

INTEGRA LIFESCIENCES HOLDINGS CORP
Form 8-K
December 29, 2008

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 22, 2008

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

Delaware (State or other Jurisdiction of Incorporation)	0-26224 (Commission File Number)	51-0317849 (IRS Employer Identification No.)
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311 Enterprise Drive Plainsboro, NJ (Address of Principal Executive Offices)	08536 (Zip Code)
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Registrant's telephone number, including area code: **(609) 275-0500**

Not Applicable

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES

On December 22, 2008, Integra LifeSciences Holdings Corporation (the “Company”) entered into a Piggyback Registration Rights Agreement (the “Rights Agreement”) with George Heenan, Thomas Gilliam and Michael Evers, as trustees of The Bruce A. LeVahn 2008 Trust and Steven M. LeVahn (each individually, a “Shareholder” and, collectively, the “Shareholders”) in connection with its acquisition of Minnesota Scientific, Inc., doing business as Omni-Tract Surgical (“Minnesota Scientific”). Under the Rights Agreement, the Shareholders will obtain certain piggyback registration rights with respect to 310,000 shares of the Company’s common stock issued or issuable to the Shareholders in connection with the acquisition of Minnesota Scientific.

The foregoing description of the Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Rights Agreement, which is attached as Exhibit 10.1 hereto.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

- 10.1 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

SIGNATURES

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

INTEGRA LIFESCIENCES HOLDINGS CORPORATION

Date: December 29, 2008

By: /s/ John B. Henneman, III

John B. Henneman, III

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

EXHIBIT INDEX

Exhibit No.	Description
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