effective May 24, 2016 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 17, 2015)\*
- 10.46(a) Form of Restricted Stock Agreement for Non-Employee Directors under the 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.46(b) New Form of Restricted Stock Agreement for Non-Employee Directors under the 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.38(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.46(c) Form of Restricted Stock Agreement for Executive Officers — Annual Vesting (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 25, 2009)\*
- 10.46(d) Form of Restricted Stock Agreement for Executive Officers — Annual Vesting (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.46(e) New Form of Restricted Stock Agreement for Executive Officers — Annual Vesting (Incorporated by reference to Exhibit 10.38(e) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.46(f) Form of Restricted Stock Agreement for Executive Officers — Cliff Vesting (Incorporated by reference to Exhibit 10.8 to the Company's Quarter Report on Form 10-Q for the quarter ended March 31, 2009)\*
- 10.46(g) Form of Restricted Stock Agreement for Executive Officers — Cliff Vesting (Incorporated by reference to Exhibit 10.6 to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.46(h) New Form of Restricted Stock Agreement for Executive Officers — Cliff Vesting (Incorporated by reference to Exhibit 10.38(h) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.46(i) Form of Restricted Stock Agreement for Mr. Henneman for 2008 and 2009 (Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*

- 10.46(j) Form of Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan for Mr. Henneman (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*
- 10.46(k) Form of Option Agreement for John B. Henneman, III (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 6, 2008)\*
- 10.46(l) Form of Performance Stock Agreement for John B. Henneman, III (Incorporated by reference to Exhibit 10.37(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.46(m) Form of Contract Stock/Restricted Units Agreement (for Signing Grant) for Mr. Arduini (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.46(n) Form of Contract Stock/Restricted Units Agreement (for Annual Equity Awards) for Mr. Arduini (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.46(o) Form of Non-Qualified Stock Option Agreement for Mr. Arduini (Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.46(p) Form of Restricted Stock Agreement for Mr. Henneman (Incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.46(q) Form of Restricted Stock Agreement (Annual Vesting) for Mr. Henneman (Incorporated by reference to Exhibit 10.39(n) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011)\*
- 10.47 Annual Executive Physical Medical Exam Arrangement (Incorporated by reference to the Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 29, 2013)\*
- 10.48 Reimbursement of Legal Fees Arrangement for CFO (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on July 29, 2013)\*
- 10.49 Amended and Restated Management Incentive Compensation Plan, as of January 1, 2008 (Incorporated by reference to Exhibit 10.43(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.50 Form of 2010 Convertible Bond Hedge Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.51 Form of 2012 Convertible Bond Hedge Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.52 Form of 2010 Amended and Restated Issuer Warrant Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.53 Form of 2012 Amended and Restated Issuer Warrant Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.54 Letter Agreement, dated June 9, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.4 to the Company's Form 8-K filed on June 15, 2011)
- 10.55 Letter Agreement, dated June 9, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.8 to the Company's Form 8-K filed on June 15, 2011)



- 10.56 Letter Agreement, dated June 9, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.6 to the Company's Form 8-K filed on June 15, 2011)
- 10.57 Letter Agreement, dated June 9, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on June 15, 2011)
- 10.58 Letter Agreement, dated June 9, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed on June 15, 2011)
- 10.59 Letter Agreement, dated June 9, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.7 to the Company's Form 8-K filed on June 15, 2011)
- 10.60 Letter Agreement, dated June 9, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.5 to the Company's Form 8-K filed on June 15, 2011)
- 10.61 Letter Agreement, dated June 9, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 15, 2011)
- 10.62 Letter Agreement, dated June 14, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.9 to the Company's Form 8-K filed on June 15, 2011)
- 10.63 Letter Agreement, dated June 14, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.10 to the Company's Form 8-K filed on June 15, 2011)
- 10.64 Letter Agreement, dated June 14, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.11 to the Company's Form 8-K filed on June 15, 2011)
- 10.65 Letter Agreement, dated June 14, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.12 to the Company's Form 8-K filed on June 15, 2011)
- 10.66 Letter Agreement, dated June 14, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.13 to the Company's Form 8-K filed on June 15, 2011)
- 10.67 Letter Agreement, dated June 14, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.14 to the Company's Form 8-K filed on June 15, 2011)
- 10.68 Letter Agreement, dated June 14, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.15 to the Company's Form 8-K filed on June 15, 2011)
- 10.69 Letter Agreement, dated June 14, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.16 to the Company's Form 8-K filed on June 15, 2011)
- 10.70 Piggyback Registration Rights Agreement dated December 22, 2008 between Integra LifeSciences Holdings Corporation and George Heenan, Thomas Gilliam and Michael Evers, as trustees of The Bruce A. LeVahn 2008 Trust and Steven M. LeVahn (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 29, 2008)



- 10.71(a) Lease Agreement between 109 Morgan Lane, LLC and Integra LifeSciences Corporation, dated May 15, 2008 (Incorporated by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)
- 10.71(b) First Amendment to Lease Agreement between 109 Morgan Lane, LLC and Integra LifeSciences Corporation, dated March 9, 2009 (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009)
- 10.71(c) Lease Agreement dated as of July 1, 2013, between 109 Morgan Lane, LLC and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 1, 2013)
- 10.72 Offer Letter between Glenn Coleman and the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 29, 2014)\*
- 12.1 Statement Regarding the Computation of Ratio of Earnings to Fixed Charges and Preferred Share Dividends for the Years Ended 2008, 2009, 2010, 2011 and 2012, and the Nine Months Ended September 30, 2013 (Incorporated by reference to Exhibit 12.1 to the Company's Registration Statement on Form S-3 ASR filed November 4, 2013)
- 18.1 Preferability letter of Independent Public Accounting Firm dated May 1, 2014 (Incorporated by reference to Exhibit 18 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014)
- 18.2 Preferability Letter of Independent Public Accounting Firm dated July 31, 2012 (Incorporated by reference to Exhibit 18.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)
- 21 Subsidiaries of the Company+
- 23 Consent of Pricewaterhouse Coopers LLP+
- 31.1 Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+
- 31.2 Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+
- 32.1 Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+
- 32.2 Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+
- 99.1 Letter, dated December 21, 2011, from the United States Food and Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on January 5, 2012)
- 99.2 Food and Drug Administration Form FDA-483, dated July 30, 2012, relating to inspection of Plainsboro, NJ manufacturing facility (Incorporated by reference to Exhibit 99.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)
- 99.3 Letter, dated November 1, 2012, from the United States Food and Drug Administration to Integra NeuroSciences Ltd. (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on November 13, 2012)
- 99.4 Letter, dated February 13, 2013, from the United States Federal Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on February 19, 2013)

99.5	Letter, dated September 24, 2013, from the United States Federal Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on September 27, 2013)
99.6	Food and Drug Administration Form FDA-483, dated November 26, 2013, relating to the inspection of the Añasco Facility (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on December 3, 2013)
99.7	Letter, dated January 14, 2015, from the United States Food and Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on January 20, 2015)
99.8	Letter, dated May 29, 2015, from the United States Food and Drug Administration to TEI Biosciences Inc. (Incorporated by reference to Exhibit 99.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015)
99.9	Letter, dated June 30, 2015, from the United States Food and Drug Administration to Integra LifeSciences (Ireland) Limited (Incorporated by reference to Exhibit 99.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015)
101.INS	XBRL Instance Document+#
101.SCH	XBRL Taxonomy Extension Schema Document+#
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document+#
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document+#
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document+#

\* Indicates a management contract or compensatory plan or arrangement.

+ Indicates this document is filed as an exhibit herewith.

# The financial information of Integra LifeSciences Holdings Corporation Annual Report on Form 10-K for the year ended December 31, 2015 filed on February 26, 2016 formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations, (ii) the Consolidated Statement of Comprehensive Income (Loss), (iii) the Consolidated Balance Sheets, (iv) Parenthetical Data to the Consolidated Balance Sheets, (v) the Consolidated Statements of Cash Flows, (vi) the Consolidated Statements of Changes in Stockholders' Equity, and (vii) Notes to Consolidated Financial Statements, is furnished electronically herewith.

The Company's Commission File Number for Reports on Form 10-K, Form 10-Q and Form 8-K is 0-26224.

## SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### INTEGRA LIFESCIENCES HOLDINGS CORPORATION

By: /s/ Peter J. Arduini

Peter J. Arduini  
President and Chief Executive Officer

Date: February 26, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons, on behalf of the registrant in the capacities indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Peter J. Arduini</u> Peter J. Arduini	President and Chief Executive Officer, and Director (Principal Executive Officer)	February 26, 2016
<u>/s/ Glenn G. Coleman</u> Glenn G. Coleman	Corporate Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 26, 2016
<u>/s/ Stuart M. Essig, Ph.D.</u> Stuart M. Essig, Ph.D.	Chairman of the Board	February 26, 2016
<u>/s/ Keith Bradley, Ph.D.</u> Keith Bradley, Ph.D.	Director	February 26, 2016
<u>/s/ Richard E. Caruso, Ph.D.</u> Richard E. Caruso, Ph.D.	Director	February 26, 2016
<u>/s/ Barbara B. Hill</u> Barbara B. Hill	Director	February 26, 2016
<u>/s/ Lloyd W. Howell, Jr.</u> Lloyd W. Howell, Jr.	Director	February 26, 2016
<u>/s/ Donald E. Morel, Jr., Ph.D.</u> Donald E. Morel, Jr., Ph.D.	Director	February 26, 2016
<u>/s/ Raymond G. Murphy</u> Raymond G. Murphy	Director	February 26, 2016
<u>/s/ Christian S. Schade</u> Christian S. Schade	Director	February 26, 2016
<u>/s/ James M. Sullivan</u> James M. Sullivan	Director	February 26, 2016

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Integra LifeSciences Holdings Corporation:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, comprehensive income (loss), changes in stockholders' equity and cash flows present fairly, in all material respects the financial position of Integra LifeSciences Holdings Corporation and its subsidiaries at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) of the Company's 2015 Annual Report on Form 10-K presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it classifies deferred taxes in 2015 due to the adoption of Accounting Standards Update 2015-17, Balance Sheet Classification of Deferred Taxes.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management's Annual Report on Internal Control Over Financial Reporting, management has excluded TEI from their assessment of internal control over financial reporting as of December 31, 2015 because it was acquired by the Company in a purchase business combination on July 17, 2015. We have also excluded TEI from our audit of internal control over financial reporting as of December 31, 2015 because it was acquired by the Company in a purchase business combination. The total assets and total revenues of TEI, a wholly-owned subsidiary, was 1.8% and 3.2%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2015.

/s/ PricewaterhouseCoopers LLP

Florham Park, New Jersey  
February 26, 2016

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Years Ended December 31,		
	2015	2014	2013
	(In thousands, except per share amounts)		
<b>Total revenue, net</b> .....	\$882,734	\$796,717	\$696,832
<b>Costs and Expenses:</b>			
Cost of goods sold .....	326,542	302,946	279,548
Research and development .....	50,895	43,559	42,622
Selling, general and administrative .....	415,757	375,545	332,190
Intangible asset amortization .....	9,953	6,810	7,099
<b>Total costs and expenses</b> .....	803,147	728,860	661,459
<b>Operating income</b> .....	79,587	67,857	35,373
Interest income .....	13	168	4,933
Interest expense .....	(23,517)	(21,967)	(19,725)
Other income (expense), net .....	4,588	(492)	(1,795)
<b>Income from continuing operations before income taxes</b> .....	60,671	45,566	18,786
Provision (benefit) for income taxes .....	53,820	9,271	(3,241)
<b>Net income from continuing operations</b> .....	\$ 6,851	\$ 36,295	\$ 22,027
Loss from discontinued operations (net of tax benefit) .....	\$ (10,370)	\$ (2,291)	\$ (43,094)
<b>Net (loss) income</b> .....	\$ (3,519)	\$ 34,004	\$ (21,067)
Net (loss) income per share—basic:			
Income from continuing operations .....	\$ 0.20	\$ 1.12	\$ 0.78
Loss from discontinued operations .....	\$ (0.30)	\$ (0.07)	\$ (1.52)
Net (loss) income per share—basic .....	\$ (0.10)	\$ 1.05	\$ (0.74)
Net (loss) income per share—diluted:			
Income from continuing operations .....	\$ 0.19	\$ 1.10	\$ 0.76
Loss from discontinued operations .....	\$ (0.29)	\$ (0.07)	\$ (1.50)
Net (loss) income per share—diluted .....	\$ (0.10)	\$ 1.03	\$ (0.74)
Weighted average common shares outstanding (See Note 12):			
Basic .....	34,495	32,432	28,416
Diluted .....	35,677	32,960	28,802

The accompanying notes are an integral part of these consolidated financial statements.



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

	Years Ended December 31,		
	2015	2014	2013
	(In thousands)		
Net (loss) income .....	\$ (3,519)	\$ 34,004	\$(21,067)
Other comprehensive income (loss), before tax:			
Change in foreign currency translation adjustments .....	(25,841)	(26,674)	5,874
Unrealized loss on derivatives			
Unrealized derivative losses arising during period .....	(25)	(206)	(110)
Less: Reclassification adjustments for losses included in net income (loss) .....	(923)	(1,747)	(1,830)
Unrealized gain on derivatives .....	898	1,541	1,720
Defined benefit pension plan—net gain (loss) arising during period .....	904	1,672	(1,398)
Total other comprehensive income (loss), before tax .....	(24,039)	(23,461)	6,196
Income tax (expense) benefit related to items in other comprehensive income (loss) .....	(375)	(954)	(472)
Total other comprehensive income (loss), net of tax .....	(24,414)	(24,415)	5,724
Comprehensive income (loss), net of tax .....	\$(27,933)	\$ 9,589	\$(15,343)

The accompanying notes are an integral part of these consolidated financial statements.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

	December 31,	
	2015	2014
	(In thousands)	
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents . . . . .	\$ 48,132	\$ 71,734
Restricted cash and cash equivalents . . . . .	4,073	—
Trade accounts receivable, net of allowances of \$5,572 and \$5,659 . . . . .	132,241	110,414
Inventories, net . . . . .	211,429	189,133
Deferred tax assets . . . . .	—	30,564
Prepaid expenses and other current assets . . . . .	42,620	27,691
Current assets of discontinued operations . . . . .	—	99,785
	438,495	529,321
Property, plant and equipment, net . . . . .	205,181	193,626
Intangible assets, net . . . . .	603,740	412,568
Goodwill . . . . .	512,389	363,479
Deferred tax assets . . . . .	6,932	4,471
Other assets . . . . .	7,967	10,220
Non-current assets of discontinued operations . . . . .	—	73,734
	\$1,774,704	\$1,587,419
	\$1,774,704	\$1,587,419
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Borrowings under senior credit facility . . . . .	\$ 14,375	\$ 3,750
Accounts payable, trade . . . . .	34,772	28,867
Deferred revenue . . . . .	5,666	5,176
Accrued compensation . . . . .	45,154	34,643
Accrued expenses and other current liabilities . . . . .	39,160	39,809
Current liabilities of discontinued operations . . . . .	—	13,780
	139,127	126,025
Long-term borrowings under senior credit facility . . . . .	481,875	413,125
Long-term convertible securities . . . . .	218,720	213,121
Deferred tax liabilities . . . . .	154,891	100,417
Other liabilities . . . . .	28,648	27,778
Long-term liabilities of discontinued operations . . . . .	—	2,631
	1,023,261	883,097
Total liabilities . . . . .	1,023,261	883,097
Commitments and contingencies		
Stockholders' Equity:		
Preferred Stock; no par value; 15,000 authorized shares; none outstanding . . . . .	—	—
Common stock; \$0.01 par value; 60,000 authorized shares; 45,857 and 41,644 issued at December 31, 2015 and 2014, respectively . . . . .	459	416
Additional paid-in capital . . . . .	1,020,128	779,555
Treasury stock, at cost; 8,915 and 8,907 shares at December 31, 2015 and 2014, respectively . . . . .	(367,121)	(367,121)
Accumulated other comprehensive loss . . . . .	(47,902)	(23,488)
Retained earnings . . . . .	145,879	314,960
	751,443	704,322
Total stockholders' equity . . . . .	751,443	704,322
Total liabilities and stockholders' equity . . . . .	\$1,774,704	\$1,587,419

The accompanying notes are an integral part of these consolidated financial statements.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended December 31,		
	2015	2014	2013
	(In thousands)		
<b>OPERATING ACTIVITIES:</b>			
Net (loss) income	\$ (3,519)	\$ 34,004	\$ (21,067)
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Loss from discontinued operations, net of tax	10,370	2,291	43,094
Depreciation and amortization	58,863	46,434	31,013
Non-cash impairment charges	380	790	340
Deferred income tax provision (benefit)	(351)	(6,849)	(1,341)
Non-cash valuation allowance	37,210	—	—
Share-based compensation	15,450	14,554	9,842
Amortization of debt issuance costs	2,264	2,571	2,298
Non-cash interest expense	7,911	7,104	6,463
Payment of accreted interest	(384)	—	—
Loss on disposal of property and equipment	481	909	1,965
Excess tax benefits from stock-based compensation arrangements	(3,792)	(1,384)	(270)
Change in fair value of contingent consideration	(177)	(764)	—
Gain on bargain purchase	(1,111)	—	—
Changes in assets and liabilities, net of business acquisitions:			
Accounts receivable	(16,231)	(17,145)	1,010
Inventories	(3,759)	(24,138)	(27,364)
Prepaid expenses and other current assets	(233)	16,526	1,996
Other non-current assets	610	(10,914)	1,872
Accounts payable, accrued expenses and other current liabilities	1,629	(1,907)	1,334
Deferred revenue	136	1,118	697
Other non-current liabilities	945	(4,357)	1,159
Net cash provided by operating activities of continuing operations	106,692	58,843	53,041
Net cash (used in) provided by operating activities of discontinued operations	(12,209)	20,620	227
<b>Net cash provided by operating activities</b>	<b>94,483</b>	<b>79,463</b>	<b>53,268</b>
<b>INVESTING ACTIVITIES:</b>			
Change in restricted cash	(4,087)	—	—
Cash used in business acquisitions, net of cash acquired	(328,888)	(320,921)	(2,980)
Purchases of property and equipment	(33,413)	(38,340)	(42,301)
Sales of property and equipment	1,438	—	535
Other changes in intangible assets	—	(475)	—
Net cash used in investing activities of continuing operations	(364,950)	(359,736)	(44,746)
Net cash used in investing activities of discontinued operations	(7,060)	(3,581)	(5,550)
<b>Net cash used in investing activities</b>	<b>(372,010)</b>	<b>(363,317)</b>	<b>(50,296)</b>
<b>FINANCING ACTIVITIES:</b>			
Borrowings under senior credit facility	545,000	425,000	30,000
Repayments under senior credit facility	(465,625)	(195,000)	(165,000)
Proceeds from the issuance of common stock, net of issuance costs	219,669	—	152,458
Distribution to SeaSpine	(47,013)	—	—
Payment of liability component of convertible notes	(2,519)	—	—
Payment of capital lease obligation	(709)	(605)	—
Debt issuance costs	(1,426)	(3,210)	(1,053)
Proceeds from exercised stock options	7,345	15,215	2,344
Excess tax benefits from stock-based compensation arrangements	3,791	1,384	270
<b>Net cash provided by financing activities</b>	<b>258,513</b>	<b>242,784</b>	<b>19,019</b>
Effect of exchange rate changes on cash and cash equivalents	(4,848)	(7,550)	1,685
Net (decrease) increase in cash and cash equivalents	(23,862)	(48,620)	23,676
Cash and cash equivalents at beginning of period	71,994	120,614	96,938
Cash and cash equivalents at end of period	<u>\$ 48,132</u>	<u>\$ 71,994</u>	<u>\$ 120,614</u>

The accompanying notes are an integral part of these consolidated financial statements.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

	Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Equity
	Shares	Amount	Shares	Amount				
	(In thousands)							
Balance, December 31, 2012	36,852	\$369	(8,907)	\$(367,121)	\$ 587,301	\$ (4,797)	\$ 302,023	\$ 517,775
Net loss	—	—	—	—	—	—	(21,067)	(21,067)
Other comprehensive income (loss), net of tax	—	—	—	—	—	5,724	—	5,724
Issuance of common stock	4,025	40	—	—	152,418	—	—	152,458
Issuance of common stock through employee benefit plans	6	—	—	—	234	—	—	234
Share-based compensation	159	1	—	—	10,965	—	—	10,966
Balance, December 31, 2013	41,042	\$410	(8,907)	\$(367,121)	\$ 750,918	\$ 927	\$ 280,956	\$ 666,090
Net income	—	—	—	—	—	—	34,004	34,004
Other comprehensive income (loss), net of tax	—	—	—	—	—	(24,415)	—	(24,415)
Issuance of common stock through employee benefit plans	6	—	—	—	286	—	—	286
Share-based compensation	596	6	—	—	28,351	—	—	28,357
Balance, December 31, 2014	41,644	\$416	(8,907)	\$(367,121)	\$ 779,555	\$(23,488)	\$ 314,960	\$ 704,322
Net loss	—	—	—	—	—	—	(3,519)	(3,519)
Separation of SeaSpine	—	—	—	—	—	(1,667)	(165,562)	(167,229)
Other comprehensive income (loss), net of tax	—	—	—	—	—	(22,747)	—	(22,747)
Treasury Share purchases	—	—	(8)	—	—	—	—	—
Issuance of common stock	4,003	40	—	—	219,640	—	—	219,680
Issuance of common stock through employee benefit plans	4	—	—	—	231	—	—	231
Share-based compensation	206	3	—	—	20,702	—	—	20,705
Balance, December 31, 2015	<u>45,857</u>	<u>\$459</u>	<u>(8,915)</u>	<u>\$(367,121)</u>	<u>\$1,020,128</u>	<u>\$(47,902)</u>	<u>\$ 145,879</u>	<u>\$ 751,443</u>

The accompanying notes are an integral part of these consolidated financial statements.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. BUSINESS**

Integra LifeSciences Holdings Corporation (the “Company”) was incorporated in Delaware in 1989. The Company, a world leader in medical devices, is dedicated to limiting uncertainty for surgeons through the development, manufacturing, and marketing of cost-effective surgical implants and medical instruments. Its products are used primarily in neurosurgery, extremity reconstruction, orthopedics and general surgery.

