

INTEGRA LIFESCIENCES HOLDINGS CORP
Form POS462B
August 08, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 8, 2001

REGISTRATION NO. 333-

=====

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

DELAWARE	3841	51-0317849
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

311 ENTERPRISE DRIVE
PLAINSBORO, NEW JERSEY 08536
(609) 275-0500

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

JOHN B. HENNEMAN, III
CHIEF ADMINISTRATIVE OFFICER AND SECRETARY
311 ENTERPRISE DRIVE
PLAINSBORO, NEW JERSEY 08536
(609) 275-0500

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

PETER M. LABONSKI, ESQ.
LATHAM & WATKINS
885 THIRD AVENUE, SUITE 1000
NEW YORK, NY 10022
(212) 906-1200

PETER H. JAKES, ESQ.
DAVID K. BOSTON, ESQ.
WILLKIE FARR & GALLAGHER
787 SEVENTH AVENUE
NEW YORK, NY 10019
(212) 728-8000

Approximate date of commencement of proposed sale to public: As soon as
practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. []

If this form is filed to register additional securities for an offering pursuant
to Rule 462(b) under the Securities Act, please check the following box and list
the Securities Act Registration Statement number of the earlier effective
Registration Statement for the same offering. [X] 333-62176

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If this form is a Post-Effective Amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act Registration statement number of the earlier effective Registration Statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to rule 434, please check the following box. []

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT BEING REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.01 par value per share	747,500	\$25.50	\$19,061,250	\$4,765.31

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement, filed pursuant to the Securities Act of 1933, as amended (the "Act"), and Rule 462(b) promulgated thereunder, hereby incorporates by reference all of Part I and Part II of the Registrant's registration statement on Form S-3, including all amendments and exhibits thereto, declared effective on August 7, 2001 (Registration No. 333-62176). The Registrant is filing this Registration Statement to register 747,500 shares of its common stock, \$0.01 par value per share.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Under the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3, and has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plainsboro, State of New Jersey, on August 8, 2001.

INTEGRA LIFESCIENCES HOLDINGS
CORPORATION
By: /s/ JOHN B. HENNEMAN, III

John B. Henneman, III
Senior Vice President,
Chief Administrative Officer

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Under the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
----- * ----- Stuart M. Essig	President, Chief Executive Officer and Director	August 8, 2001
----- * ----- George W. McKinney, III, Ph.D.	Executive Vice President, Chief Operating Officer and Director	August 8, 2001
----- * ----- David B. Holtz	Senior Vice President, Finance	August 8, 2001
----- * ----- Richard E. Caruso, Ph.D	Chairman and Director	August 8, 2001
----- * ----- James M. Sullivan	Director	August 8, 2001
----- * ----- Keith Bradley, Ph.D.	Director	August 8, 2001
----- * ----- Neal Moszkowski	Director	August 8, 2001

/s/ JOHN B. HENNEMAN, III

*By: John. B. Henneman, III
ATTORNEY-IN-FACT

EXHIBIT INDEX

Exhibit No.	Description
----- 5.1	----- Opinion of Latham & Watkins as to the legality of the securities being registered hereunder

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- 23.1 Consent of Latham & Watkins (contained in their opinion filed as Exhibit 5.1)
- 23.2 Consent of PricewaterhouseCoopers LLP, independent accountants
- 24.1 Power of Attorney (included on the signature page to Registrant's earlier effective registration statement on Form S-3 (Registration No. 333-62176))