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INTEGRA LIFESCIENCES HOLDINGS CORP
Form 8-K
February 24, 2005

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): February 22, 2005

INTEGRA LIFESCIENCES HOLDINGS CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| Delaware | 0-26224 | 51-0317849 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

311 Enterprise Drive
Plainsboro, NJ 08536
(Address of principal executive offices) (Zip Code)

(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 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

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(a) On February 22, 2005, the Board of Directors of Integra LifeSciences Holdings Corporation (the "Company") amended the Company's Amended and Restated By-Laws to (1) permit the electronic transmission of notice to consenting stockholders pursuant to Section 232(a) of the General Corporation Law of the State of Delaware, (2) authorize the Board of Directors to adopt a resolution permitting electronic voting by the Company's stockholders via a secure method of transmission, as permitted by Section 211(e) of the General Corporation Law of the State of Delaware, (3) modify the method by which matters to be voted upon by stockholders (other than the election of directors) are approved from a majority in voting power of the shares present in person or represented by proxy to a majority in voting power of the shares present in person or represented by proxy and entitled to vote upon the matter presented and (4) make certain technical corrections.

The Amended and Restated By-Laws of the Company, as amended on February 22, 2005, are attached as Exhibit 3.1 to this Current Report on Form 8-K.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

| Exhibit Number | Description of Exhibit |
|----------------|---|
| 3.1 | Amended and Restated By-Laws of Integra LifeSciences Holdings Corporation, as amended February 22, 2005 |

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: February 24, 2005

By: /s/ Stuart M. Essig

Stuart M. Essig
President and Chief Executive Officer

Exhibit Index

| Exhibit Number | Description of Exhibit |
|----------------|------------------------|
|----------------|------------------------|

3.1

Amended and Restated By-Laws of Integra LifeSciences
Holdings Corporation, as amended February 22, 2005