The Company sells its products directly through various sales forces and through a variety of other distribution channels.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***BASIS OF PRESENTATION***

These financial statements and the accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America and conform to Regulation S-X under the Securities Exchange Act of 1934, as amended.

***PRINCIPLES OF CONSOLIDATION***

The consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly owned. All intercompany accounts and transactions are eliminated in consolidation. See Note 4, *Acquisitions and Pro Forma Results*, for details of new subsidiaries included in the consolidation.

On July 1, 2015, the Company completed the distribution of 100% of the outstanding common shares of SeaSpine Holdings Corporation (“SeaSpine”) to Integra shareholders who received one share of SeaSpine common stock for every three shares of Integra common stock held as of the close of business on the record date, June 19, 2015. The Company has classified the results of operations, cash flows, and related assets and liabilities of SeaSpine as discontinued operations for all periods presented in the Company’s Form 10-K. Unless indicated otherwise, the information in the Notes to the consolidated financial statements relates to the Company’s continuing operations. Refer to Note 3, *Discontinued Operations*, for additional information regarding the distribution.

***USE OF ESTIMATES***

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities, and the reported amounts of revenues and expenses. Significant estimates affecting amounts reported or disclosed in the consolidated financial statements include allowances for doubtful accounts receivable and sales returns and allowances, net realizable value of inventories, valuation of intangible assets and in-process research and development (“IPR&D”), amortization periods for acquired intangible assets, discount rates and estimated projected cash flows used to value and test impairments of long-lived assets and goodwill, estimates of projected cash flows, depreciation and amortization periods for long-lived assets, computation of taxes, valuation allowances recorded against deferred tax assets, the valuation of stock-based compensation, valuation of pension assets and liabilities, valuation of derivative instruments, valuation of the equity component of convertible debt instruments, and valuation of debt instruments and loss contingencies. These estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the current circumstances. Actual results could differ from these estimates.

***OUT OF PERIOD ADJUSTMENTS***

In the fourth quarter of 2013, income tax benefit was increased by \$1.0 million for the cumulative effect of immaterial errors related to the Company’s reserve for uncertain tax positions that related to prior periods. Of the

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

\$1.0 million increase, \$0.9 million was to correct an error that was recorded in the deferred tax accounts in 2011, and the remainder of the error had an insignificant impact across 2012 and 2013. Based upon the Company's evaluation of relevant factors related to this matter, it concluded that the uncorrected adjustments in the previously issued consolidated financial statements for any of the periods affected are immaterial and that the impact of recording the cumulative correction in the fourth quarter of 2013 is not material to its earnings for the full year ending December 31, 2013.

***RECLASSIFICATIONS***

Certain amounts from the prior years' financial statements have been reclassified in order to conform to the current year's presentation.

***CASH AND CASH EQUIVALENTS***

The Company considers all short-term, highly liquid investments purchased with original maturities of three months or less to be cash equivalents. These investments are carried at cost, which approximates fair value.

***RESTRICTED CASH AND CASH EQUIVALENTS***

Restricted cash and cash equivalents represents cash that is not available for use in our operations. The Company had restricted cash and cash equivalents of \$4.1 million as of December 31, 2015. There was no restricted cash as of December 31, 2014.

***TRADE ACCOUNTS RECEIVABLE AND ALLOWANCES FOR DOUBTFUL ACCOUNTS RECEIVABLE***

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The Company grants credit to customers in the normal course of business, but generally does not require collateral or any other security to support its receivables.

The Company evaluates the collectability of accounts receivable based on a combination of factors. In circumstances where a specific customer is unable to meet its financial obligations to the Company, a provision to the allowances for doubtful accounts is recorded against amounts due to reduce the net recognized receivable to the amount that is reasonably expected to be collected. For all other customers, a provision to the allowances for doubtful accounts is recorded based on factors including the length of time the receivables are past due, the current business environment and the Company's historical experience. Provisions to the allowances for doubtful accounts are recorded to selling, general and administrative expenses. Account balances are charged off against the allowance when it is probable that the receivable will not be recovered.

***INVENTORIES***

Inventories, consisting of purchased materials, direct labor and manufacturing overhead, are stated at the lower of cost, the value determined by the first-in, first-out method, or market. Inventories consisted of the following:

	<b>December 31,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Finished goods . . . . .	\$125,869	\$120,477
Work in process . . . . .	47,962	38,938
Raw materials . . . . .	37,598	29,718
Total inventories, net . . . . .	\$211,429	\$189,133



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

At each balance sheet date, the Company evaluates inventories for excess quantities, obsolescence or shelf life expiration. This evaluation includes analysis of historical sales levels by product, projections of future demand, the risk of technological or competitive obsolescence for products, general market conditions, a review of the shelf life expiration dates for products, as well as the feasibility of reworking or using excess or obsolete products or components in the production or assembly of other products that are not obsolete or for which there are not excess quantities in inventory. To the extent that management determines there are excess or obsolete inventory or quantities with a shelf life that is too near its expiration for the Company to reasonably expect that it can sell those products prior to their expiration, the Company adjusts the carrying value to estimated net realizable value.

The Company capitalizes inventory costs associated with certain products prior to regulatory approval, based on management's judgment of probable economic benefit. The Company could be required to expense previously capitalized costs related to pre-approval inventory upon a change in such judgment, due to, among other potential factors, a denial or delay of approval by necessary regulatory bodies or a decision by management to discontinue the related development program. No such amounts were capitalized at December 31, 2015 or 2014.

***PROPERTY, PLANT AND EQUIPMENT***

Property, plant and equipment are stated at historical cost less accumulated depreciation and any impairment charges. The Company provides for depreciation using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the lesser of the lease term or the useful life. The cost of major additions and improvements is capitalized, while maintenance and repair costs that do not improve or extend the lives of the respective assets are charged to operations as incurred. The cost of computer software developed or obtained for internal use is accounted for in accordance with the Accounting Standards Codification 350-40, *Internal-Use Software*.

Property, plant and equipment balances and corresponding lives were as follows:

	<b>December 31,</b>		<b>Useful Lives</b>
	<b>2015</b>	<b>2014</b>	
	<b>(In thousands)</b>		
Land .....	\$ 2,189	\$ 3,308	
Buildings and building improvements .....	17,611	16,271	5-40 years
Leasehold improvements .....	75,575	41,154	1-20 years
Machinery and production equipment .....	103,083	86,010	3-20 years
Surgical instrument kits .....	15,916	10,758	4-5 years
Information systems and hardware .....	93,742	90,672	1-7 years
Furniture, fixtures, and office equipment .....	15,010	14,861	1-15 years
Construction-in-progress .....	<u>50,571</u>	<u>78,055</u>	
Total .....	373,697	341,089	
Less: Accumulated depreciation .....	<u>(168,516)</u>	<u>(147,463)</u>	
Property, plant and equipment, net .....	<u>\$ 205,181</u>	<u>\$ 193,626</u>	

Depreciation expense associated with property, plant and equipment was \$27.0 million, \$23.7 million, and \$19.9 million for the years ended December 31, 2015, 2014 and 2013, respectively.

The Company leases certain computer equipment under capital lease agreements. The gross carrying value of such leases amounted to \$2.0 million at December 31, 2015 and 2014. The accumulated depreciation of such

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

leases amounted to \$1.3 million and \$0.7 million at December 31, 2015 and 2014, respectively, and the cost is included as a component of furniture, fixtures, office equipment and information systems and hardware.

***CAPITALIZED INTEREST***

The interest cost on capital projects, including facilities build-out and internal use software, is capitalized and included in the cost of the project. Capitalization commences with the first expenditure for the project and continues until the project is substantially complete and ready for its intended use. When no debt is incurred specifically for a project, interest is capitalized on project expenditures using the weighted average cost of the Company's outstanding borrowings. For the years ended December 31, 2015 and 2014, respectively, the Company capitalized \$1.7 million and \$2.6 million and of interest expense into property, plant and equipment.

***ACQUISITIONS***

Results of operations of acquired companies are included in the Company's results of operations as of the respective acquisition dates. The purchase price of each acquisition is allocated to the net assets acquired based on estimates of their fair values at the date of the acquisition. Any purchase price in excess of these net assets is recorded as goodwill. The allocation of purchase price in certain cases may be subject to revision based on the final determination of fair values during the measurement period, which may be up to one year from the acquisition date.

Contingent consideration is recognized at the estimated fair value on the acquisition date. Subsequent changes to the fair value of contingent payments are recognized in earnings. Contingent payments related to acquisitions consist of development, regulatory, and commercial milestone payments, in addition to sales-based payments, and are valued using discounted cash flow techniques. The fair value of development, regulatory, and commercial milestone payments reflects management's expectations of probability of payment, and increases or decreases as the probability of payment or expectation of timing of payments changes. The fair value of sales-based payments is based upon probability-weighted future revenue estimates and increases or decreases as revenue estimates or expectation of timing of payments changes.

***GOODWILL AND OTHER INTANGIBLE ASSETS***

The excess of the cost over the fair value of net assets of acquired businesses is recorded as goodwill. Goodwill is not subject to amortization, but is reviewed for impairment at the reporting unit level annually, or more frequently if impairment indicators arise. The Company's assessment of the recoverability of goodwill is based upon a comparison of the carrying value of goodwill with its estimated fair value. The Company reviews goodwill for impairment annually as of July 31 and whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable.

In the first quarter of 2015 the Company revised its reportable segments in connection with the realignment of its portfolio. Specifically, the Company integrated the five existing business divisions into three global divisions, no longer focusing on international as a separate reportable segment but managing each business globally. The change in reportable segments resulted in the Company's requirement to reallocate existing goodwill to the new reportable segments based on the relative fair value of the Company's four underlying reporting units: Specialty Surgical Solutions Instruments, Specialty Surgical Solutions Neurosurgery, Spine, and Orthopedics and Tissue Technologies. Refer to Note 13 — *Segment and Geographic Information* for more information on the change in reportable segments. With the reportable segments now being managed at a global level, goodwill previously assigned to the EMEA, LAPAC, and Private Label reporting units was reallocated to the new reporting units. The Company estimated the fair value of the four reporting units using a discounted cash flow model, which incorporates significant estimates and assumptions made by management which, by their nature, are characterized by uncertainty. Inputs used to fair value the Company's reporting units are considered

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

inputs of the fair value hierarchy. For Level 3 measurements, significant increases or decreases in long-term growth rates or discount rates in isolation or in combination could result in a significantly lower or higher fair value measurement. The key assumptions impacting the valuation included the following:

- The reporting unit's financial projections, which are based on management's assessment of regional and macroeconomic variables, industry trends and market opportunities, and the Company's strategic objectives and future growth plans.
- The projected terminal value for the reporting unit, which represents the present value of projected cash flows beyond the last period in the discounted cash flow analysis. The terminal value reflects the Company's assumptions related to long-term growth rates and profitability, which are based on several factors, including local and macroeconomic variables, market opportunities, and future growth plans.
- The discount rate used to measure the present value of the projected future cash flows is set using a weighted-average cost of capital method that considers market and industry data as well as the Company's specific risk factors that are likely to be considered by a market participant. The weighted-average cost of capital is the Company's estimate of the overall after-tax rate of return required by equity and debt holders of a business enterprise.

Given the excess of the Specialty Surgical Solutions Instruments, Specialty Surgical Solutions Neurosurgery, and Orthopedics and Tissue Technologies estimated fair values over their carrying values after the reallocation of goodwill, no impairment was recognized. The goodwill assigned to the Spine reporting unit was impaired during the first quarter of 2015 and the impairment charge has been presented in the Company's discontinued operations.

In addition to the goodwill impairment testing performed in conjunction with the change in reportable segments, the Company performed its annual goodwill impairment test as of July 31, 2015. In reviewing goodwill for impairment, the Company has the option — for any or all of its reporting units that carry goodwill — to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not (i.e. greater than 50%) that the estimated fair value of a reporting unit is less than its carrying amount. If the Company elects to perform a qualitative assessment and determines that an impairment is more likely than not, the Company is then required to perform the two-step quantitative impairment test, otherwise no further analysis is required. The Company also may elect not to perform the qualitative assessment and, instead, proceed directly to step one of the two-step quantitative impairment test. The ultimate outcome of the goodwill impairment review for a reporting unit should be the same whether the Company chooses to perform the qualitative assessment or proceeds directly to the two-step quantitative impairment test.

On July 1, 2015, the Company completed the separation of its spine business, which also represented a reporting unit. See Note 3 — *Discontinued Operations* for additional information. Following the separation, the Company has three remaining underlying reporting units. The Company elected to perform a two-step quantitative analysis for its three reporting units as of July 31, 2015. To derive the fair value of the reporting units, the Company utilized a discounted cash flow model and inputs and assumptions that were similar to its discounted cash flow model performed in the reallocation of goodwill. The Company determined, after performing the Step-1 fair value analysis, that the reporting units' fair value was in excess of their carrying value; therefore, it was not necessary to proceed to Step-2 of the goodwill impairment test for Specialty Surgical Solutions Instruments, Specialty Surgical Solutions Neurosurgery, and Orthopedics and Tissue Technologies.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Changes in the carrying amount of goodwill in 2015 and 2014 were as follows:

	<u>Specialty Surgical Solutions</u>	<u>Orthopedics and Tissue Technologies</u>	<u>Total</u>
	(In thousands)		
Goodwill at December 31, 2014 .....	\$281,829	\$ 81,650	\$363,479
MicroFrance working capital and purchase price adjustments .....	(1,069)	—	(1,069)
Metasurg working capital and purchase price adjustment ....	—	263	263
TEI acquisition .....	—	147,878	147,878
Tekmed acquisition .....	9,665	—	9,665
Foreign currency translation .....	<u>(5,449)</u>	<u>(2,378)</u>	<u>(7,827)</u>
Balance, December 31, 2015 .....	<u>\$284,976</u>	<u>\$227,413</u>	<u>\$512,389</u>

When the Company acquires a business, the assets acquired, including IPR&D, and liabilities assumed are recorded at their respective fair values as of the acquisition date. The Company's policy defines IPR&D as the fair value of those projects for which the related products have not received regulatory approval and have no alternative future use. Determining the fair value of intangible assets, including IPR&D, acquired as part of a business combination requires the Company to make significant estimates. These estimates include the amount and timing of projected future cash flows, the discount rate used to discount those cash flows to present value, the assessment of the asset's life cycle, and the consideration of legal, technical, regulatory, economic, and competitive risks. The fair value assigned to other intangible assets, including IPR&D, is determined by estimating the future cash flows of each project or technology and discounting the net cash flows back to their present values. The discount rate used is determined at the time of measurement in accordance with accepted valuation methodologies.

IPR&D acquired in a business combination is capitalized as an indefinite-lived intangible asset. Development costs incurred after the acquisition are expensed as incurred. Upon receipt of regulatory approval, the indefinite-lived intangible asset is then accounted for as a finite-lived intangible asset and amortized on a straight-line basis or accelerated basis, as appropriate, over its estimated useful life. If the R&D project is subsequently abandoned, the indefinite-lived intangible asset is charged to expense. IPR&D acquired outside of a business combination is expensed immediately.

Due to the uncertainty associated with R&D projects, there is risk that actual results will differ materially from the original cash flow projections and that the R&D project will result in a successful commercial product. The risks associated with achieving commercialization include, but are not limited to, delay or failure to obtain regulatory approvals to conduct clinical trials, delay or failure to obtain required market clearances, delays or issues with patent issuance, or validity and litigation.

Other intangible assets include patents, trademarks, purchased technology, and supplier and customer relationships. Identifiable intangible assets are initially recorded at fair market value at the time of acquisition generally using an income or cost approach. The Company capitalizes costs incurred to renew or extend the term of recognized intangible assets and amortizes those costs over their expected useful lives.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The components of the Company's identifiable intangible assets were as follows:

	Weighted Average Life	December 31, 2015		
		Cost	Accumulated Amortization	Net
		(Dollars in Thousands)		
Completed technology . . . . .	17 years	\$480,684	\$ (67,978)	\$412,706
Customer relationships . . . . .	12 years	153,246	(68,811)	84,435
Trademarks/brand names(2) . . . . .	30 years	90,837	(16,374)	74,463
Supplier relationships . . . . .	27 years	34,721	(12,236)	22,485
All other(1) . . . . .	5 years	10,958	(1,307)	9,651
		<u>\$770,446</u>	<u>\$(166,706)</u>	<u>\$603,740</u>
	Weighted Average Life	December 31, 2014		
		Cost	Accumulated Amortization	Net
		(Dollars in Thousands)		
Completed technology . . . . .	18 years	\$314,664	\$ (46,339)	\$268,325
Customer relationships . . . . .	13 years	105,201	(63,689)	41,512
Trademarks/brand names(2) . . . . .	34 years	44,220	(15,455)	28,765
Trademarks/brand names(2) . . . . .	Indefinite	48,484	—	48,484
Supplier relationships . . . . .	27 years	34,721	(10,809)	23,912
All other(1) . . . . .	4 years	2,910	(1,340)	1,570
		<u>\$550,200</u>	<u>\$(137,632)</u>	<u>\$412,568</u>

- (1) At December 31, 2015 and 2014, all other included IPR&D of \$1.0 million and \$1.4 million, respectively, which was indefinite-lived.
- (2) In August 2015, the Company reevaluated the Miltex, CUSA, Luxtec, and Omni-Tract trade names and determined that they are no longer indefinite-lived intangible assets. The Company assigned remaining useful lives ranging from 20 to 30 years, consistent with other trademarks/brand names, and began amortization.

The Company performs its assessment of the recoverability of indefinite-lived intangible assets annually during the second quarter, or more frequently as impairment indicators arise, and it is based upon a comparison of the carrying value of such assets to their estimated fair values. The Company performed its most recent annual assessment during the second quarter of 2015, which resulted in no impairments.

During 2015, the Company recorded impairment charges of \$0.4 million in research and development expense related to IPR&D projects that have been discontinued in its Orthopedics and Tissue Technologies segment.

During 2014, the Company recorded impairment charges of \$0.2 million in research and development expense related to IPR&D projects primarily acquired in connection with the Metasurg acquisition. In connection with this acquisition, we acquired IPR&D related to a product that will be discontinued. Therefore, a full-impairment of acquired IPR&D was recorded in the Company's selling, general, and administrative expenses. We also recorded an impairment charge of \$0.6 million in cost of sales related to acquired technology product rights in conjunction with the Covidien acquisition. Subsequent to the acquisition date, a regulatory event occurred that was not known, or knowable, at the time of acquisition which resulted in the impairment.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

During 2013, the Company recorded impairment charges of \$0.4 million in research and development expense related to IPR&D projects that have been discontinued in its Orthopedics and Tissue Technologies segment.

Amortization expense (including amounts reported in cost of product revenues, but excluding any possible future amortization associated with acquired IPR&D) for the years ended December 31, 2015, 2014 and 2013 was \$32.2 million, \$22.7 million and \$11.2 million, respectively. Annual amortization expense is expected to approximate \$42.2 million in 2016, \$41.5 million in 2017, \$40.7 million in 2018, \$40.6 million in 2019 and \$40.5 million in 2020. Amortization of product technology based intangible assets totaled \$22.3 million, \$15.9 million and \$4.1 million for the years ended December 31, 2015, 2014 and 2013, respectively, and is presented by the Company within cost of goods sold.

***LONG-LIVED ASSETS***

Long-lived assets held and used by the Company, including property, plant and equipment and intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. For purposes of evaluating the recoverability of long-lived assets to be held and used, a recoverability test is performed using projected undiscounted net cash flows applicable to the long-lived assets. If an impairment exists, the amount of such impairment is calculated based on the estimated fair value of the asset. Impairments to long-lived assets to be disposed of are recorded based upon the difference between the carrying value and the fair value of the applicable assets.

