

DENTSPLY INTERNATIONAL INC /DE/
Form DEFA14A
April 25, 2012

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
 Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

DENTSPLY INTERNATIONAL INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**SUPPLEMENT DATED APRIL 24, 2012 TO
PROXY STATEMENT
DENTSPLY INTERNATIONAL INC.
221 WEST PHILADELPHIA STREET
YORK, PENNSYLVANIA 17405-0872**

**ANNUAL MEETING OF STOCKHOLDERS TO BE HELD
WEDNESDAY, MAY 23, 2012**

Explanatory Note: This Supplement to the Proxy Statement of DENTSPLY International Inc. (the Company), is to correct information in one of the tables contained in the Proxy Statement, originally filed on April 23, 2012. The incorrect table, Outstanding Equity Awards at Year End, can be found on page 39 of the printed Proxy Statement. Certain Stock Awards shown in this table were incorrect due to a calculation error. The corrected table, together with the explanatory notes thereto, is set forth in its entirety below. Other than this revised table, the Proxy Statement remains unchanged in its entirety.

Outstanding Equity Awards at Year End

The following table provides information on the stock option awards and stock awards outstanding as of December 31, 2011 for the Named Executive Officers:

Outstanding Equity Awards at Fiscal Year End

(1) Options granted become exercisable over a period of three years after the date of grant at the rate of one-third per year, except that they become immediately exercisable upon death, disability or qualified retirement. Options generally expire ten years after the date of grant under these plans. The non-exercisable stock options with the following expiration dates will vest as indicated below:

| Expiration Date | Vesting Schedules |
|-----------------|--------------------------------------------------------------------------------------------|
| 12/08/2019 | The remaining one third will vest December 8, 2012 |
| 2/11/2021 | One third will vest February 11, 2013, the remaining one third will vest February 11, 2014 |

(2) The Company's stock options are granted at the Board meeting in February each year, with a grant date that is generally three business days after the Company's report of financial results for the prior year, to employees already in the equity incentive program, and to newly hired executive officers at the HR Committee meeting following the executive officer's employment date. Prior to 2011, the Company's equity grants to employees already in the equity incentive program were made at the December Board meeting each year. The exercise price reflects the closing price of DENTSPLY Common Stock on the grant date.

(3) Stock options generally expire ten years after the grant date.

(4) RSU grants are cliff vested. Restrictions lapse and the units convert to shares of stock three years after the date of grant, except that they become immediately vested upon death, disability or qualified retirement. RSUs have no expiration date. With respect to Mr. Wise, Mr. Jellison and Mr. Clark, vesting of RSUs is contingent upon the continued profitability of the Company and these are included in the column Equity Incentive Plan Awards: Number of Unearned Stock Units That Have Not Vested. The RSUs with the following grant dates will vest as indicated below:

| Grant Date | Vesting Schedules |
|------------|--------------------------------|
| 2/12/2009 | vested on February 12, 2012 |
| 2/4/2010 | will vest on February 4, 2013 |
| 2/11/2011 | will vest on February 11, 2014 |

(5) The market value represents the number of RSUs granted multiplied by December 31, 2011 stock closing market price of \$34.99.

(6) Includes RSUs for Messrs. Wise, Jellison and Clark, together with PRSUs (for Messrs. Wise, Jellison, Clark, Mosch and Size. Both RSUs and PRSUs are cliff vested. Restrictions lapse and the units convert to shares of stock three years after the date of grant (provided, in the case of the PRSUs, that a one-year performance objective is met; and provided, in the case of the RSUs granted to Messrs. Wise, Jellison and Clark, that the Company continues to be profitable), except that they become immediately vested upon death, disability or qualified retirement. PRSUs are shown at the target amount.

(7) The market value represents the number of RSUs and PRSUs granted (PRSUs at the target amount), multiplied by December 31, 2011 stock closing market price of \$34.99.

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