***INTEGRA FOUNDATION***

The Company may periodically make contributions to the Integra Foundation, Inc. The Integra Foundation was incorporated in 2002 exclusively for charitable, educational, and scientific purposes and qualifies under IRC 501(c)(3) as an exempt private foundation. Under its charter, the Integra Foundation engages in activities that promote health, the diagnosis and treatment of disease, and the development of medical science through grants, contributions and other appropriate means. The Integra Foundation is a separate legal entity and is not a subsidiary of the Company; therefore, its results are not included in these consolidated financial statements. The Company contributed \$0.9 million, \$0.6 million and \$0.6 million to the Integra Foundation during the years ended December 31, 2015, 2014 and 2013, respectively. These contributions were recorded in selling, general, and administrative expense.

***DERIVATIVES***

The Company develops, manufactures, and sells medical devices globally, and its earnings and cash flows are exposed to market risk from changes in interest rates and currency exchange rates. The Company addresses these risks through a risk management program that includes the use of derivative financial instruments, and operates the program pursuant to documented corporate risk management policies. All derivative financial instruments are recognized in the financial statements at fair value in accordance with the authoritative guidance. Under the guidance, for those instruments that are designated and qualify as hedging instruments, the hedging instrument must be designated as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation, based on the exposure being hedged. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship. The Company's derivative instruments do not subject its earnings or cash flows to material risk, and gains and losses on these derivatives generally offset losses and gains on the item being hedged. The Company has not entered into derivative transactions for speculative purposes and from time to time, the Company may enter into derivatives that are not designated as hedging instruments in order to protect itself from currency volatility due to intercompany balances.



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

All derivative instruments are recognized at their fair values as either assets or liabilities on the balance sheet. The Company determines the fair value of its derivative instruments, using the framework prescribed by the authoritative guidance, by considering the estimated amount the Company would receive to sell or transfer these instruments at the reporting date and by taking into account: expected forward interest rates, currency exchange rates, the creditworthiness of the counterparty for assets, and its creditworthiness for liabilities. In certain instances, the Company utilizes a discounted cash flow model to measure fair value. Generally, the Company uses inputs that include quoted prices for similar assets or liabilities in active markets, other observable inputs for the asset or liability and inputs derived principally from, or corroborated by, observable market data by correlation or other means. The Company has classified all of its derivative assets and liabilities within Level 2 of the fair value hierarchy because observable inputs are available for substantially the full term of its derivative instruments. The Company classifies derivatives that meet the definition of hedges in the same category as the item being hedged for cash flow presentation purposes.

***FOREIGN CURRENCY***

All assets and liabilities of foreign subsidiaries which have a functional currency other than the U.S. dollar are translated at the rate of exchange at year-end, while elements of the income statement are translated at the average exchange rates in effect during the year. The net effect of these translation adjustments is shown as a component of accumulated other comprehensive income (loss). These currency translation adjustments are not currently adjusted for income taxes as they relate to permanent investments in non-U.S. subsidiaries. Foreign currency transaction gains and losses are reported in other income (expense), net.

***INCOME TAXES***

Income taxes are accounted for by using the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period when the change is enacted.

The Company recognizes a tax benefit from an uncertain tax position only if it is more likely than not to be sustained upon examination based on the technical merits of the position. Reserves are established for positions that don't meet this recognition threshold. The reserve is measured as the largest amount of benefit determined on a cumulative probability basis that the Company believes is more likely than not to be realized upon ultimate settlement of the position. These reserves are classified as long-term liabilities in the consolidated balance sheets of the Company. The Company also records interest and penalties accrued in relation to uncertain tax benefits as a component of income tax expense.

While the Company believes it has identified all reasonably identifiable exposures and the reserve it has established for identifiable exposures is appropriate under the circumstances, it is possible that additional exposures exist and that exposures may be settled at amounts different than the amounts reserved. It is also possible that changes in facts and circumstances could cause the Company to either materially increase or reduce the carrying amount of its tax reserve.

The Company continues to indefinitely reinvest substantially all of its foreign earnings. Our current analysis indicates that we have sufficient U.S. liquidity, including borrowing capacity, to fund foreseeable U.S. cash needs without requiring the repatriation of foreign cash. As of December 31, 2015, taxes have not been provided on approximately \$261.3 million of accumulated foreign unremitted earnings on certain non-US subsidiaries that are expected to remain invested indefinitely. The unrecognized deferred tax liability associated with these temporary differences was estimated to be \$37.9 million. One time or unusual items that may impact our ability

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

or intent to keep our foreign earnings and cash indefinitely reinvested include significant U.S. acquisitions, loans from a foreign subsidiary, changes in tax laws.

***REVENUE RECOGNITION***

Total revenues, net, include product sales, product royalties and other revenues, such as fees received under research, licensing, distribution arrangements, research grants, and technology-related royalties.

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred; title and risk of loss have passed to the customer, there is a fixed or determinable sales price, and collectability of that sales price is reasonably assured. For product sales, the Company's stated terms are primarily FOB shipping point and with most customers, title and risk of loss pass to the customer at that time. With certain United States customers, the Company retains risk of loss until the customers receive the product, and in those situations, the Company recognizes revenue upon receipt by the customer. A portion of the Company's product revenue is generated from consigned inventory maintained at hospitals and distributors, and also from inventory physically held by field sales representatives. For these types of products sales, the Company retains title until receiving appropriate notification that the product has been used or implanted, at which time revenue is recognized.

Each revenue transaction is evidenced by either a contract with the customer or a valid purchase order and an invoice which includes all relevant terms of sale. There are generally no significant customer acceptance or other conditions that prevent the Company from recognizing revenue in accordance with its delivery terms. In certain cases, where the Company has performance obligations that are significant to the functionality of the product, the Company recognizes revenue upon fulfillment of its obligation.

Sales invoices issued to customers contain the Company's price for each product or service. The Company performs a review of each specific customer's credit worthiness and ability to pay prior to accepting them as a customer. Further, the Company performs periodic reviews of its customers' status prospectively.

The Company records a provision for estimated returns and allowances on revenues in the same period as the related revenues are recorded. These estimates are based on historical sales returns and discounts and other known factors. The provisions are recorded as a reduction to revenues.

The Company's return policy, as set forth in its product catalogs and sales invoices, requires the Company to review and authorize the return of product in advance. Upon authorization, a credit will be issued for goods returned within a set amount of days from shipment, which is generally ninety days.

Product royalties are estimated and recognized in the same period that the royalty-based products are sold by the Company's strategic partners. The Company estimates and recognizes royalty revenue based upon communication with licensees, historical information and expected sales trends. Differences between actual revenues and estimated royalty revenues are adjusted in the period in which they become known, which is typically the following quarter. Historically, such adjustments have not been significant.

Other operating revenues may include fees received under research, licensing, and distribution arrangements, technology-related royalties and research grants. Non-refundable fees received under research, licensing and distribution arrangements or for the licensing of technology are recognized as revenue when received if the Company has no continuing obligations to the other party. For those arrangements where the Company has continuing performance obligations, revenue is recognized using the lesser of the amount of non-refundable cash received or the result achieved using the proportional performance method of accounting based upon the estimated cost to complete these obligations. Research grant revenue is recognized when the related expenses are incurred.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

***SHIPPING AND HANDLING FEES AND COSTS***

Amounts billed to customers for shipping and handling are included in revenues. The related shipping and freight charges incurred by the Company are included in cost of goods sold. Distribution and handling costs of \$13.7 million, \$13.2 million and \$12.8 million were recorded in selling, general and administrative expense during the years ended December 31, 2015, 2014 and 2013, respectively.

***PRODUCT WARRANTIES***

Certain of the Company's medical devices, including monitoring systems and neurosurgical systems, are reusable and are designed to operate over long periods of time. These products are sold with warranties which may extend for up to two years from date of purchase. The Company accrues estimated product warranty costs at the time of sale based on historical experience. Any additional amounts are recorded when such costs are probable and can be reasonably estimated. Accrued warranty expense of \$0.8 million and \$0.3 million is recorded in the consolidated balance sheet at December 31, 2015 and 2014, respectively.

***RESEARCH AND DEVELOPMENT***

Research and development costs, including salaries, depreciation, consultant and other external fees, and facility costs directly attributable to research and development activities, are expensed in the period in which they are incurred.

***EMPLOYEE TERMINATION BENEFITS AND OTHER EXIT-RELATED COSTS***

The Company does not have a written severance plan, and it does not offer similar termination benefits to affected employees in all restructuring initiatives. Accordingly, in situations where minimum statutory termination benefits must be paid to the affected employees, the Company records employee severance costs associated with these restructuring activities in accordance with the authoritative guidance for non-retirement post-employment benefits. Charges associated with these activities are recorded when the payment of benefits is probable and can be reasonably estimated. In all other situations where the Company pays out termination benefits, including supplemental benefits paid in excess of statutory minimum amounts and benefits offered to affected employees based on management's discretion, the Company records these termination costs in accordance with the authoritative guidance for ASC Topic 712 *Compensation — Nonretirement Benefits* and ASC Topic 420 *One-time Employee Termination Benefits*.

The timing of the recognition of charges for employee severance costs other than minimum statutory benefits depends on whether the affected employees are required to render service beyond their legal notification period in order to receive the benefits. If affected employees are required to render service beyond their legal notification period, charges are recognized ratably over the future service period. Otherwise, charges are recognized when management has approved a specific plan and employee communication requirements have been met.

For leased facilities and equipment that have been abandoned, the Company records estimated lease losses based on the fair value of the lease liability, as measured by the present value of future lease payments subsequent to abandonment, less the present value of any estimated sublease income on the cease-use date. For owned facilities and equipment that will be disposed of, the Company records impairment losses based on fair value less costs to sell. The Company also reviews the remaining useful life of long-lived assets following a decision to exit a facility and may accelerate depreciation or amortization of these assets, as appropriate.

***STOCK-BASED COMPENSATION***

The Company applies the authoritative guidance for stock-based compensation. This guidance requires companies to recognize the expense related to the fair value of their stock-based compensation awards. Stock-

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

based compensation expense for stock option awards granted after January 1, 2006 was based on the fair value on the grant date using the binomial distribution model. The Company recognized compensation expense for stock option awards, restricted stock awards, performance stock awards and contract stock awards on a ratable basis over the requisite service period of the award. The long form method was used in the determination of the windfall tax benefit in accordance with the guidance.

***PENSION BENEFITS***

A defined benefit pension plan covers former employees in Germany. Various factors are considered in determining the pension liability, including the number of employees expected to be paid their salary levels and years of service, the expected return on plan assets, the discount rate used to determine the benefit obligations, the timing of benefit payments and other actuarial assumptions. If the actual results and events for the pension plans differ from current assumptions, the benefit obligation may be over or under valued.

Retirement benefit plan assumptions are reassessed on an annual basis or more frequently if changes in circumstances indicate a re-evaluation of assumptions are required. The key benefit plan assumptions are the discount rate and expected rate of return on plan assets. The discount rate is based on average rates on bonds that matched the expected cash outflows of the benefit plans. The expected rate of return is based on historical and expected returns on the various categories of plan assets.

In September 2015, the Company completed the buy-out of its defined benefit pension plan in the U.K. which covered certain employees and retirees. All plan assets of the defined benefit pension plan were transferred to an independent financial services firm and the Company made cash contributions of approximately \$1.8 million for the year-ended December 31, 2015. The Company recorded expenses totaling approximately \$5.6 million in selling, general and administrative costs in conjunction with the buy-out of the plan. The buy-out of the U.K. pension plan eliminated future obligations of the Company under this plan.

Pension contributions to the remaining German plan are expected to be consistent over the next few years since the plan is frozen. Contributions made to both the UK and Germany plan during the years ended December 31, 2015, 2014 and 2013 were \$2.2 million, \$0.9 million and \$0.8 million, respectively.

***CONCENTRATION OF CREDIT RISK***

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash and cash equivalents, which are held at major financial institutions, investment-grade marketable debt securities and trade receivables.

The Company's products are sold on an uncollateralized basis and on credit terms based upon a credit risk assessment of each customer. A portion of the Company's trade receivables to customers outside the United States includes sales to foreign distributors, who then sell to government owned or supported healthcare systems.

None of the Company's customers accounted for 10% or more of the consolidated net sales during the years ended December 31, 2015, 2014 and 2013 .

***RECENTLY ISSUED AND ADOPTED ACCOUNTING STANDARDS***

In April 2014, the FASB issued amendments to guidance for reporting discontinued operations and disposals of components of an entity. The amended guidance requires that a disposal representing a strategic shift that has (or will have) a major effect on an entity's financial results or a business activity classified as held for sale should be reported as discontinued operations. The amendments also expand the disclosure requirements for discontinued operations and add new disclosures for individually significant dispositions that do not qualify as discontinued operations. The amendments are effective prospectively for fiscal years, and interim reporting

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

periods within those years, beginning after December 15, 2014. The new guidance is effective for Integra prospectively for all disposals (or classifications as held for sale) of components of an entity that occur after January 1, 2015. The spin-off of the spine business by the Company on July 1, 2015 met the definition of a discontinued operation under the new guidance and, as a result, the Company reflected the provisions of the new guidance in its third quarter 2015 results.

In May 2014, the FASB issued Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should: 1) identify the contract(s) with a customer, 2) identify the performance obligations in the contract, 3) determine the transaction price, 4) allocate the transaction price to the performance obligations in the contract, and 5) recognize revenue when (or as) the entity satisfies a performance obligation. In July 2015, the FASB deferred for one year the effective date of the new revenue standard, but early adoption will be permitted as of January 1, 2017. The new standard will be effective for the Company on January 1, 2018. The Company is in the process of evaluating the impact of this standard on its financial statements.

In June 2014, the FASB issued Update No. 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (Topic 718)*. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Topic 718 as it relates to awards with performance conditions that affect vesting to account for such awards. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. This update is effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period, and early adoption is permitted. The implementation of the amended guidance is not expected to have a material impact on the Company's consolidated financial position or results of operations.

In August 2014, the FASB issued Update No. 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. The amendment requires management to evaluate, for each annual and interim reporting period, whether there are conditions and events, considered in the aggregate, that raise substantial doubt about an entity's ability to continue as a going concern within one year after the date the financial statements are issued or are available to be issued. If substantial doubt is raised, additional disclosures around management's plan to alleviate these doubts are required. This update will become effective for all annual periods and interim reporting periods beginning after December 15, 2016. The implementation of the amended guidance is not expected to have an impact on current disclosures in the financial statements.

In April 2015, the FASB issued Update No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs*. The amendment requires that all costs incurred to issue debt be presented in the balance sheet as a direct deduction from the carrying value of the debt. The new standard is limited to the presentation of debt issuance costs and does not affect the recognition or measurement of debt issuance costs. This update will become effective for all annual periods and interim reporting periods beginning after December 15, 2015. The implementation of the amended guidance is not expected to have a material impact on the consolidated results of operations and will result in a reclassification of the debt issuance costs from other long-term assets to long-term debt when adopted.



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

In July 2015, the FASB issued Update No. 2015-11, *Simplifying the Measurement of Inventory*. The amendment requires an entity to measure inventory that is within the scope of this amendment at the lower of cost and net realizable value. Existing impairment models will continue to be used for inventories that are accounted for using the last-in first-out (“LIFO”) method. The ASU requires prospective adoption for inventory measurements for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years for public business entities. Early adoption is permitted. The implementation of the amended guidance is not expected to have a material impact on the consolidated financial position or results of operations.

In August 2015, the FASB issued Update No. 2015-15, *Interest — Imputation of Interest*. The amendment requires entities to present debt issuance costs related to a recognized debt liability as a direct deduction from the carrying amount of that debt liability. The guidance in ASU No. 2015-03 does not address presentation or subsequent measurement of debt issuance costs related to line-of-credit arrangements. Given the absence of authoritative guidance within ASU No. 2015-03 for debt issuance costs related to line-of-credit arrangements, the SEC staff would not object to an entity’s deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. This update will become effective for all annual periods and interim reporting periods beginning after December 15, 2015. The implementation of the amended guidance is not expected to have a material impact on the consolidated financial position or results of operations.

In September 2015, the FASB issued Update No. 2015-16, *Simplifying the Accounting for Measurement-Period Adjustments*. The amendment requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. This update also requires an entity to present separately in the income statement or disclose in the notes, the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. This update will become effective for all annual periods and interim reporting periods beginning after December 15, 2015. The new standard must be applied prospectively to adjustments to provisional amounts that occur after the effective date. Early application is permitted for financial statements that have not been issued. The implementation of the amended guidance is not expected to have a material impact on the consolidated results of operations or disclosures in the financial statements.

In November 2015, the FASB issued Update No. 2015-17, *Income Taxes (Topic 740)*. Under current accounting guidance an entity is required to separate deferred income tax liabilities and assets into current and non-current amounts in a classified statement of financial position. The amendment requires that an entity present all deferred tax assets and liabilities as non-current in a classified statement of financial position. This update will become effective for all annual periods and interim reporting periods beginning after December 15, 2016. The Company adopted this guidance effective December 31, 2015 on a prospective basis. As a result, the Company has not retrospectively adjusted the balance sheet classification and presentation for the deferred tax assets and liabilities for years prior to 2015.

There are no other recently issued accounting pronouncements that are expected to have a material effect on the Company’s financial position, results of operations or cash flows.

***SUPPLEMENTAL CASH FLOW INFORMATION***

In addition to the payment of accreted interest associated with the settlement of the 2016 Convertible Notes, cash paid for interest during the years ended December 31, 2015, 2014 and 2013 was \$12.7 million (net of \$1.7 million that was capitalized into construction in progress), \$10.9 million (net of \$2.6 million that was capitalized into construction in progress) and \$9.5 million (net of \$3.2 million that was capitalized into construction in progress), respectively.



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Cash paid for income taxes for the years ended December 31, 2015, 2014 and 2013 was \$21.3 million, \$6.8 million and \$3.7 million, respectively.

Property and equipment purchases included in liabilities at December 31, 2015, 2014 and 2013 were \$4.7 million, \$3.3 million and \$8.1 million, respectively.

**3. DISCONTINUED OPERATIONS**

On October 29, 2014, Integra's Board of Directors approved the announcement of a plan to separate SeaSpine from Integra as a new, publicly traded medical technology company focused on the design, development and commercialization of surgical solutions for the treatment of patients suffering from spinal disorders. Integra's board of directors based this determination, in part, on its belief that the tax-free distribution of SeaSpine shares to Integra stockholders is the most efficient manner to separate our business from Integra's other medical technology businesses. On November 3, 2014, the Company announced its intention to separate its spine business, which was previously a separate reportable segment. On July 1, 2015, the Company completed the distribution of 100% of the outstanding common stock of SeaSpine to Integra stockholders, who received one share of SeaSpine common stock for every three shares of Integra common stock held as of the close of business on the record date, June 19, 2015. The Company and SeaSpine share three board members, including the chair of Integra's board of directors who is lead director for SeaSpine. The separation agreement ensures that SeaSpine had approximately \$47.0 million of total cash immediately following the distribution. No gain or loss was recognized on the part of the Company or shareholders as a result of the distribution resulting from the separation of the spine business.

The historical results of operations, cash flows, and statement of financial position of SeaSpine have been presented as discontinued operations in the consolidated financial statements and prior periods have been revised. Discontinued operations include results of SeaSpine's business except for certain allocated corporate overhead costs and certain costs associated with transition services provided by Integra to SeaSpine. These allocated costs will remain part of continuing operations. Discontinued operations also include other costs incurred by Integra to separate SeaSpine from the fourth quarter of 2014 through the second quarter of 2015. These costs include transaction charges, advisory and consulting fees, and information system expenses. For the third quarter 2015 and going forward, SeaSpine is a stand-alone public company that will separately report its financial results. Due to differences between the basis of presentation for discontinued operations and the basis of presentation as a stand-alone company, the financial results of SeaSpine included within discontinued operations for the Company may not be indicative of actual financial results of SeaSpine as a stand-alone company.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following table summarizes results from discontinued operations of SeaSpine included in the consolidated statement of operations:

	Years Ended December 31,		
	2015	2014	2013
	(in thousands)		
Total revenue	\$ 65,775	\$137,808	\$147,314
Costs and expenses	80,618	140,124	192,843
Operating income (loss)	(14,843)	(2,316)	(45,529)
Other income (expense), net	(766)	(271)	(4,559)
Income (loss) from discontinued operations before tax	(15,609)	(2,587)	(50,088)
Provision (benefit) for income taxes	(5,239)	(296)	(6,994)
Net income (loss) from discontinued operations	<u>\$ (10,370)</u>	<u>\$ (2,291)</u>	<u>\$ (43,094)</u>

No income or expense has been recorded for the SeaSpine business after the separation from Integra on July 1, 2015.

The following table presents Integra's spine business assets and liabilities presented as discontinued operations as of December 31, 2014:

	December 31, 2014
	(in thousands)
Assets:	
Cash	\$ 260
Accounts receivable	21,504
Inventory	47,981
Other current assets	30,040
Current assets of discontinued operations	99,785
Property, plant, and equipment, net	16,360
Intangible assets, net	46,891
Other assets	10,483
Non-current assets of discontinued operations	73,734
Total assets of discontinued operations	<u>\$173,519</u>
Liabilities:	
Accounts payable	\$ 5,193
Accrued compensation	6,300
Accrued expenses and other current liabilities	2,287
Current liabilities of discontinued operations	13,780
Other liabilities	2,631
Long-term liabilities of discontinued operations	2,631
Total liabilities of discontinued operations	<u>\$ 16,411</u>

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following table presents Integra's spine business assets and liabilities removed from the consolidated balance sheet as of July 1, 2015:

	<u>July 1, 2015</u> <u>(In thousands)</u>
Assets:	
Cash .....	\$ 47,178
Accounts receivable .....	20,856
Inventory .....	49,425
Other current assets .....	<u>13,411</u>
Current assets of discontinued operations .....	130,870
Property, plant, and equipment, net .....	21,093
Intangible assets, net .....	43,122
Other assets .....	<u>4,465</u>
Non-current assets of discontinued operations .....	<u>68,680</u>
Total assets of discontinued operations .....	<u><u>\$199,550</u></u>
Liabilities:	
Accounts payable .....	\$ 7,072
Accrued compensation .....	5,964
Accrued expenses and other current liabilities .....	<u>3,361</u>
Current liabilities of discontinued operations .....	16,397
Deferred tax liabilities .....	13,331
Other liabilities .....	<u>2,593</u>
Long-term liabilities of discontinued operations .....	<u>15,924</u>
Total liabilities of discontinued operations .....	<u><u>\$ 32,321</u></u>

The removal of SeaSpine's net assets and unrealized accelerated currency translation adjustment is presented as a reduction in Integra's retained earnings and accumulated other comprehensive loss.

In order to effect the separation and govern Integra's relationship with SeaSpine after the separation, the Company entered into a Separation and Distribution Agreement and other agreements including a Tax Matters Agreement, an Employee Matters Agreement, several supply agreements, and a Transition Services Agreement. The Separation and Distribution Agreement governs the separation of the spine business, the transfer of assets and other matters related to the Company's relationship with SeaSpine.

The Tax Matters Agreement governs the respective rights, responsibilities and obligations of SeaSpine and Integra with respect to taxes, tax attributes, tax returns, tax proceedings and certain other tax matters.

The Employee Matters Agreement governs the compensation and employee benefit obligations with respect to the current and former employees and non-employee directors of SeaSpine and Integra, and generally allocates liabilities and responsibilities relating to employee compensation, benefit plans and programs. The Employee Matters Agreement provides that employees of SeaSpine will no longer participate in benefit plans sponsored or

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

maintained by Integra. In addition, the Employee Matters Agreement provides that each of the parties will be responsible for their respective former and current employees and compensation plans for such current employees.

The Company entered into several Supply Agreements in which SeaSpine engaged Integra to be the product supplier of Integra's former Integra Mozaik™ product line ("Mozaik") for a three year period following the separation after which there will be no defined terms and this will be considered a normal purchase/sale arrangement. This product line has been licensed to SeaSpine in conjunction with the spin-off. Prior to the spin-off, the sale of Mozaik products from an Integra facility to a SeaSpine facility eliminated in Integra's historical consolidated financial results of operations. The revenue and cost of goods sold related to prior sales of Mozaik to SeaSpine have been restated and are presented in Integra's continuing operations results of operations. The Company has recorded \$6.2 million, \$6.2 million, and \$7.9 million in revenue related to the sale of Mozaik products for the year-ended December 31, 2015, 2014 and 2013, respectively and \$3.8 million, \$3.2 million and \$5.6 million in cost of goods sold for the year-ended December 31, 2015, 2014 and 2013, respectively, in its continuing operations.

Under the terms of the Transition Services Agreement, the Company agreed to provide administrative, site services, information technology systems and various other corporate and support services to SeaSpine over various periods after the separation on a cost or cost-plus basis. The most significant components of the service income is the provision of IT and legal services which the Company anticipates will be largely completed by the end of the first quarter of 2016. In the year-ended December 31, 2015, other income (expense), net includes \$2.7 million of income in respect of the provision of services to SeaSpine.

#### **4. ACQUISITIONS AND PRO FORMA RESULTS**

##### Tekmed

On December 15, 2015, the Company acquired the assets of Tekmed Instruments S.p.A ("Tekmed") for an aggregate purchase price of \$14.2 million. Tekmed was a distributor of the Company's products in Italy and has a specialty focus on neurosurgery and neurotrauma, along with representation in plastic and reconstructive surgery, cardiovascular surgery, image diagnostics, general surgery, anesthesia and intensive care, interventional radiology, and proton therapy. This acquisition enables the Company to support Specialty Surgical Solutions growth in Italy along with other key Integra franchises.

The Company recorded revenue for Tekmed of approximately \$0.3 million in the consolidated statements of operations for the year-ended December 31, 2015. The net income or loss attributable to this acquisition cannot be identified on a stand-alone basis because it is in the process of being integrated into the Company's operations.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following summarizes the preliminary allocation of the purchase price as of December 31, 2015 based on the fair value of the assets acquired and liabilities assumed:

	<u>Preliminary Purchase Price Allocation</u>	
	(Dollars in thousands)	
Inventory .....	\$ 1,143	
PP&E .....	669	
Other current assets .....	11	
Intangible assets:		<u>Wtd. Avg. Life:</u>
Supplier Contracts .....	4,981	2 - 13 Years
Goodwill .....	<u>9,665</u>	
Total assets acquired .....	16,469	
Accrued expenses and other liabilities acquired .....	753	
Deferred tax liability .....	<u>1,564</u>	
Net assets acquired .....	<u>\$14,152</u>	

Tornier's United States Toe & Ankle Business

On October 2, 2015, the Company acquired the United States rights to Tornier's Salto Talaris® and Salto Talaris® XT ankle replacement products and Tornier's Futura™ silastic toe replacement products (the "Salto and Futura") for \$6.0 million in cash. The estimated fair value of the net assets acquired exceeded the purchase price for the Salto and Futura product lines and resulted in the Company recording a gain of \$1.1 million for the year-ended December 31, 2015 in Other Income. The acquired toe and ankle products enhances the Company's lower extremities product offering and accelerates its entry into the U.S. total ankle replacement market.

The Company recorded revenue for Salto and Futura of approximately \$3.6 million in the consolidated statements of operations for the year-ended December 31, 2015. The net income or loss attributable to this acquisition cannot be identified on a stand-alone basis because it is in the process of being integrated into the Company's operations.

The following summarizes the preliminary allocation of the purchase price as of December 31, 2015 based on the fair value of the assets acquired and liabilities assumed:

	<u>Preliminary Purchase Price Allocation</u>	
	(Dollars in thousands)	
Inventory .....	\$2,688	
Property, plant, and equipment .....	1,453	
Intangible assets:		<u>Life:</u>
Ankle product family .....	3,210	11 Years
Toe product family .....	<u>460</u>	10 Years
Total assets acquired .....	7,811	
Deferred tax liability .....	<u>700</u>	
Net assets acquired .....	<u>\$7,111</u>	

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

TEI

On July 17, 2015, the Company executed the two merger agreements (collectively, the “Agreements”) under which the Company acquired TEI Biosciences, Inc., a Delaware corporation (“TEI Bio”), and TEI Medical Inc., a Delaware corporation (“TEI Med”, collectively “TEI”) for an aggregate purchase price of approximately \$312.4 million (\$210.4 million for TEI Bio and \$102.0 million for TEI Med) subject in each case to purchase price adjustments for certain working capital changes. The purchase price consists of a cash payment to the former shareholders of TEI Bio and TEI Med of approximately \$312.4 million upon the closing of the transaction, net of \$1.2 million of acquired cash. The acquired assets includes a contingent receivable with a fair value of \$0.4 million and will be paid to the Company if the sale of products used in breast surgery in the United States drops below \$6.0 million in either 2016 or 2017. The fair value of this asset is based on future sales projections of the products under various potential scenarios and weighting the probability of these outcomes for the period ended December 31, 2015. At the date of the acquisition, the cash flow projection was discounted using an internal rate of return of 11.0%. These fair value measurements were based on significant inputs not observed in the market and thus represented a Level 3 measurement.

TEI Bio is in the business of developing and commercializing biologic devices for soft tissue repair and regenerative applications, including dura and hernia repair and plastic and reconstructive surgery. TEI Med holds a license to TEI Bio’s regenerative technology in the fields of wound healing and orthopedics.

The Company recorded revenue for TEI of approximately \$27.0 million in the consolidated statements of operations for the year-ended December 31, 2015. The net income or loss attributable to this acquisition cannot be identified on a stand-alone basis because it is in the process of being integrated into the Company’s operations.



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The Company adjusted the preliminary purchase price allocation during the quarter ended December 31, 2015 to reduce deferred tax liabilities by \$1.1 million. This adjustment offset goodwill and was the result of the Company analyzing and revising its deferred tax rate. The following summarizes the preliminary allocation of the purchase price as of December 31, 2015 based on the fair value of the assets acquired and liabilities assumed:

	<u>Preliminary Purchase Price Allocation</u>	
	(Dollars in thousands)	
Cash .....	\$ 1,241	
Accounts receivable, net .....	9,011	
Inventory .....	23,223	
Property, plant, and equipment .....	2,027	
Income tax receivable .....	5,135	
Other current assets .....	2,670	
Intangible assets: .....		<u>Wtd. Avg. Life:</u>
Developed technology .....	167,400	14 - 16 Years
Contractual relationships .....	51,345	11 - 14 Years
Leasehold interest .....	69	
Goodwill .....	<u>147,878</u>	
Total assets acquired .....	409,999	
Accrued expenses and other liabilities .....	9,732	
Deferred tax liabilities .....	87,908	
Other non-current liabilities .....	<u>—</u>	
Net assets acquired .....	<u><u>\$312,359</u></u>	

Metasurg

On December 5, 2014, the Company acquired certain assets of Koby Ventures II, L.P. dba Metasurg (“Metasurg”) for an aggregate purchase price of \$27.2 million. The purchase price consists of an initial cash payment to Metasurg of \$26.5 million and contingent consideration with an acquisition date fair value of \$0.7 million. The potential maximum undiscounted contingent consideration of \$38.5 million is based on reaching certain sales of acquired products. The fair value of this liability is based on future sales projections of the Metasurg product under various potential scenarios and weighting the probability of these outcomes for the period ended December 31, 2014. At the date of the acquisition, the cash flow projection was discounted using an internal rate of return of 19.9%. These fair value measurements were based on significant inputs not observed in the market and thus represented a Level 3 measurement. During the fourth quarter of 2015, the Company adjusted the fair value of the contingent consideration to zero as we no longer believe the achievement of the sales targets is probable. The adjustment was \$0.7 million and was recorded in selling, general and administrative expenses.

Metasurg develops intuitive implant systems for the foot and ankle market and sells almost entirely in the U.S. market. The acquired foot and ankle products will enhance the Company’s lower extremities market position.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The Company adjusted the preliminary purchase price allocation during the quarter ended June 30, 2015 to reflect the \$0.4 million working capital and purchase price adjustment. The following summarizes the final allocation of the purchase price as of December 31, 2015 based on the fair value of the assets acquired and liabilities assumed:

	<u>Final Purchase Price Allocation</u>	
	(Dollars in thousands)	
Inventory .....	\$ 4,800	
Property, plant, and equipment .....	1,246	
Intangible assets: .....		<u>Wtd. Avg. Life:</u>
Technology product rights .....	20,590	8 - 14 Years
In-process research and development .....	190	Indefinite
Goodwill .....	<u>732</u>	
Net assets acquired .....	<u>\$27,558</u>	

MicroFrance

On October 27, 2014, the Company acquired all outstanding shares of Medtronic Xomed Instrumentation, SAS (“MicroFrance”) from Medtronic, Inc. (“Medtronic”) as well as certain assets of Medtronic for \$61.6 million in cash. MicroFrance specializes in manual ear, nose, and throat (“ENT”) instruments and designs, manufactures, and sells reusable handheld instruments to ENT and laparoscopy surgical specialists around the world. The acquired ENT instruments fill a portfolio gap for the Company with clear growth opportunities through market adjacencies and provides for increased scale and reach in the international market.

The Company adjusted the preliminary purchase price allocation during the quarter ended March 31, 2015 to reflect the \$1.5 million working capital and purchase price adjustments. The following summarizes the final allocation of the purchase price as of December 31, 2015 based on the fair value of the assets acquired and liabilities assumed:

	<u>Final Purchase Price Allocation</u>	
	(Dollars in thousands)	
Cash .....	\$ 2,195	
Inventory .....	3,155	
Prepaid expenses .....	620	
Property, plant, and equipment .....	3,675	
Other current assets .....	5,025	
Intangible assets: .....		<u>Wtd. Avg. Life:</u>
Trade name .....	11,990	20 Years
Technology .....	4,580	15 - 16 Years
Customer relationships .....	18,130	12 - 16 Years
Goodwill .....	<u>16,607</u>	
Total assets acquired .....	65,977	
Accounts payable and other liabilities .....	<u>5,910</u>	
Net assets acquired .....	<u>\$60,067</u>	

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

*Confluent Surgical, Inc.*

On January 15, 2014, the Company acquired all outstanding shares of Confluent Surgical, Inc., (“Confluent Surgical”) — including its surgical sealant and adhesion barrier product lines — from Covidien Group S.a.r.l, (“Covidien”) for an aggregate purchase price of \$255.9 million . The purchase price consists of an initial cash payment to Covidien of \$231.0 million upon the closing of the transaction, a separate prepayment of \$4.0 million made under a transitional supply agreement with an affiliate of Covidien, and contingent consideration with an acquisition date fair value of \$20.9 million . The potential maximum undiscounted contingent consideration of \$30.0 million consists of \$25.0 million upon obtaining certain U.S. governmental approvals and \$5.0 million upon obtaining certain European governmental approvals, both related to the completion of the transition of the Confluent Surgical business.

The transitional supply agreement secures the supply of the acquired products from an affiliate of Covidien until the earlier of (i) the time that the transition of the Confluent Surgical business as discussed above is complete, or (ii) the fifth anniversary of the effective date of the agreement (the agreement also contains an option to extend for another two years by providing written notice at least 180 days prior to the end of the initial five -year period). This agreement contains financial incentives to the affiliate of Covidien for the timely supply of products each fiscal quarter through the third anniversary of the agreement. The prices paid under the supply agreement are essentially flat through the third anniversary of the agreement, and then increase significantly each of the following three years. The Company also entered into a transition services agreement with an affiliate of Covidien at the closing for services such as customer service, accounting and information technology management, clinical and regulatory affairs, manufacturing transition services, and other functions.

This acquisition complements the Company’s global neurosurgery growth strategy aimed at providing a broader set of solutions for surgical procedures in the head.

The Company recorded revenue for Confluent Surgical of approximately \$69.0 million in the consolidated statements of operations from the acquisition date through December 31, 2014. The net income or loss attributable to this acquisition cannot be identified on a stand-alone basis because it has been fully integrated into the Company’s operations.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The Company adjusted the preliminary purchase price allocation during the quarter ended June 30, 2014 to reduce deferred tax liabilities by \$12.4 million. This adjustment offset goodwill and was the result of the Company analyzing and revising its tax positions in certain jurisdictions. The following summarizes the final allocation of the purchase price as of December 31, 2015 based on the fair value of the assets acquired and liabilities assumed:

	<u>Final Purchase Price Allocation</u>	
	(Dollars in thousands)	
Inventory deposit .....	\$ 4,000	
Property, plant, and equipment .....	438	
Intangible assets: .....		Wtd. Avg. Life:
Technology product rights .....	239,800	3 - 20 Years
Other .....	400	
Deferred tax assets — long term .....	12	
Goodwill .....	<u>105,331</u>	
Total assets acquired .....	349,981	
Contingent supply liability .....	5,891	
Other .....	731	
Deferred tax liabilities — long term .....	<u>87,464</u>	
Net assets acquired .....	<u>\$255,895</u>	

Subsequent to the acquisition date, a regulatory event occurred that resulted in the full-impairment of one of the acquired technology product rights of \$0.6 million. This event was not known, or knowable, at the time of the acquisition and therefore the impairment has been included in the Company's cost of sales.

The Company accounted for the contingent supply liability by recording its fair value as a liability on the date of the acquisition based on a discounted cash-flow model. This contingent supply liability relates to contractual quarterly incentive payments that will be made to an affiliate of Covidien if certain supply minimums under the transitional supply agreement are met.

The Company accounted for the contingent consideration by recording its fair value as a liability on the date of the acquisition. The contingent consideration relates to the Company's obtaining certain U.S. and European regulatory approvals. At the date of the acquisition, both of these milestones were valued using a discount rate of 2.2%, which is equivalent to the cost of debt for the estimated time horizon, and an overall probability of occurring of 95%. Accordingly, on January 15, 2014 the Company recorded a \$20.9 million liability representing the initial fair value estimate of the probability weighted contingent consideration that management believes will be paid between early 2017 and late 2018. Depending on the expected timing of the estimated payments, the acquisition date fair value of the probability adjusted payments could have been \$0.3 million higher or \$0.4 million lower. These fair value measurements were based on significant inputs not observed in the market and thus represented a Level 3 measurement. The contingent consideration is re-measured to fair value at each reporting date until the contingency is resolved, and those changes in fair value are recognized in earnings.

Tarsus Medical Inc.

On January 24, 2013, the Company acquired all outstanding preferred and common stock of Tarsus Medical, Inc. ("Tarsus") for a total of \$4.7 million consisting of \$3.1 million in cash (including working capital

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

adjustments of \$0.2 million) and contingent consideration with an estimated acquisition date fair value of approximately \$1.6 million. The potential maximum undiscounted contingent consideration consists of a first milestone payment of up to \$1.5 million and a second payment of up to \$11.5 million. These payments are based on reaching certain sales thresholds of acquired products. During the second quarter of 2014, the Company adjusted the fair value of the contingent consideration to zero as it no longer believed the achievement of the sales targets was probable and the contingent consideration period ended December 31, 2015, with no payment being made. Tarsus is a podiatry device company addressing clinical needs associated with diseases and injuries of the foot and ankle.

The following summarizes the final allocation of the purchase price based on fair value of the assets acquired and liabilities assumed:

	<b>Final Purchase Price Allocation</b>	
	<b>(Dollars in thousands)</b>	
Cash .....	\$ 85	
Prepaid expenses .....	13	
Intangible assets: .....		<u>Wtd. Avg. Life:</u>
Technology .....	5,040	10 - 14 years
In-process research and development .....	340	Indefinite
Deferred tax asset — long term .....	1,334	
Goodwill .....	116	
Total assets acquired .....	6,928	
Accounts payable and other liabilities .....	111	
Deferred tax liability .....	2,152	
Net assets acquired .....	\$4,665	

Management determined the preliminary fair value of net assets acquired during the first quarter of 2013 and finalized the working capital adjustment in the second quarter of 2013. The Company accounts for the contingent consideration by recording its fair value as a liability on the date of the acquisition and re-measuring the fair value at each reporting date until the contingency is resolved. Changes in fair value of the contingent consideration are recognized in earnings. Accordingly, on January 24, 2013 the Company recorded \$1.6 million representing the initial fair value estimate of the contingent consideration that will be earned through December 31, 2015. The fair value of this liability is based on future sales projections of the Tarsus Medical product under various potential scenarios and weighting the probability of these outcomes for the period ended December 31, 2015. At the date of the acquisition, the first milestone cash flow projection was discounted using a rate of 4.3% based on an estimated after tax cost of debt; the second milestone cash flow projection was discounted using a weighted average cost of capital of 16.5%. These fair value measurements were based on significant inputs not observed in the market and thus represented a Level 3 measurement.

The goodwill recorded in connection with these acquisitions is based on (i) expected cost savings, operating synergies and other benefits expected to result from the combined operations, (ii) the value of the going-concern element of the existing business (that is, the higher rate of return on the assembled net assets versus if the Company had acquired all of the net assets separately), and (iii) intangible assets that do not qualify for separate recognition such as an assembled workforce. The acquisitions generated a combination of deductible and non-deductible goodwill.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

*Contingent Consideration*

The fair value of contingent consideration during the year-ended December 31, 2015 was increased to reflect current period acquisitions, and the change in the time value of money during the period. A reconciliation of the opening balances to the closing balances of these Level 3 measurements is as follows (in thousands):

		Location in Statement of Operations
Balance as of January 1, 2015 . . . . .	\$22,008	
Write-off of Metasurg contingent consideration . . . . .	(650)	Selling, general, and administrative
Loss from decrease in fair value of contingent consideration liability . . . . .	473	Selling, general and administrative
Fair value at December 31, 2015 . . . . .	\$21,831	

*Pro Forma Results (unaudited)*

The following unaudited pro forma financial information summarizes the results of operations for the years ended December 31, 2015 and December 31, 2014 as if the acquisitions completed by the Company during 2015 and 2014 had been completed as of the beginning of the prior year. The pro forma results are based upon certain assumptions and estimates, and they give effect to actual operating results prior to the acquisitions and adjustments to reflect (i) increased interest expense, depreciation expense, intangible asset amortization and fair value inventory step-up, (ii) timing of recognition for certain expenses that will not be recurring in the post-acquisition entity, and (iii) income taxes at a rate consistent with the Company's statutory rate. No effect has been given to other cost reductions or operating synergies. As a result, these pro forma results do not necessarily represent results that would have occurred if the acquisitions had taken place on the basis assumed above, nor are they indicative of the results of future combined operations.

The impact of the Tarsus acquisition is not material to the consolidated operating results of the Company; therefore, the pro-forma impact of the acquisition has not been presented.

	Year Ended December 31,		
	2015	2014	2013
	(In thousands except per share amounts)		
Total revenue from continuing operations . . . . .	\$940,005	\$921,998	\$803,073
Net income from continuing operations . . . . .	\$ 10,694	\$ 40,721	35,796
Net income from continuing operations per share:			
Basic . . . . .	\$ 0.31	\$ 1.26	\$ 1.10

**5. DEBT**

***Amended and Restated Senior Credit Agreement***

On August 28, 2015, the Company entered into a second amendment (the "Second Amendment") to the certain Third Amended and Restated Credit Agreement, dated as of July 2, 2014 among the Company, a syndicate of lending banks, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Crédit Agricole-Corporate and Investment Bank, and TD Bank, N.A., as Co-Documentation Agents.



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The Second Amendment creates an aggregate principal amount of up to \$1.1 billion available to the Company through the following facilities:

- i. a \$750.0 million revolving credit facility which includes a \$60.0 million sublimit for the issuance of standby letters of credit and a \$60.0 million sublimit for swingline loans, and
- ii. a \$350.0 million term loan facility.

In connection with the Second Amendment, the Company borrowed \$200.0 million of incremental term loans as permitted under the original terms of the Senior Credit Facility to repay a portion of the Company's outstanding revolving loans. Additionally, the Second Amendment (i) enables the Company to incur up to \$200.0 million of incremental loans in the future and (ii) modifies the consolidated leverage ratio covenant in the Credit Agreement. The July 2014 amended and restated Senior Credit Facility extended the maturity date of the prior facility from June 8, 2016 to July 2, 2019.

Borrowings under the Senior Credit Facility bear interest, at the Company's option, at a rate equal to:

- i. the Eurodollar Rate (as defined in the amendment and restatement) in effect from time to time plus the applicable rate (ranging from 1.00% to 1.75% ), or
- ii. the highest of:
  1. the weighted average overnight Federal funds rate, as published by the Federal Reserve Bank of New York, plus 0.50%, or
  2. the prime lending rate of Bank of America, N.A., or
  3. the one-month Eurodollar Rate plus 1.00%.

The applicable rates are based on the Company's consolidated total leverage ratio (defined as the ratio of (a) consolidated funded indebtedness less cash in excess of \$40.0 million that is not subject to any restriction of the use or investment thereof to (b) consolidated EBITDA) at the time of the applicable borrowing.

The Company will also pay an annual commitment fee (ranging from 0.15% to 0.30%), based on the Company's consolidated total leverage ratio, on the daily amount by which the revolving credit facility exceeds the outstanding loans and letters of credit under the credit facility.

The Senior Credit Facility is collateralized by substantially all of the assets of the Company's U.S. subsidiaries, excluding intangible assets. The Senior Credit Facility is subject to various financial and negative covenants and at December 31, 2015 the Company was in compliance with all such covenants. The Company capitalized \$1.4 million and \$3.2 million of incremental financing costs in 2015 and 2014, respectively in connection with the modifications of the Senior Credit Facility and expensed \$0.3 million in 2014 of previously capitalized financing costs. No previously capitalized financing costs were expensed in 2015 related to the modification.

At December 31, 2015 and 2014 , there was \$150.0 million and \$266.9 million outstanding, respectively, under the revolving portion of the Senior Credit Facility at a weighted average interest rate of 1.9% and 1.7% , respectively. At December 31, 2015 and 2014 there was \$346.2 million and \$150.0 million , respectively, outstanding under the term loan component of the Senior Credit Facility at a weighted average interest rate of 1.8% and 1.7% , respectively. At December 31, 2015 , there was approximately \$600.0 million available for borrowing under the Senior Credit Facility.

The fair value of outstanding borrowings of the Senior Credit Facility's revolving credit facility and term loan components at December 31, 2015 was approximately \$139.8 million and \$324.9 million, respectively.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

These fair values were determined by using a discounted cash flow model based on current market interest rates available to the Company. These inputs are corroborated by observable market data for similar liabilities and therefore classified within Level 2 of the fair value hierarchy. Level 2 inputs represent inputs that are observable for the asset or liability, either directly or indirectly and are other than active market observable inputs that reflect unadjusted quoted prices for identical assets or liabilities. The Company considers the balance to be long term in nature based on its current intent and ability to repay the borrowing outside of the next twelve-month period.

Contractual repayments of the term loan are due as follows:

<u>Year Ended December 31,</u>	<u>Principal Repayment</u> (In thousands)
2016 .....	\$ 14,375
2017 .....	25,625
2018 .....	32,500
2019 .....	273,750
2020 .....	—

***2016 Convertible Senior Notes***

On June 15, 2011, the Company issued \$230.0 million aggregate principal amount of its 1.625% Convertible Senior Notes due 2016 (the “2016 Notes”). The 2016 Notes mature on December 15, 2016, and bear interest at a rate of 1.625% per annum payable semi-annually in arrears on December 15 and June 15 of each year. The portion of the debt proceeds that was classified as equity at the time of the offering was \$43.2 million , an equivalent of that amount is being amortized to interest expense using the effective interest method through December 2016. The effective interest rate implicit in the liability component is 5.6%.

At December 31, 2015, the carrying amount of the liability component was \$218.7 million, the remaining unamortized discount was \$8.4 million, and the principal amount outstanding was \$227.1 million. At December 31, 2014, the carrying amount of the liability component was \$213.1 million, the remaining unamortized discount was \$16.9 million and the principal amount outstanding was \$230.0 million.

The fair value of the 2016 Notes at December 31, 2015 was approximately \$297.4 million. The fair value of the liability of the 2016 Notes was determined using a discounted cash flow model based on current market interest rates available to the Company. These inputs are corroborated by observable market data for similar liabilities and therefore classified within Level 2 of the fair-value hierarchy.

The 2016 Notes are senior, unsecured obligations of the Company, and are convertible into cash and, if applicable, shares of its common stock based on an initial conversion rate, subject to adjustment of 17.4092 shares per \$1,000 principal amount of 2016 Notes (which represents an initial conversion price of approximately \$57.44 per share). The Company will satisfy any conversion of the 2016 Notes with cash up to the principal amount of the 2016 Notes pursuant to the net share settlement mechanism set forth in the indenture and, with respect to any excess conversion value, with shares of the Company’s common stock. The 2016 Notes are convertible only in the following circumstances: (1) if the closing sale price of the Company’s common stock exceeds 150% of the conversion price during a period as defined in the indenture; (2) if the average trading price per \$1,000 principal amount of the 2016 Notes is less than or equal to 98% of the average conversion value of the 2016 Notes during a period as defined in the indenture; (3) at any time on or after June 15, 2016; or (4) if specified corporate transactions occur, which included the spin-off of the spine business. The issue price of the

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

2016 Notes was equal to their face amount, which is also the amount holders are entitled to receive at maturity if the 2016 Notes are not converted. As of March 31, 2015, certain conversion features were triggered due to the announced spin-off of the Company's subsidiary, SeaSpine Holdings Corporation, which allowed the holders to convert all or any of the 2016 Notes subject to certain conditions. The 2016 Notes were convertible through June 10, 2015 and as of the close of the conversion window, note holders provided notice to convert 2,903 notes. During the twelve months ended December 31, 2015, the Company paid \$2.9 million in cash and issued 8,457 shares to settle the obligation to the note holders that converted. As a result of the spin-off and pursuant to the indenture for the Company's 2016 Notes, the initial conversion price and rate was adjusted effective July 1, 2015. The conversion price on the 2016 Notes has been adjusted to \$52.83 per share and the new conversion rate is 18.9287 shares per \$1,000 principal amount of 2016 Notes. The Company considers the balance to be long term in nature based on its current intent and ability to refinance the borrowing within the next twelve-month period.

In connection with the issuance of the 2016 Notes, the Company entered into call transactions and warrant transactions, primarily with affiliates of the initial purchasers of such notes (the "hedge participants"). The initial strike price of the call transaction is approximately \$57.44 per share, subject to customary anti-dilution adjustments. The initial strike price of the warrant transaction is approximately \$70.05 per share, subject to customary anti-dilution adjustments. The strike price of the call transactions and warrant transactions has been adjusted similarly to the 2016 Notes as a result of the spin-off to \$52.83 per share and \$64.43 per share, respectively.

***Convertible Note Interest***

The interest expense components of the Company's convertible notes are as follows:

	Years Ended December 31,		
	2015	2014	2013
	(In thousands)		
<b>2016 Notes:</b>			
Amortization of the discount on the liability component (1) . . . . .	\$ 7,917	\$ 7,104	\$6,463
Cash interest related to the contractual interest coupon (2) . . . . .	3,430	3,342	3,218
Total . . . . .	\$11,347	\$10,446	\$9,681

- (1) The amortization of the discount on the liability component of the 2016 Notes is presented net of capitalized interest of \$0.6 million, \$0.9 million, and \$1.0 million for the years ended December 31, 2015, 2014, and 2013, respectively.
- (2) The cash interest related to the contractual interest coupon on the 2016 Notes is presented net of capitalized interest of \$0.3 million, \$0.4 million, and \$0.5 million for the years ended December 31, 2015, 2014, and 2013, respectively.

**6. DERIVATIVE INSTRUMENTS**

***Interest Rate Hedging***

The Company's interest rate risk relates to U.S. dollar denominated variable LIBOR interest rate borrowings. On August 10, 2015 the interest rate swap derivative instrument the Company entered into on August 20, 2010 with an effective date of December 31, 2010 expired. The interest rate swap was used to

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

manage the Company's earnings and cash flow exposure to changes in interest rates by converting a portion of its floating-rate debt into fixed-rate debt. The Company did not enter into another interest rate swap derivative instruments.

Prior to expiration, the Company designated this derivative instrument as a cash flow hedge. The Company recorded the effective portion of any change in the fair value of a derivative instrument designated as a cash flow hedge as unrealized gains or losses in accumulated other comprehensive income ("AOCI"), net of tax, until the hedged item affected earnings, at which point the effective portion of any gain or loss was reclassified to earnings. If the hedged cash flow does not occur, or if it becomes probable that it will not occur, the Company will reclassified the amount of any gain or loss on the related cash flow hedge to interest expense at that time.

The Company reclassified \$0.9 million of pre-tax losses recorded as net in AOCI related to the interest rate hedge to earnings prior to the date of expiration.

***Foreign Currency Hedging***

From time to time the Company enters into foreign currency hedge contracts intended to protect the U.S. dollar value of certain forecasted foreign currency denominated transactions. The Company records the effective portion of any change in the fair value of foreign currency cash flow hedges in AOCI, net of tax, until the hedged item affects earnings. Once the related hedged item affects earnings, the Company reclassifies the effective portion of any related unrealized gain or loss on the foreign currency cash flow hedge to earnings. If the hedged forecasted transaction does not occur, or if it becomes probable that it will not occur, the Company will reclassify the amount of any gain or loss on the related cash flow hedge to earnings at that time.

The success of the Company's hedging program depends, in part, on forecasts of certain activity denominated in euros. The Company may experience unanticipated currency exchange gains or losses to the extent that there are differences between forecasted and actual activity during periods of currency volatility. In addition, changes in currency exchange rates related to any unhedged transactions may affect its earnings and cash flows.

***Counterparty Credit Risk***

The Company manages its concentration of counterparty credit risk on its derivative instruments by limiting acceptable counterparties to a group of major financial institutions with investment grade credit ratings, and by actively monitoring their credit ratings and outstanding positions on an ongoing basis. Therefore, the Company considers the credit risk of the counterparties to be low. Furthermore, none of the Company's derivative transactions are subject to collateral or other security arrangements, and none contain provisions that depend upon the Company's credit ratings from any credit rating agency.

***Fair Value of Derivative Instruments***

The Company has classified all of its derivative instruments within Level 2 of the fair value hierarchy because observable inputs are available for substantially the full term of the derivative instruments. The fair value of the foreign currency forward exchange contracts related to inventory purchases is determined by comparing the forward rate as of the period end and the settlement rate specified in each contract. The fair value of the interest rate swap was developed using a market approach based on publicly available market yield curves and the terms of the swap. The Company performs ongoing assessments of counterparty credit risk.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following table summarizes the fair value, notional amounts presented in U.S. dollars, and presentation in the consolidated balance sheet for derivatives designated as hedging instruments as of December 31, 2015 and December 31, 2014:

<u>Location on Balance Sheet (1):</u>	<b>Fair Value as of</b>	
	<b>December 31, 2015</b>	<b>December 31, 2014</b>
	<b>(In thousands)</b>	
<b>Derivatives designated as hedges — Liabilities:</b>		
Interest rate swap — Accrued expenses and other current liabilities (2) .....	\$—	\$898
<b>Total Derivatives designated as hedges — Liabilities .....</b>	<u>\$—</u>	<u>\$898</u>

- (1) The Company classifies derivative assets and liabilities as current based on the cash flows expected to be incurred within the following 12 months.
- (2) At December 31, 2015 and December 31, 2014, the notional amount related to the Company's sole interest rate swap was \$0.0 million and \$97.5 million, respectively.

The following presents the effect of derivative instruments designated as cash flow hedges on the accompanying consolidated statements of operations during the years ended December 31, 2015 and 2014:

	<b>Balance in AOCI Beginning of Year</b>	<b>Amount of Gain (Loss) Recognized in AOCI- (Effective Portion)</b>	<b>Amount of Gain (Loss) Reclassified from AOCI into Earnings- (Effective Portion)</b>	<b>Balance in AOCI End of Year</b>	<b>Location in Statements of Operations</b>
	<b>(In thousands)</b>				
<b>Year Ended</b>					
<b>December 31, 2015</b>					
Interest rate swap .....	\$ (898)	\$ (25)	\$ (923)	\$ —	Interest (expense)
	<u>\$ (898)</u>	<u>\$ (25)</u>	<u>\$ (923)</u>	<u>\$ —</u>	
<b>Year Ended</b>					
<b>December 31, 2014</b>					
Interest rate swap .....	(2,439)	(206)	(1,747)	(898)	Interest (expense)
	<u>\$(2,439)</u>	<u>\$(206)</u>	<u>\$(1,747)</u>	<u>\$(898)</u>	

The Company recognized no gains or losses resulting from ineffectiveness of cash flow hedges during the years ended December 31, 2015 and 2014.

**7. TREASURY STOCK**

On October 28, 2014, the Board of Directors terminated the October 2012 authorization and authorized up to \$75.0 million of its outstanding common stock through December 2016. As of December 31, 2015 there remained \$75.0 million available for repurchases under this authorization.

There were no cash treasury stock repurchases during the years ended December 31, 2015 or December 31, 2014.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**8. STOCK-BASED COMPENSATION**

Stock-based compensation expense — all related to employees — recognized under the authoritative guidance was as follows:

	Years Ended December 31,		
	2015	2014	2013
	(In thousands)		
Selling, general and administrative .....	\$14,461	\$13,940	\$9,484
Research and development .....	714	463	277
Cost of goods sold .....	275	151	81
Total stock-based compensation expense .....	15,450	14,554	9,842
Total estimated tax benefit related to stock-based compensation expense .....	5,792	5,350	3,806
Net effect on net income .....	\$ 9,658	\$ 9,204	\$6,036

***EMPLOYEE STOCK PURCHASE PLAN***

The purpose of the Employee Stock Purchase Plan (the “ESPP”) is to provide eligible employees of the Company with the opportunity to acquire shares of common stock at periodic intervals by means of accumulated payroll deductions. The ESPP is a non-compensatory plan. Under the ESPP, a total of 1.5 million shares of common stock are reserved for issuance. These shares will be made available either from the Company’s authorized but unissued shares of common stock or from shares of common stock reacquired by the Company as treasury shares. At December 31, 2015, 1.0 million shares remain available for purchase under the ESPP. During the years ended December 31, 2015, 2014 and 2013, the Company issued 6,020 shares, 3,889 shares and 4,855 shares under the ESPP for \$0.4 million, \$0.2 million and \$0.2 million, respectively.

***EQUITY AWARD PLANS***

As of December 31, 2015, the Company had stock options, restricted stock awards, performance stock awards, contract stock awards and restricted stock unit awards outstanding under three plans, the 2000 Equity Incentive Plan (the “2000 Plan”), the 2001 Equity Incentive Plan (the “2001 Plan”), and the 2003 Equity Incentive Plan (the “2003 Plan,” and collectively, (the “Plans”).

In July 2008 and May 2010, the stockholders of the Company approved amendments to the 2003 Plan to increase by 750,000 and 1,750,000, respectively, the number of shares of common stock that may be issued under the 2003 Plan. The Company has reserved 2,000,000 shares under each of the 2000 Plan and the 2001 Plan, and 6,500,000 shares under the 2003 Plan. The Plans permit the Company to grant incentive and non-qualified stock options, stock appreciation rights, restricted stock, contract stock, performance stock, or dividend equivalent rights to designated directors, officers, employees and associates of the Company.

Stock options issued under the Plans become exercisable over specified periods, generally within four years from the date of grant for officers, directors and employees, and generally expire six years from the grant date for employees and from six to ten years for directors and certain executive officers. Restricted stock issued under the Plans vests ratably over specified periods, generally three years after the date of grant.

In connection with the separation of SeaSpine on July 1, 2015 and in accordance with the Employee Matters Agreement, the Company made certain adjustments to the exercise price and number of share-based compensation awards with the intention of preserving the intrinsic value of the awards prior to the separation. Stock options issued in 2015 prior to the separation converted to those of the entity where the employee is



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

working post-separation. Stock options issued prior to 2015 converted to both Integra and SeaSpine options such that the holders received stock options in both companies. The exercise price of these outstanding awards was adjusted to preserve the value of the awards immediately prior to the separation. Performance stock, restricted stock, and contract stock were adjusted for all employees holding outstanding awards to provide holders performance stock, restricted stock, and contract stock in the company that employs such employee following the separation. The adjustments to the Company's stock-based compensation awards resulted in an increase in incremental fair value of \$4.4 million, of which \$3.3 million was recorded during the year-ended December 31, 2015. The remaining \$1.1 million will be recognized prospectively over the remaining term of outstanding awards, adjusted, as applicable, for forfeitures.

***Stock Options***

The Company values stock option grants using the binomial distribution model. Management believes that the binomial distribution model is preferable to the Black-Scholes model because the binomial distribution model is a more flexible model that considers the impact of non-transferability, and vesting provisions in the valuation of employee stock options.

In determining the value of stock options granted, the Company considered that it has never paid cash dividends and does not currently intend to pay cash dividends, and thus has assumed a 0% dividend yield. Expected volatilities are based on the historical volatility of the Company's stock price with forward-looking assumptions. The expected life of stock options is estimated based on historical data on exercise of stock options, post-vesting forfeitures and other factors to estimate the expected term of the stock options granted. The risk-free interest rates are derived from the U.S. Treasury yield curve in effect on the date of grant for instruments with a remaining term similar to the expected life of the options. In addition, the Company applies an expected forfeiture rate when amortizing stock-based compensation expenses. The estimate of the forfeiture rates is based primarily upon historical experience of employee turnover. As individual grant awards become fully vested, stock-based compensation expense is adjusted to recognize actual forfeitures.

The following weighted-average assumptions were used in the calculation of fair value:

	<b>Years Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Dividend yield . . . . .	0%	0%	0%
Expected volatility . . . . .	29%	29%	31%
Risk free interest rate . . . . .	1.96%	2.41%	1.52%
Expected life of option from grant date . . . . .	8 years	8 years	8 years

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following table summarizes the Company's stock option activity.

<u>Stock Options</u>	<u>Shares</u> (In thousands)	<u>Weighted Average</u> <u>Exercise Price</u>	<u>Weighted Average</u> <u>Contractual Term</u> <u>in Years</u>	<u>Aggregate Intrinsic</u> <u>Value</u> (In thousands)
Outstanding at December 31, 2014 . . . . .	1,238	\$39.89		
Modification upon spin-off (1) . . . . .	58	—		
Granted . . . . .	98	62.37		
Exercised . . . . .	(200)	35.57		
Forfeited or Expired . . . . .	<u>(1)</u>	53.73		
Outstanding at December 31, 2015 . . . . .	<u>1,193</u>	\$37.09	3.26	\$36,614
Vested or expected to vest at December 31, 2015 . . . . .	<u>1,193</u>	\$37.09	3.26	\$36,614
Exercisable at December 31, 2015 . . . . .	<u>1,037</u>	\$35.02	2.69	\$33,980

The intrinsic value of options exercised for the years ended December 31, 2015, 2014 and 2013 were negligible. The weighted average grant date fair value of options granted during the years ended December 31, 2015, 2014 and 2013 was \$17.17, \$18.15 and \$13.86, respectively. Cash received from option exercises was \$7.3 million, \$15.2 million and \$2.3 million, for the years ended December 31, 2015, 2014 and 2013, respectively.

As of December 31, 2015, there was approximately \$2.3 million of total unrecognized compensation costs related to unvested stock options. These costs are expected to be recognized over a weighted-average period of approximately two years.

***Awards of Restricted Stock, Performance Stock and Contract Stock***

The following table summarizes the Company's awards of restricted stock, performance stock and contract stock for the year ended December 31, 2015.

	<u>Restricted Stock Awards</u>		<u>Performance Stock</u> <u>and Contract Stock</u> <u>Awards</u>	
	<u>Shares</u> (In thousands)	<u>Weighted Average</u> <u>Grant Date Fair</u> <u>Value Per Share</u>	<u>Shares</u> (In thousands)	<u>Weighted Average</u> <u>Grant Date Fair</u> <u>Value Per Share</u>
Unvested, December 31, 2014 . . . . .	308	\$37.29	283	\$32.74
Modification upon spin-off . . . . .	42	—	2	—
Surrendered upon spin-off . . . . .	(3)	—	—	—
Granted . . . . .	169	62.32	3	59.52
Cancellations . . . . .	(56)	47.79	(1)	45.46
Released . . . . .	<u>(166)</u>	42.48	<u>(121)</u>	36.51
Unvested, December 31, 2015 . . . . .	<u>294</u>	\$48.20	<u>166</u>	\$33.30

The Company recognized \$10.2 million, \$13.1 million and \$8.6 million in expense related to such awards during the years ended December 31, 2015, 2014 and 2013, respectively. The total fair market value of shares vested in 2015, 2014 and 2013 was \$19.9 million, \$9.4 million and \$6.5 million, respectively.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Performance stock awards have performance features associated with them. Performance stock, restricted stock and contract stock awards generally have requisite service periods of three years. The fair value of these awards is being expensed on a straight-line basis over the vesting period. As of December 31, 2015, there was approximately \$13.9 million of total unrecognized compensation costs related to unvested awards. These costs are expected to be recognized over a weighted-average period of approximately two years.

At December 31, 2015, there are approximately 0.3 million additional vested Restricted Units held by various employees for which the related shares have not yet been issued.

At December 31, 2015, there were approximately 1.4 million shares available for grant under the Plans.

**9. RETIREMENT BENEFIT PLANS**

***DEFINED BENEFIT PLANS***

The Company maintains a defined benefit pension plan that covers employees in its manufacturing plant located in Tuttlingen, Germany (the “Germany Plan”). The Company closed the Tuttlingen, Germany plant in December 2005. The Company did not terminate the Germany Plan, and the Company remains obligated for the accrued pension benefits related to this plan.

In September 2015, the Company completed the buy-out of its defined benefit pension plan in the U.K. which covered certain employees and retirees. All plan assets of the defined benefit pension plan were transferred to an independent financial services firm and the Company made cash contributions of approximately \$1.8 million for the year-ended December 31, 2015. The Company recorded expenses totaling approximately \$5.6 million in selling, general and administrative costs in conjunction with the buy-out of the plan. The buy-out of the U.K. pension plan eliminated future obligations of the Company under this plan.

***DEFINED CONTRIBUTION PLANS***

The Company also has various defined contribution savings plans that cover substantially all employees in the United States, the United Kingdom and Puerto Rico. The Company matches a certain percentage of each employee’s contributions as per the provisions of the plans. Total contributions by the Company to the plans were \$3.7 million, \$3.0 million and \$2.9 million for the years ended December 31, 2015, 2014 and 2013, respectively.

**10. LEASES AND RELATED PARTY LEASES**

The Company leases administrative, manufacturing, research and distribution facilities and various manufacturing, office and transportation equipment through operating lease agreements. Future minimum lease payments under operating leases at December 31, 2015 were as follows:

	<u>Related Parties</u>	<u>Third Parties</u>	<u>Total</u>
	(In thousands)		
2016 .....	\$ 272	\$ 9,683	\$ 9,955
2017 .....	276	7,097	7,373
2018 .....	296	4,427	4,723
2019 .....	296	3,704	4,000
2020 .....	296	1,896	2,192
Thereafter .....	<u>3,497</u>	<u>18,963</u>	<u>22,460</u>
Total minimum lease payments .....	<u>\$4,933</u>	<u>\$45,770</u>	<u>\$50,703</u>

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Total rental expense for the years ended December 31, 2015, 2014 and 2013 and was \$10.1 million, \$10.2 million and \$10.4 million, respectively, and included \$0.3 million, in related party rental expense in each of the three years.

Future minimum lease payments under capital leases at December 31, 2015 were as follows:

	<b>Payments under capital leases (In thousands)</b>
2016 .....	<u>\$672</u>
Total minimum lease payments .....	672
Amount representing interest .....	<u>18</u>
Present value of minimum lease payments .....	<u><u>\$654</u></u>

***Related Party Leases***

The Company leases certain production equipment from a corporation whose sole stockholder is a general partnership, of which the Company's former Chairman (and current director) is a partner and the President. The term of the lease is through March 31, 2022, and the Company has an option to renew through March 31, 2032. Under the terms of the lease agreement, the Company pays \$0.1 million per year to the related party lessor. The Company also leases its manufacturing facility in Plainsboro, New Jersey, from a general partnership that is 50% owned by a corporation whose shareholders are trusts, whose beneficiaries include family members of the Company's former Chairman (and current director). The term of the current lease agreement is through October 31, 2032 at an annual rate of approximately \$0.3 million per year. The current lease agreement also provides (i) a 5 -year renewal option for the Company to extend the lease from November 1, 2032 through October 31, 2037 at the fair market rental rate of the premises, and (ii) another 5 -year renewal option to extend the lease from November 1, 2037 through October 31, 2042 at the fair market rental rate of the premises.

**11. INCOME TAXES**

Income before income taxes consisted of the following:

	<b>Years Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(In thousands)</b>		
United States operations .....	\$37,450	\$21,349	\$ 6,512
Foreign operations .....	<u>23,221</u>	<u>24,217</u>	<u>12,274</u>
Total .....	<u><u>\$60,671</u></u>	<u><u>\$45,566</u></u>	<u><u>\$18,786</u></u>

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

A reconciliation of the U.S. Federal statutory rate to the Company's effective tax rate is as follows:

	<u>Years Ended December 31,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
Federal statutory rate .....	35.0%	35.0%	35.0%
Increase (decrease) in income taxes resulting from:			
State income taxes, net of federal tax benefit .....	1.3%	5.6%	0.2%
Foreign operations .....	(12.5)%	(16.7)%	(27.2)%
Spine valuation allowance .....	61.1%	—%	—%
Charitable contributions .....	(1.0)%	(2.7)%	(0.9)%
Domestic production activities deduction .....	(2.4)%	(2.7)%	—%
Intercompany profit in inventory .....	3.1%	(0.4)%	(1.4)%
Nondeductible facilitative costs .....	3.1%	1.1%	—%
Changes in valuation allowances .....	0.3%	2.1%	1.5%
Uncertain tax positions .....	0.2%	(3.4)%	(13.8)%
Research and development credit .....	(1.9)%	(1.8)%	(5.7)%
Return to provision .....	1.7%	1.4%	(9.8)%
Other .....	<u>0.7%</u>	<u>2.8%</u>	<u>4.8%</u>
Effective tax rate .....	<u>88.7%</u>	<u>20.3%</u>	<u>(17.3)%</u>

The effective tax rate increased by 68.4% in 2015 compared with 2014 primarily due to recording a valuation allowance against net deferred tax assets for the SeaSpine spin-off. The Company recorded an income tax benefit of \$0.4 million in the current year for the release of tax contingency reserves as compared to \$2.1 million in the prior year. This current year benefit was offset by the establishment of \$0.5 million of new tax contingency positions during the year.

During 2015, the Company's foreign operations generated a \$2.3 million increase in income tax expense as a result of, among other factors, the geographic and business mix of taxable earnings and losses. The 2015 foreign effective tax rate is 10.6%, an increase of approximately 5.7% over the rate in 2014. The Company's foreign tax rate is primarily based upon statutory rates and is not related to a tax holiday or negotiated tax rate.

During 2014, the Company's foreign operations generated a \$1.2 million decrease in income tax expense as a result of, among other factors, the geographic and business mix of taxable earnings and losses and the re-establishment of an income tax benefit in France for half of the year related to intercompany interest. The 2014 foreign effective tax rate is 4.9%, a decrease of approximately 39.6% over the rate in 2013. The Company's foreign tax rate is primarily based upon statutory tax rates and is not related to a tax holiday or negotiated tax rate.

During 2013, the Company's foreign operations generated a \$1.0 million increase in income tax expense as a result of, among other factors, the geographic and business mix of taxable earnings and losses and the change of an income tax benefit in France as a result of a French tax law change that occurred on December 30, 2013. The 2013 foreign effective tax rate is 44.5%, an increase of approximately 33.4% over the rate in 2012. The Company's foreign tax rate is primarily based upon statutory tax rates and is not related to a tax holiday or negotiated tax rate.

As of December 31, 2015, the Company has not provided deferred U.S. income taxes or foreign withholding taxes on temporary differences of approximately \$261.3 million resulting from earnings for certain non-U.S. subsidiaries which are permanently reinvested outside the U.S. The unrecognized deferred tax liability associated

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

with these temporary differences was estimated to be \$37.9 million at December 31, 2015. Events that could trigger a need to repatriate foreign cash to the U.S. and generate a tax might include U.S. acquisitions, loans from a foreign subsidiary, or anticipated tax law changes that are considered unfavorable and would result in higher taxes on repatriations that occur after the change in tax law goes into effect.

The provision for income taxes consisted of the following:

	<b>Years Ended December 31,</b>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
	(In thousands)		
<b>Current:</b>			
Federal .....	\$46,665	\$10,330	\$(2,931)
State .....	2,301	2,124	399
Foreign .....	<u>5,205</u>	<u>3,666</u>	<u>632</u>
Total current .....	\$54,171	\$16,120	\$(1,900)
<b>Deferred:</b>			
Federal .....	1,282	(5,524)	(2,409)
State .....	(394)	695	(1,136)
Foreign .....	<u>(1,239)</u>	<u>(2,020)</u>	<u>2,204</u>
Total deferred .....	<u>\$ (351)</u>	<u>\$ (6,849)</u>	<u>\$(1,341)</u>
Provision (benefit) for income taxes .....	<u>\$53,820</u>	<u>\$ 9,271</u>	<u>\$(3,241)</u>

The income tax effects of significant temporary differences that give rise to deferred tax assets and liabilities, shown before jurisdictional netting, are presented below:

	<b>December 31,</b>	
	<u>2015</u>	<u>2014</u>
	(In thousands)	
<b>Current assets:</b>		
Doubtful accounts .....	\$—	\$ 1,727
Inventory related items .....	—	30,017
Tax credits .....	—	3,156
Accrued vacation .....	—	3,310
Accrued bonus .....	—	5,596
Other .....	<u>—</u>	<u>2,694</u>
Total current deferred tax assets .....	—	46,500
Less valuation allowance .....	<u>—</u>	<u>(528)</u>
Current deferred tax assets after valuation allowance .....	<u>\$—</u>	<u>\$45,972</u>
<b>Current liabilities:</b>		
Other .....	<u>—</u>	<u>(483)</u>
Total current deferred tax liabilities .....	<u>\$—</u>	<u>\$ (483)</u>
Net current deferred tax assets .....	<u>\$—</u>	<u>\$45,489</u>



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

	December 31,	
	2015	2014
	(In thousands)	
<b>Non-current assets:</b>		
Doubtful accounts . . . . .	\$ 1,943	\$ —
Inventory related items . . . . .	24,417	—
Tax credits . . . . .	3,137	—
Accrued vacation . . . . .	2,713	—
Accrued bonus . . . . .	7,555	—
Stock compensation . . . . .	16,222	14,840
Deferred revenue . . . . .	767	3
Net operating loss carryforwards . . . . .	17,548	17,899
Federal & state tax credits . . . . .	6,227	12,278
Other . . . . .	1,952	(402)
	82,481	44,618
Total non-current deferred tax assets . . . . .		
Less valuation allowance . . . . .	(4,887)	(6,244)
	\$ 77,594	\$ 38,374
<b>Non-current liabilities:</b>		
Intangible & fixed assets . . . . .	(225,328)	(148,714)
Other . . . . .	(225)	(665)
	\$(225,553)	\$(149,379)
Total non-current deferred tax liabilities . . . . .		
Net non-current deferred tax assets (liabilities) . . . . .	\$(147,959)	\$(111,005)
<b>Total net deferred tax assets (liabilities) . . . . .</b>	<b>\$(147,959)</b>	<b>\$ (65,516)</b>

The Company has prospectively adopted Accounting Standards Update 2015-17 to classify all deferred tax assets and liabilities as non-current on the balance sheet. The Company has not retrospectively adjusted the balance sheet classification and presentation herein for the deferred tax assets and liabilities for years prior to 2015.

At December 31, 2015, the Company had net operating loss carryforwards of \$34.4 million for federal income tax purposes, \$21.7 million for foreign income tax purposes and \$14.2 million for state income tax purposes to offset future taxable income. The federal net operating loss carryforwards expire through 2032, \$2.9 million of the foreign net operating loss carryforwards expire through 2021 with the remaining \$18.8 million having an indefinite carry forward period. The state net operating loss carryforwards expire through 2032 .

Deferred tax assets relating to tax benefits of employee stock option grants have been reduced to reflect exercises in 2015. Some exercises have resulted in tax deductions in excess of previously recorded benefits based on the option value at the time of grant (“windfalls”). Although these additional tax benefits are reflected in net operating tax loss carryforwards the additional tax benefit associated with the windfall is not recognized until the deduction reduces taxes payable. Accordingly, since the tax benefit does not reduce our current taxes payable in 2013 due to net operating loss carryforwards, these “windfall” tax benefits are not reflected in our net operating losses in deferred tax assets for 2013.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

A valuation allowance of \$4.9 million, \$6.8 million and \$7.3 million is recorded against the Company's gross deferred tax assets of \$82.5 million, \$91.1 million, and \$91.9 million recorded at December 31, 2015, 2014 and 2013, respectively.

The valuation allowance relates to deferred tax assets for certain items that will be deductible for income tax purposes under very limited circumstances and for which the Company believes it is not more likely than not that it will realize the associated tax benefit. The Company does not anticipate additional income tax benefits through future reductions in the valuation allowance. However, in the event that the Company determines that it would be able to realize more or less than the recorded amount of net deferred tax assets, an adjustment to the deferred tax asset valuation allowance would be recorded in the period such a determination is made.

The Company's valuation allowance decreased by \$1.9 million, and \$0.5 million in 2015 and 2014, respectively. The 2015 overall decrease in the valuation allowance was primarily due to expiring net operating losses in the Netherlands which is offset by a reduction in the related deferred tax asset.

A reconciliation of the beginning and ending amount of uncertain tax benefits is as follows:

	Years Ended December 31,		
	2015	2014	2013
	(In thousands)		
Balance, beginning of year	\$ 959	\$ 3,040	\$ 5,874
Gross increases:			
Current year tax positions	—	—	259
Prior years' tax positions	541	527	546
Gross decreases:			
Prior years' tax positions	—	(286)	(476)
Settlements	—	(828)	—
Statute of limitations lapses	(404)	(1,494)	(3,163)
Other	(11)	—	—
Balance, end of year	\$1,085	\$ 959	\$ 3,040

Approximately \$1.1 million of the balance at December 31, 2015 relates to uncertain tax positions that, if recognized, would affect the annual effective tax rate. Included in the balance of uncertain tax positions at December 31, 2015 is \$0.5 million related to tax positions for which it is reasonably possible that the total amounts could be reduced during the twelve months following December 31, 2015, as a result of expiring statutes of limitations.

The Company recognizes interest and penalties relating to uncertain tax positions in income tax expense. The Company recognized a minimal benefit for the year ended December 31, 2015 and a \$0.2 million benefit, and a \$0.8 million benefit for interest and penalties in the income statement during the years ended December 31, 2014 and 2013, respectively. The Company had minimal interest and penalties accrued at December 31, 2015 and \$0.1 million, and \$0.4 million of interest and penalties accrued at December 31, 2014 and 2013, respectively.

The Company files Federal income tax returns, as well as multiple state, local and foreign jurisdiction tax returns. The Company is no longer subject to examinations of its Federal income tax returns by the IRS through fiscal year 2011. All significant state and local matters have been concluded through fiscal 2011. All significant foreign matters have been settled through fiscal 2011.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**12. NET (LOSS) INCOME PER SHARE**

Basic and diluted net income (loss) per share was as follows:

	<u>Years Ended December 31,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
	(In thousands, except per share amounts)		
<b><u>Basic net (loss) income per share:</u></b>			
Net income from continuing operations	\$ 6,851	\$36,295	\$ 22,027
Net loss from discontinued operations	(10,370)	(2,291)	(43,094)
Net (loss) income	\$ (3,519)	\$34,004	\$(21,067)
Weighted average common shares outstanding	34,495	32,432	28,416
Basic net income per common share from continuing operations	\$ 0.20	\$ 1.12	\$ 0.78
Basic net loss per common share from discontinued operations	(0.30)	(0.07)	(1.52)
Basic net (loss) income per common share	\$ (0.10)	\$ 1.05	\$ (0.74)
<b><u>Diluted net income (loss) per share:</u></b>			
Net income from continuing operations	\$ 6,851	\$36,295	\$ 22,027
Net loss from discontinued operations	(10,370)	(2,291)	(43,094)
Net (loss) income	\$ (3,519)	\$34,004	\$(21,067)
Weighted average common shares outstanding — Basic	34,495	32,432	28,416
Effect of dilutive securities:			
2016 Convertible notes	461	—	—
Stock options and restricted stock	721	528	386
Weighted average common shares for diluted earnings per share	35,677	32,960	28,802
Diluted net income per common share from continuing operations	\$ 0.19	\$ 1.10	\$ 0.76
Diluted net loss per common share from discontinued operations	(0.29)	(0.07)	(1.50)
<b>Diluted net (loss) income per common share</b>	<b>\$ (0.10)</b>	<b>\$ 1.03</b>	<b>\$ (0.74)</b>

In connection with the separation of SeaSpine on July 1, 2015 and in accordance with the Employee Matters Agreement, the Company made certain adjustments to the exercise price and number of share-based compensation awards with the intention of preserving the intrinsic value of the awards prior to the separation. Stock options issued in 2015 prior to the separation converted to those of the entity where the employee is working post-separation. Stock options issued prior to 2015 converted to both Integra and SeaSpine options such that the holders received stock options in both companies. The exercise price of these outstanding awards was adjusted to preserve the value of the awards immediately prior to the separation. Performance stock, restricted stock, and contract stock were adjusted to provide holders performance stock, restricted stock, and contract stock in the company that employs such employee following the separation. The adjustments to the Company's stock-based compensation awards resulted in an increase in incremental fair value of \$4.4 million, of which \$3.3 million was recorded during the year-ended December 31, 2015. The remaining \$1.1 million will be recognized prospectively over the remaining term of outstanding awards, adjusted, as applicable, for forfeitures.

Common stock of approximately 0.1 million, 0.2 million and 0.7 million shares at December 31, 2015, 2014 and 2013, respectively, that are issuable through exercise or conversion of dilutive securities were not included in

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

the computation of diluted net income per share because their effect would have been antidilutive. The Company also has warrants outstanding related to its 2016 Notes at December 31, 2015, 2014, and 2013 and the Company's 2016 Notes are convertible to common shares in certain circumstances (see Note 5). These warrants and the excess conversion value of the 2016 Notes are included in the diluted earnings per share calculation using the treasury stock method, unless the effect of including such items would be anti-dilutive.

For the year-ended December 31, 2015, the potential excess conversion value on the 2016 Notes was included in the Company's dilutive share calculation because the average stock price for the year-ended December 31, 2015 exceeded the conversion price. For the year-ended December 31, 2014, the potential excess conversion value of the 2016 Notes were anti-dilutive because the conversion price exceeded the Company's stock price; therefore, these amounts have been excluded from the diluted earnings per share calculation.

Performance Shares and Restricted Units that entitle the holders to approximately 0.2 million shares of common stock are included in the basic and diluted weighted average shares outstanding calculation from their date of issuance because no further consideration is due related to the issuance of the underlying common shares.

**13. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

Changes in accumulated other comprehensive income (loss) by component between December 31, 2015 and 2014 are presented in the table below, net of tax:

	<u>Gains and Losses on Cash Flow Hedges</u>	<u>Defined Benefit Pension Items</u>	<u>Foreign Currency Items</u>	<u>Total</u>
	(In thousands)			
Balance at December 31, 2014 . . . .	\$(512)	\$(906)	\$(22,070)	\$(23,488)
Other comprehensive income before reclassifications . . . . .	(14)	915	(25,841)	(24,940)
Amounts reclassified from accumulated other comprehensive income . . . . .	<u>526</u>	<u>—</u>	<u>—</u>	<u>526</u>
Current period other comprehensive income (loss) . . . . .	<u>512</u>	<u>915</u>	<u>(25,841)</u>	<u>(24,414)</u>
Balance at December 31, 2015 . . . .	<u>\$ —</u>	<u>\$ 9</u>	<u>\$(47,911)</u>	<u>\$(47,902)</u>

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The reclassification adjustments out of accumulated other comprehensive (loss) income during the years ended December 31, 2015 and 2014 is as follows:

<u>Details about Accumulated Other Comprehensive Income Components</u>	<u>Year Ended December 31, 2015</u> <u>Amount Reclassified from Accumulated Other Comprehensive Income</u>	<u>Affected Line Item in the Statement where Net Income (Loss) is Presented</u>
	(In thousands)	
<u>Gains and losses on cash flow hedges</u>		
Interest rate swap .....	\$ (923)	Interest expense
	<u>397</u>	Tax benefit
	<u>\$ (526)</u>	Net of tax

<u>Details about Accumulated Other Comprehensive Income Components</u>	<u>Year Ended December 31, 2014</u> <u>Amount Reclassified from Accumulated Other Comprehensive Income</u>	<u>Affected Line Item in the Statement where Net Income (Loss) is Presented</u>
	(In thousands)	
<u>Gains and losses on cash flow hedges</u>		
Interest rate swap .....	\$(1,747)	Interest expense
	<u>751</u>	Tax benefit
	<u>\$ (996)</u>	Net of tax

**14. COMMITMENTS AND CONTINGENCIES**

In consideration for certain technology, manufacturing, distribution, and selling rights and licenses granted to the Company, the Company has agreed to pay royalties on sales of certain products that it sells. The royalty payments that the Company made under these agreements were not significant for any of the periods presented.

The Company is subject to various claims, lawsuits and proceedings in the ordinary course of the Company's business, including claims by current or former employees, distributors and competitors and with respect to its products and product liability claims, lawsuits and proceedings, some of which have been settled by the Company. In the opinion of management, such claims are either adequately covered by insurance or otherwise indemnified, or are not expected, individually or in the aggregate, to result in a material adverse effect on the Company's financial condition. However, it is possible that the Company's results of operations, financial position and cash flows in a particular period could be materially affected by these contingencies.

TEI, a recent acquisition by Integra on July 17, 2015, manufactures a bovine-derived surgical mesh product for Boston Scientific Corporation ("BSC") and has been named as a defendant in lawsuits under a broad range of products liability theories, many of which have not been served on TEI. Currently, there are approximately fifty active cases against TEI. Pursuant to an indemnification agreement with BSC (i) BSC is managing the litigation; (ii) TEI has in place a products liability insurance policy, of which it must exhaust \$3.0 million before BSC's indemnity begins to cover relevant claims (and of which only a small portion has been utilized to date and against which the insurer has reserved the entire \$3.0 million). Because the thrust of products liability litigation focuses on synthetic surgical mesh products, counsel is filing motions to dismiss on behalf of TEI in many cases. In addition, Integra has certain protections in the merger agreements with TEI which would indemnify it for approximately \$30.0 million for the first fifteen months after closing and between \$20.0 and \$30.0 million for the remainder of the three-year period after closing for losses relating to a variety of matters, including half of certain products liability claims (including those related to the product it manufactures for BSC) not covered by insurance.

**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The Company accrues for loss contingencies when it is deemed probable that a loss has been incurred and that loss is estimable. The amounts accrued are based on the full amount of the estimated loss before considering insurance proceeds, and do not include an estimate for legal fees expected to be incurred in connection with the loss contingency. The Company consistently accrues legal fees expected to be incurred in connection with loss contingencies as those fees are incurred by outside counsel as a period cost.

**15. SEGMENT AND GEOGRAPHIC INFORMATION**

In the first quarter of 2015, the Company began to disclose three global reportable segments as a result of changes in how the Company internally manages and reports the results of its businesses to its chief operating decision maker. On July 1, 2015, the Company completed the separation of its spine business, which was a reportable segment. See Note 3 — *Discontinued Operations* for additional information. Following the separation, the Company is disclosing two reportable segments. The two reportable segments and their activities are described below:

- The Specialty Surgical Solutions segment includes (i) the Neurosurgery business, which sells a full line of products for neurosurgery and neuro critical care such as tissue ablation equipment, dural repair products, cerebral spinal fluid management devices, intracranial monitoring equipment, and cranial stabilization equipment and (ii) the Instruments business, which sells more than 60,000 instrument patterns and surgical and lighting products to hospitals, surgery centers, and dental, podiatry, and veterinary offices.
- The Orthopedics and Tissue Technologies segment includes such offerings as skin and wound repair, bone and joint fixation implants in the upper and lower extremities, bone grafts and nerve and tendon repair.

The most notable change from the Company's financial statements for the year ended December 31, 2014 included in the Annual Report on Form 10-K is the integration of the former International reportable segment into the segments noted above as well as certain products from the Private Label segment into Orthopedics and Tissue Technologies. The Spine Private Label products were included in the separation of the spine business.

The Corporate and other category includes (i) various legal, finance, information systems, executive, and human resource functions, (ii) brand management, and (iii) share-based compensation costs. Prior to the realignment, costs related to procurement, manufacturing operations and logistics for the Company's entire organization were not allocated to operating segments. In connection with the realignment, a portion of these costs have now been incorporated into the disclosed operating segments.



**INTEGRA LIFESCIENCES HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The operating results of the various reportable segments as presented are not comparable to one another because (i) certain operating segments are more dependent than others on corporate functions for unallocated general and administrative and/or operational manufacturing functions, and (ii) the Company does not allocate certain manufacturing costs and general and administrative costs to the operating segment results. Net sales and profit by reportable segment for the years ended December 31, 2015, 2014 and 2013 are as follows:

	Years Ended December 31,		
	2015	2014	2013
	(In thousands)		
<b>Segment Net Sales</b>			
Specialty Surgical Solutions .....	\$ 586,918	\$ 554,872	\$ 463,296
Orthopedics and Tissue Technologies .....	295,816	241,845	233,536
Total revenues .....	<u>\$ 882,734</u>	<u>\$ 796,717</u>	<u>\$ 696,832</u>
<b>Segment Profit</b>			
Specialty Surgical Solutions .....	\$ 242,479	\$ 210,146	\$ 145,108
Orthopedics and Tissue Technologies .....	87,844	85,257	72,264
Segment profit .....	330,323	295,403	217,372
Amortization .....	(9,953)	(6,810)	(7,099)
Corporate and other .....	<u>(240,783)</u>	<u>(220,736)</u>	<u>(174,900)</u>
Operating income (loss) .....	<u>\$ 79,587</u>	<u>\$ 67,857</u>	<u>\$ 35,373</u>

The Company does not allocate any assets to the reportable segments, and, therefore, no asset information is reported to the chief operating decision maker and disclosed in the financial information for each segment.

The Company attributes revenue to geographic areas based on the location of the customer. There are certain revenues managed by the various U.S. segments above that are generated from non-U.S. customers and therefore included in Europe and the Rest of World revenues below.

Total revenue, net and long-lived assets (tangible) by major geographic area are summarized below:

	United States*	Europe	Rest of the World	Consolidated
	(In thousands)			
Total revenue, net:				
2015 .....	\$680,824	\$103,057	\$ 98,853	\$882,734
2014 .....	596,303	99,207	101,207	796,717
2013 .....	521,244	85,448	90,140	696,832
Total long-lived assets:				
2015 .....	\$192,900	\$ 19,169	\$ 1,078	\$213,147
2014 .....	197,897	21,218	1,239	220,354

\* Includes long-lived assets in Puerto Rico.

## 16. SELECTED QUARTERLY INFORMATION — UNAUDITED

Quarter	Total revenue, net	Gross margin	Continuing Operations			Net income		
			Net income	Per Share - Basic (1)	Per Share - Diluted (1)	Net income	Per Share - Basic (1)	Per Share - Diluted (1)
(In thousands, except per share data)								
<b>2015</b>								
First .....	\$202,534	\$127,313	\$ 11,732	\$ 0.36	\$ 0.35	\$ 8,384	\$ 0.26	\$ 0.25
Second .....	212,673	137,422	12,020	0.36	0.35	4,998	0.15	0.15
Third .....	226,367	140,298	(31,881)	(0.90)	(0.90)	(31,881)	(0.90)	(0.90)
Fourth .....	241,160	151,159	14,980	0.41	0.39	14,980	0.41	0.39
	<u>\$882,734</u>	<u>\$556,192</u>	<u>\$ 6,851</u>			<u>\$ (3,519)</u>		
<b>2014</b>								
First .....	\$183,077	\$112,556	\$ 2,618	\$ 0.08	\$ 0.08	\$ 2,206	\$ 0.07	\$ 0.07
Second .....	197,043	123,538	4,282	0.13	0.13	4,825	0.15	0.15
Third .....	197,523	123,627	8,990	0.28	0.27	9,807	0.30	0.30
Fourth .....	219,074	134,050	20,405	0.63	0.62	17,166	0.53	0.52
	<u>\$796,717</u>	<u>\$493,771</u>	<u>\$ 36,295</u>			<u>\$ 34,004</u>		

- (1) Per common share amounts for the quarters and full years have been calculated separately. Accordingly, quarterly amounts do not necessarily add to the annual amount because of differences in the weighted average common shares outstanding during each period principally due to the effect of the Company's issuing shares of its common stock during the year.

**SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS**

<u>Description</u>	<u>Balance at Beginning of Period</u>	<u>Charged to Costs and Expenses</u>	<u>Charged to Other Accounts</u>	<u>Deductions</u>	<u>Balance at End of Period</u>
			(In thousands)		
Year ended December 31, 2015:					
Allowance for doubtful accounts and sales returns and allowances . . . . .	\$ 5,659	\$ 1,262	\$—	\$(1,349)	\$5,572
Deferred tax asset valuation allowance . . . . .	6,772	80	—	(1,965)	4,887
Year ended December 31, 2014:					
Allowance for doubtful accounts and sales returns and allowances . . . . .	\$ 5,126	2,211	—	(1,678)	\$5,659
Deferred tax asset valuation allowance . . . . .	7,283	3	—	(514)	6,772
Year ended December 31, 2013:					
Allowance for doubtful accounts and sales returns and allowances . . . . .	\$ 4,837	\$ 1,292	—	\$(1,003)	\$5,126
Deferred tax asset valuation allowance . . . . .	12,213	(5,326)	—	396	7,283

## EXHIBIT INDEX

- 2.1 Stock Purchase Agreement, dated as of October 25, 2013, by and between Covidien Group S.A.R.L. and Integra LifeSciences Corporation (Incorporated by Reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 15, 2014)
- 2.2 Stock and Asset Purchase Agreement by and among Medtronic, Inc., Medtronic Xomed Instrumentation, SAS, and Integra LifeSciences Corporation, dated as of September 12, 2014 (Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on October 27, 2014)
- 2.3 Separation and Distribution Agreement between Integra LifeSciences Holdings Corporation and SeaSpine Holdings Corporation, dated as of June 30, 2015 (Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on July 7, 2015)
- 2.4 Agreement and Plan of Merger by and among Integra LifeSciences Corporation, Patriot S1, Inc., TEI Biosciences Inc. and Dr. Yiannis Monovoukas, dated as of June 26, 2015 (Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on July 20, 2015)
- 2.5 Agreement and Plan of Merger by and among Integra LifeSciences Corporation, Patriot S2, Inc., TEI Medical Inc. and Dr. Yiannis Monovoukas, dated as of June 26, 2015 (Incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed on July 20, 2015)
- 3.1(a) Amended and Restated Certificate of Incorporation of the Company dated February 16, 1993 (Incorporated by reference to Exhibit 3.1(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 3.1(b) Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company dated May 22, 1998 (Incorporated by reference to Exhibit 3.1(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 1998)
- 3.1(c) Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company dated May 17, 1999 (Incorporated by reference to Exhibit 3.1(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)
- 3.2 Amended and Restated Bylaws of the Company, effective as of May 17, 2012 (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on April 13, 2012)
- 4.1 Purchase Agreement, dated June 9, 2011, by and between Integra LifeSciences Holdings Corporation and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, Deutsche Bank Securities Inc., RBC Capital Markets, LLC and Wells Fargo Securities, LLC (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 15, 2011)
- 4.2 Indenture, dated June 15, 2011, by and between Integra LifeSciences Holdings Corporation and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on June 15, 2011)
- 4.3(a) Credit Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 29, 2005)
- 4.3(b) First Amendment, dated as of February 15, 2006, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.3(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)

- 4.3(c) Second Amendment, dated as of February 23, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank FSB and SunTrust Bank, as Co-Syndication Agents, and Royal Bank of Canada and Wachovia Bank, National Association, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on February 27, 2007)
- 4.3(d) Third Amendment, dated as of June 4, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank, N.A., successor by merger to Citibank, FSB, as Syndication Agent and JPMorgan Chase Bank, N.A., Deutsche Bank Trust Company Americas and Royal Bank of Canada, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 6, 2007)
- 4.3(e) Fourth Amendment, dated as of September 5, 2007, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank, N.A., successor by merger to Citibank FSB, as Syndication Agent and JPMorgan Chase Bank, N.A., Deutsche Bank Trust Company Americas and Royal Bank of Canada, as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 6, 2007)
- 4.3(f) Amended and Restated Credit Agreement, dated as of August 10, 2010, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JP Morgan Chase Bank, as Syndication Agent, and HSBC Bank USA, NA, RBC Capital Markets, Wells Fargo Bank, N.A., Fifth Third Bank, DNB NOR Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 10, 2010)
- 4.3(g) Second Amended and Restated Credit Agreement, dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank N.A. as Syndication Agent, and, HSBC Bank USA, NA, Royal Bank of Canada, Wells Fargo Bank, N.A., Fifth Third Bank, DNB NOR Bank ASA, and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q filed on July 29, 2011)
- 4.3(h) First Amendment, dated as of May 11, 2012, to Second Amended and Restated Credit Agreement dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank, N.A., as Syndication Agent, and HSBC Bank, NA, Royal Bank of Canada, Wells Fargo Bank, NA, Fifth Third Bank, DNB Nor Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 14, 2012)
- 4.3(i) Second Amendment, dated as of June 21, 2013, to Second Amended and Restated Credit Agreement dated as of June 8, 2011, among Integra LifeSciences Holdings Corporation, the lenders party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank, N.A., as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Wells Fargo Bank, National Association, Fifth Third Bank, DNB Bank ASA and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 24, 2013)

- 4.3(j) Third Amended and Restated Credit Agreement, dated as of July 2, 2014, among Integra LifeSciences Holdings Corporation, the other lenders party hereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Crédit Agricole-Corporate and Investment Bank and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on July 9, 2014)
- 4.3(k) First Amendment, dated as of December 19, 2014, to that Third Amended and Restated Credit Agreement, among Integra LifeSciences Holdings Corporation, a syndicate of lending banks, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Crédit Agricole-Corporate and Investment Bank, and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 29, 2014)
- 4.3(l) Second Amendment, dated August 28, 2015, to that Third Amended and Restated Credit Agreement, among Integra LifeSciences Holdings Corporation, a syndicate of lending banks, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as Syndication Agent, and HSBC Bank USA, National Association, Royal Bank of Canada, Citizens Bank, National Association, DNB Capital LLC, Crédit Agricole-Corporate and Investment Bank and TD Bank, N.A., as Co-Documentation Agents (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 1, 2015)
- 4.4 Security Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation and the additional grantors party thereto in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.5 Pledge Agreement, dated as of December 22, 2005, among Integra LifeSciences Holdings Corporation and the additional grantors party thereto in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.6 Subsidiary Guaranty Agreement, dated as of December 22, 2005, among the guarantors party thereto and individually as a "Guarantor", in favor of Bank of America, N.A., as administrative and collateral agent (Incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
- 4.7 Indenture, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Integra LifeSciences Corporation and Wells Fargo Bank, N.A., as trustee (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.8 Form of 2.75% Senior Convertible Note due 2010 (included in Exhibit 4.8) (Incorporated by reference to Exhibit B to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.9 Indenture, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Integra LifeSciences Corporation and Wells Fargo Bank, N.A., as trustee (Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.10 Form of 2.375% Senior Convertible Note due 2012 (included in Exhibit 4.10) (Incorporated by reference to Exhibit B to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)



- 4.11 Registration Rights Agreement, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Banc of America Securities LLC, J.P. Morgan Securities Inc. and Morgan Stanley & Co., Incorporated, as representatives of the several initial purchasers (Incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 4.12 Registration Rights Agreement, dated June 11, 2007, among Integra LifeSciences Holdings Corporation, Banc of America Securities LLC, J.P. Morgan Securities Inc. and Morgan Stanley & Co., Incorporated, as representatives of the several initial purchasers (Incorporated by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.1(a) Lease between Plainsboro Associates and American Biomaterials Corporation dated as of April 16, 1985, as assigned to Colla-Tec, Inc. on September 30, 1988 and as amended on November 1, 1992 as Lease Modification #1 (Incorporated by reference to Exhibit 10.30 to the Company's Registration Statement on Form 10/A (File No. 0-26224) which became effective on August 8, 1995)
- 10.1(b) Lease Modification #2 entered into as of October 28, 2005, by and between Plainsboro Associates and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 2, 2005)
- 10.1(c) Lease Modification #3 entered into as of March 2, 2011, by and between Plainsboro Associates and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 3, 2011)
- 10.2(a) Equipment Lease Agreement between Medicus Corporation and the Company, dated as of June 1, 2000 (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000)
- 10.2(b) First Amendment to Equipment Lease Agreement between Medicus Corporation and the Company, dated as of June 29, 2010 (Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010)
- 10.3(a) Form of Indemnification Agreement between the Company and [ ] dated August 16, 1995, including a schedule identifying the individuals that are a party to such Indemnification Agreements (Incorporated by reference to Exhibit 10.37 to the Company's Registration Statement on Form S-1 (File No. 33-98698) which became effective on January 24, 1996)\*
- 10.3(b) Form of Indemnification Agreement for Non-Employee Directors and Officers (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*
- 10.4 1996 Incentive Stock Option and Non-Qualified Stock Option Plan (as amended through December 27, 1997) (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.5 1998 Stock Option Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.6 1999 Stock Option Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.7(a) Employee Stock Purchase Plan (as amended on May 17, 2004) (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (Registration No. 333-127488) filed on August 12, 2005)\*
- 10.7(b) First Amendment to Employee Stock Purchase Plan, dated October 26, 2005 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 1, 2005)\*

- 10.8(a) 2000 Equity Incentive Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.8(b) Amendment to 2000 Equity Incentive Plan (effective as of May 17, 2012) (Incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.8(c) Amendment to 2000 Equity Incentive Plan (effective as of January 1, 2013) (Incorporated by reference to Exhibit 10.8(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.9(a) 2001 Equity Incentive Plan (amended and restated as of July 26, 2005) (Incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005)\*
- 10.9(b) Amendment to 2001 Equity Incentive Plan (effective as of May 17, 2012) (Incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.9(c) Amendment to 2001 Equity Incentive Plan (effective as of January 1, 2013) (Incorporated by reference to Exhibit 10.9(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.10(a) Second Amended and Restated 2003 Equity Incentive Plan effective May 19, 2010 (Incorporated by reference to Exhibit 10 to the Company's Current Report on Form 8-K filed May 21, 2010)\*
- 10.10(b) Amendment to the Second Amended and Restated 2003 Equity Incentive Plan effective May 17, 2012 (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.10(c) Amendment to the Second Amended and Restated 2003 Equity Incentive Plan effective January 1, 2013 (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*
- 10.10(d) Third Amended and Restated 2003 Equity Incentive Plan effective May 22, 2015 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 29, 2015)\*
- 10.11(a) Second Amended and Restated Employment Agreement dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004)\*
- 10.11(b) Amendment 2006-1, dated as of December 19, 2006, to the Second Amended and Restated Employment Agreement, between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 22, 2006)\*
- 10.11(c) Amendment 2008-1, dated as of March 6, 2008, to the Second Amended and Restated Employment Agreement, between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.12(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.11(d) Amendment 2008-2, dated as of August 6, 2008, to the Second Amended and Restated Employment Agreement between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.11(e) Amendment 2009-1, dated as of April 13, 2009, to the Second Amended and Restated Employment Agreement between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*

- 10.11(f) Letter Agreement dated May 17, 2011 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 23, 2011)\*
- 10.11(g) Letter dated December 20, 2011 from Stuart M. Essig to the Company (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed December 23, 2011)\*
- 10.11(h) Letter Agreement dated June 7, 2012 between Stuart M. Essig and the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 7, 2012)\*
- 10.12 Indemnity letter agreement dated December 27, 1997 from the Company to Stuart M. Essig (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.13(a) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit B of Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 3, 1998)\*
- 10.13(b) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 8, 2001)\*
- 10.13(c) Registration Rights Provisions for Stuart M. Essig (Incorporated by reference to Exhibit B of Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004)\*
- 10.14(a) Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company dated December 19, 2005 (Incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)\*
- 10.14(b) Amendment 2008-1, dated as of January 2, 2008, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.15(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.14(c) Amendment 2008-2, dated as of December 18, 2008, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*
- 10.14(d) Amendment 2009-1, dated as of April 13, 2009, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*
- 10.14(e) Amendment 2010-1, dated as of October 12, 2010, to the Amended and Restated 2005 Employment Agreement between John B. Henneman, III and the Company (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed October 12, 2010)\*
- 10.14(f) Letter dated as of February 22, 2012 from John B. Henneman, III to the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 22, 2012)\*
- 10.14(g) Second Amended and Restated 2005 Employment Agreement between the Company and John B. Henneman, III (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 23, 2014)\*
- 10.15 Consulting Agreement, dated October 12, 2010, between the Company and Inception Surgical (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.16 Severance Agreement between Richard D. Gorelick and the Company dated as of January 3, 2012 (Incorporated by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*

- 10.17(a) Severance Agreement between Judith O’Grady and the Company dated as of January 4, 2010 (Incorporated by reference to Exhibit 10.17 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2009)\*
- 10.17(b) Severance Agreement between Judith O’Grady and the Company dated as of January 3, 2011 (Incorporated by reference to Exhibit 10.17(a) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2010)\*
- 10.17(c) Severance Agreement between Judith O’Grady and the Company dated as of January 3, 2012 (Incorporated by reference to Exhibit 10.16(c) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2011)\*
- 10.18(a) Employment Agreement, dated as of October 12, 2010, between Peter J. Arduini and the Company (Incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K filed October 12, 2010)\*
- 10.18(b) Amended and Restated Employment Agreement dated December 20, 2011 between Peter J. Arduini and the Company (Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed December 23, 2011)\*
- 10.18(c) Second Amended and Restated Employment Agreement between the Company and Peter J. Arduini (Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on June 20, 2014)\*
- 10.19 Form of Notice of Stock Option Grant with Eight-Year Term for Peter J. Arduini (Incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K filed December 23, 2011)\*
- 10.20 Letter Agreement dated February 19, 2013 between Peter J. Arduini and Integra LifeSciences Holdings Corporation (Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on February 25, 2013)\*
- 10.21(a) Lease Contract, dated April 1, 2005, between the Puerto Rico Industrial Development Company and Integra CI, Inc. (executed on September 15, 2006) (Incorporated by reference to Exhibit 10.3 to the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2006)
- 10.21(b) Amendment to Lease Contract dated as of November 2, 2011, between Integra CI, Inc. and Puerto Rico Industrial Development Company (Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on November 7, 2011)
- 10.21(c) Termination of Amendment to Lease Contract, dated as of April 2, 2012, between Integra CI, Inc. and Puerto Rico Industrial Development Company (Incorporated by reference to Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2012)
- 10.22 Restricted Units Agreement dated December 27, 1997 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.3 to the Company’s Current Report on Form 8-K filed on February 3, 1998)\*
- 10.23 Stock Option Grant and Agreement pursuant to 1999 Stock Option Plan dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on January 8, 2001)\*
- 10.24 Stock Option Grant and Agreement pursuant to 2000 Equity Incentive Plan dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.2 to the Company’s Current Report on Form 8-K filed on January 8, 2001)\*
- 10.25(a) Restricted Units Agreement dated December 22, 2000 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 4.3 to the Company’s Current Report on Form 8-K filed on January 8, 2001)\*

- 10.25(b) Amendment 2006-1, dated as of October 30, 2006, to the Stuart M. Essig Restricted Units Agreement dated as of December 22, 2000 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 3, 2006)\*
- 10.26 Stock Option Grant and Agreement pursuant to 2003 Equity Incentive Plan dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.27(a) Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan dated July 27, 2004 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.27(b) Amendment 2006-1, dated as of October 30, 2006, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 27, 2004 (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 3, 2006)\*
- 10.27(c) Amendment 2008-1, dated as of March 6, 2008, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 27, 2004 (Incorporated by reference to Exhibit 10.25(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.27(d) Amendment 2011-1, dated as of May 17, 2011, to the Stuart M. Essig Contract Stock/Restricted Units Agreement dated as of July 24, 2004 (Incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.28 Contract Stock/Units Agreement dated as of May 17, 2011 between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on May 23, 2011)\*
- 10.29 Form of Amendment 2011-1 to Contract Stock/Restricted Units Agreements between the Company and Mr. Essig (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.30 Form of Stock Option Grant and Agreement between the Company and Stuart M. Essig (Incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.31(a) Form of Contract Stock/Restricted Units Agreement for Stuart M. Essig (Incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.31(b) New Form of Contract Stock/Restricted Units Agreement (for Annual Equity Awards) for Stuart M. Essig (Incorporated by reference to Exhibit 10.28(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2010)\*
- 10.31(c) Form of Amendment 2011-1 to Contract Stock/Restricted Units Agreement between the Company and Mr. Essig (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.32 Form of Performance Stock Agreement for Stuart M. Essig (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)\*
- 10.33 Form of Restricted Stock Agreement for Stuart M. Essig for 2009 (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed April 13, 2009)\*
- 10.34 Form of Performance Stock Agreement (Executive Officers) (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on February 25, 2013)\*
- 10.35 Performance Incentive Compensation Plan effective January 1, 2013 (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013)\*



- 10.36 New Form of Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan (for 2011) Annual Equity Award for Stuart M. Essig) (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)\*
- 10.37 Form of Notice of Grant of Stock Option and Stock Option Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 29, 2005)\*
- 10.38 Form of Non-Qualified Stock Option Agreement (Non-Directors) (Incorporated by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.39 Form of Incentive Stock Option Agreement (Incorporated by reference to Exhibit 10.36 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.40 Form of Non-Qualified Stock Option Agreement (Directors) (Incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)\*
- 10.41 Form of Stock Option Agreement (Executive Officers) (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015)\*
- 10.42 Form of Stock Option Agreement for Glenn Coleman (Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015)\*
- 10.43 Agreement and General Release by and between Robert Paltridge and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015)\*
- 10.44(a) Form of Change in Control Severance Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 1, 2014)\*
- 10.44(b) Form of Change in Control Severance Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 30, 2015)\*
- 10.45(a) Compensation of Directors of the Company effective May 17, 2011 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 16, 2010)\*
- 10.45(b) Compensation of Non-Employee Directors of the Company effective May 17, 2012 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 13, 2012)\*
- 10.45(c) Compensation of Non-Employee Directors of the Company effective May 22, 2013 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 14, 2012)\*
- 10.45(d) Compensation of Non-Employee Directors of the Company effective July 24, 2013 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 29, 2013)\*
- 10.45(e) Compensation of Non-Employee Directors of the Company effective May 22, 2015 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 18, 2014)\*
- 10.45(f) Compensation of Non-Employee Directors of the Company effective May 24, 2016 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 17, 2015)\*
- 10.46(a) Form of Restricted Stock Agreement for Non-Employee Directors under the 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*



- 10.46(b) New Form of Restricted Stock Agreement for Non-Employee Directors under the 2003 Equity Incentive Plan (Incorporated by reference to Exhibit 10.38(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.46(c) Form of Restricted Stock Agreement for Executive Officers—Annual Vesting (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 25, 2009)\*
- 10.46(d) Form of Restricted Stock Agreement for Executive Officers—Annual Vesting (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.46(e) New Form of Restricted Stock Agreement for Executive Officers—Annual Vesting (Incorporated by reference to Exhibit 10.38(e) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.46(f) Form of Restricted Stock Agreement for Executive Officers—Cliff Vesting (Incorporated by reference to Exhibit 10.8 to the Company's Quarter Report on Form 10-Q for the quarter ended March 31, 2009)\*
- 10.46(g) Form of Restricted Stock Agreement for Executive Officers—Cliff Vesting (Incorporated by reference to Exhibit 10.6 to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2012)\*
- 10.46(h) New Form of Restricted Stock Agreement for Executive Officers—Cliff Vesting (Incorporated by reference to Exhibit 10.38(h) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)\*
- 10.46(i) Form of Restricted Stock Agreement for Mr. Henneman for 2008 and 2009 (Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on April 13, 2009)\*
- 10.46(j) Form of Contract Stock/Restricted Units Agreement pursuant to 2003 Equity Incentive Plan for Mr. Henneman (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on December 24, 2008)\*
- 10.46(k) Form of Option Agreement for John B. Henneman, III (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 6, 2008)\*
- 10.46(l) Form of Performance Stock Agreement for John B. Henneman, III (Incorporated by reference to Exhibit 10.37(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.46(m) Form of Contract Stock/Restricted Units Agreement (for Signing Grant) for Mr. Arduini (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.46(n) Form of Contract Stock/Restricted Units Agreement (for Annual Equity Awards) for Mr. Arduini (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.46(o) Form of Non-Qualified Stock Option Agreement for Mr. Arduini (Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.46(p) Form of Restricted Stock Agreement for Mr. Henneman (Incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K filed on October 12, 2010)\*
- 10.46(q) Form of Restricted Stock Agreement (Annual Vesting) for Mr. Henneman (Incorporated by reference to Exhibit 10.39(n) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011)\*

- 10.47 Annual Executive Physical Medical Exam Arrangement (Incorporated by reference to the Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 29, 2013)\*
- 10.48 Reimbursement of Legal Fees Arrangement for CFO (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on July 29, 2013)\*
- 10.49 Amended and Restated Management Incentive Compensation Plan, as of January 1, 2008 (Incorporated by reference to Exhibit 10.43(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007)\*
- 10.50 Form of 2010 Convertible Bond Hedge Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.51 Form of 2012 Convertible Bond Hedge Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.52 Form of 2010 Amended and Restated Issuer Warrant Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.53 Form of 2012 Amended and Restated Issuer Warrant Transaction Confirmation, dated June 6, 2007, between Integra LifeSciences Holdings Corporation and dealer (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on June 12, 2007)
- 10.54 Letter Agreement, dated June 9, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.4 to the Company's Form 8-K filed on June 15, 2011)
- 10.55 Letter Agreement, dated June 9, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.8 to the Company's Form 8-K filed on June 15, 2011)
- 10.56 Letter Agreement, dated June 9, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.6 to the Company's Form 8-K filed on June 15, 2011)
- 10.57 Letter Agreement, dated June 9, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Base Call Option Transaction (Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on June 15, 2011)
- 10.58 Letter Agreement, dated June 9, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed on June 15, 2011)
- 10.59 Letter Agreement, dated June 9, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.7 to the Company's Form 8-K filed on June 15, 2011)
- 10.60 Letter Agreement, dated June 9, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.5 to the Company's Form 8-K filed on June 15, 2011)
- 10.61 Letter Agreement, dated June 9, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Base Warrant Transaction (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 15, 2011)
- 10.62 Letter Agreement, dated June 14, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.9 to the Company's Form 8-K filed on June 15, 2011)

- 10.63 Letter Agreement, dated June 14, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.10 to the Company's Form 8-K filed on June 15, 2011)
- 10.64 Letter Agreement, dated June 14, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.11 to the Company's Form 8-K filed on June 15, 2011)
- 10.65 Letter Agreement, dated June 14, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Additional Call Option Transaction (Incorporated by reference to Exhibit 10.12 to the Company's Form 8-K filed on June 15, 2011)
- 10.66 Letter Agreement, dated June 14, 2011, between Deutsche Bank AG, London Branch and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.13 to the Company's Form 8-K filed on June 15, 2011)
- 10.67 Letter Agreement, dated June 14, 2011, between Royal Bank of Canada and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.14 to the Company's Form 8-K filed on June 15, 2011)
- 10.68 Letter Agreement, dated June 14, 2011, between The Royal Bank of Scotland plc and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.15 to the Company's Form 8-K filed on June 15, 2011)
- 10.69 Letter Agreement, dated June 14, 2011, between Wells Fargo Bank, National Association and Integra LifeSciences Holdings Corporation, regarding the Additional Warrant Transaction (Incorporated by reference to Exhibit 10.16 to the Company's Form 8-K filed on June 15, 2011)
- 10.70 Piggyback Registration Rights Agreement dated December 22, 2008 between Integra LifeSciences Holdings Corporation and George Heenan, Thomas Gilliam and Michael Evers, as trustees of The Bruce A. LeVahn 2008 Trust and Steven M. LeVahn (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 29, 2008)
- 10.71(a) Lease Agreement between 109 Morgan Lane, LLC and Integra LifeSciences Corporation, dated May 15, 2008 (Incorporated by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)
- 10.71(b) First Amendment to Lease Agreement between 109 Morgan Lane, LLC and Integra LifeSciences Corporation, dated March 9, 2009 (Incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009)
- 10.71(c) Lease Agreement dated as of July 1, 2013, between 109 Morgan Lane, LLC and Integra LifeSciences Corporation (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 1, 2013)
- 10.72 Offer Letter between Glenn Coleman and the Company (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 29, 2014)\*
- 12.1 Statement Regarding the Computation of Ratio of Earnings to Fixed Charges and Preferred Share Dividends for the Years Ended 2008, 2009, 2010, 2011 and 2012, and the Nine Months Ended September 30, 2013 (Incorporated by reference to Exhibit 12.1 to the Company's Registration Statement on Form S-3 ASR filed November 4, 2013)
- 18.1 Preferability letter of Independent Public Accounting Firm dated May 1, 2014 (Incorporated by reference to Exhibit 18 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014)
- 18.2 Preferability Letter of Independent Public Accounting Firm dated July 31, 2012 (Incorporated by reference to Exhibit 18.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)

21	Subsidiaries of the Company+
23	Consent of Pricewaterhouse Coopers LLP+
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+
31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+
32.1	Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+
32.2	Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+
99.1	Letter, dated December 21, 2011, from the United States Food and Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on January 5, 2012)
99.2	Food and Drug Administration Form FDA-483, dated July 30, 2012, relating to inspection of Plainsboro, NJ manufacturing facility (Incorporated by reference to Exhibit 99.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012)
99.3	Letter, dated November 1, 2012, from the United States Food and Drug Administration to Integra NeuroSciences Ltd. (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on November 13, 2012)
99.4	Letter, dated February 13, 2013, from the United States Federal Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on February 19, 2013)
99.5	Letter, dated September 24, 2013, from the United States Federal Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on September 27, 2013)
99.6	Food and Drug Administration Form FDA-483, dated November 26, 2013, relating to the inspection of the Añasco Facility (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on December 3, 2013)
99.7	Letter, dated January 14, 2015, from the United States Food and Drug Administration to Integra LifeSciences Corporation (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on January 20, 2015)
99.8	Letter, dated May 29, 2015, from the United States Food and Drug Administration to TEI Biosciences Inc. (Incorporated by reference to Exhibit 99.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015)
99.9	Letter, dated June 30, 2015, from the United States Food and Drug Administration to Integra LifeSciences (Ireland) Limited (Incorporated by reference to Exhibit 99.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015)
101.INS	XBRL Instance Document+#
101.SCH	XBRL Taxonomy Extension Schema Document+#
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document+#
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document+#
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document+#

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- \* Indicates a management contract or compensatory plan or arrangement.
  - + Indicates this document is filed as an exhibit herewith.
  - # The financial information of Integra LifeSciences Holdings Corporation Annual Report on Form 10-K for the year ended December 31, 2015 filed on February 26, 2016 formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations, (ii) the Consolidated Statement of Comprehensive Income (Loss), (iii) the Consolidated Balance Sheets, (iv) Parenthetical Data to the Consolidated Balance Sheets, (v) the Consolidated Statements of Cash Flows, (vi) the Consolidated Statements of Changes in Stockholders' Equity, and (vii) Notes to Consolidated Financial Statements, is furnished electronically herewith.

The Company's Commission File Number for Reports on Form 10-K, Form 10-Q and Form 8-K is 0-26224.

## Corporate Officers

### **Peter J. Arduini**

*President, Chief Executive Officer and Director*

### **Mark Augusti**

*Corporate Vice President, President of Orthopedics and Tissue Technologies*

### **Kenneth Burhop, Ph.D.**

*Corporate Vice President, Chief Scientific Officer*

### **Glenn Coleman**

*Corporate Vice President, Chief Financial Officer and Principal Accounting Officer*

### **Robert T. Davis, Jr.**

*Corporate Vice President, President of Specialty Surgical Solutions*

### **Lisa Evoli**

*Corporate Vice President, Chief Human Resources Officer*

### **Richard D. Gorelick**

*Corporate Vice President, General Counsel, Administration and Secretary*

### **John Mooradian**

*Corporate Vice President, Global Operations and Supply Chain*

### **Judith E. O'Grady, R.N., M.S.N., R.A.C.**

*Corporate Vice President, Global Regulatory Affairs*

### **Dan Reuvers**

*Corporate Vice President, President - International*

### **Joseph Vinhais**

*Corporate Vice President, Global Quality Assurance*

## Outside Directors

### **Stuart M. Essig, Ph. D.**

*Chairman of the Board  
Managing Director, Prettybrook Partners LLC*

### **Keith Bradley, Ph.D.** <sup>(1) (3)</sup>

*Chair, Compensation Committee  
Former Professor of International Management and Management Strategy at the Open University and Cass Business School, UK*

### **Richard E. Caruso, Ph.D.**

*President of The Procvco Group, LTD.*

### **Barbara B. Hill** <sup>(1) (3)</sup>

*Operating Partner, NexPhase Capital*

### **Lloyd W. Howell, Jr.** <sup>(2) (4)</sup>

*Executive Vice President, Booz Allen Hamilton*

### **Donald E. Morel, Jr., Ph.D.** <sup>(1)</sup>

*Former Chief Executive Officer,  
West Pharmaceutical Services, Inc.*

### **Raymond G. Murphy** <sup>(2) (4)</sup>

*Chair, Audit Committee  
Former Senior Vice President and Treasurer,  
Time Warner Inc.*

### **Christian S. Schade** <sup>(2) (4)</sup>

*Chair, Finance Committee  
Former Chief Executive Officer,  
Novira Therapeutics, Inc.*

### **James M. Sullivan** <sup>(2) (3) (5)</sup>

*Chair, Nominating and Corporate Governance Committee  
Former Executive Vice President of Lodging  
Development, Marriott International, Inc.*

<sup>(1)</sup> Compensation Committee member

<sup>(2)</sup> Audit Committee member

<sup>(3)</sup> Nominating and Corporate Governance Committee member

<sup>(4)</sup> Finance Committee member

<sup>(5)</sup> Presiding Director

## Corporate Information

### **Annual Meeting**

The 2016 Annual Meeting of Stockholders will be held at 9:00 A.M., Tuesday, May 24, 2016 at  
Integra LifeSciences Holdings Corporation  
315 Enterprise Drive  
Plainsboro, New Jersey 08536

### **Stock Trading Information**

Integra stock trades on the Nasdaq National Market under the symbol "IART"

### **Investor Relations**

Contact the Integra Investor Relations department at [IR@integralife.com](mailto:IR@integralife.com) for business-related inquiries

Stockholders may obtain, without charge, a copy of the following documents:

- Proxy statement for the 2016 Annual Meeting of Stockholders
- Quarterly reports on Form 10-Q
- Additional copies of the 2015 Annual Report

Requests for these documents should be addressed to:

Investor Relations Department  
Integra LifeSciences Holdings Corporation  
311 Enterprise Drive  
Plainsboro, New Jersey 08536  
Email: [IR@integralife.com](mailto:IR@integralife.com)

### **Internet Address**

Additional information about the Company, including a copy of this Annual Report and quarterly reports on Form 10-Q, a description of our business and products, recent financial data and press releases, investor relations calendar and stock price information is available on our home page on the Internet at [www.integralife.com](http://www.integralife.com).

### **Headquarters**

Integra LifeSciences Holdings Corporation  
311 Enterprise Drive  
Plainsboro, New Jersey 08536  
800-654-2873  
888-980-7742

### **Stock Account Maintenance**

Our transfer agent, American Stock Transfer and Trust Company, can help you with a variety of stockholder related services, including:

- change of address
- lost stock certificates
- transfer of stock to another person
- verification of your holdings

You can call our transfer agent toll-free at (800) 937-5449 or reach them on the Internet at [www.amstock.com](http://www.amstock.com).

### **Independent Registered Public Accounting Firm**

PricewaterhouseCoopers LLP  
Florham Park, New Jersey





For more information please contact:  
Integra ■ 311 Enterprise Drive, Plainsboro, NJ 08536  
USA 800-654-2873 ■ 888-980-7742 fax  
International +1 609-936-5400 ■ +1 609-750-4259 fax  
[integralife.com/contact](http://integralife.com/contact)

