

Edgar Filing: INTEGRA LIFESCIENCES HOLDINGS CORP - Form 8-K

INTEGRA LIFESCIENCES HOLDINGS CORP
Form 8-K
May 01, 2014

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): May 1, 2014

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

Delaware
(State or other jurisdiction of
incorporation or organization)

0-26224
(Commission File Number)

51-0317849
(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

CHANGE IN CONTROL AGREEMENTS

On May 1, 2014, the Company entered into change in control severance agreements (collectively, the “Agreements”) with Richard D. Gorelick, Corporate Vice President, General Counsel, Administration and Secretary, and Robert T. Davis, Jr., Corporate Vice President, President - Neurosurgery (each, an “executive”)

Each Agreement provides for the payment of severance and other benefits to the executives in the event of a “qualifying termination,” which means a termination of employment with the Company without “cause” or for by the executive for “good reason,” in either case, on or within one year following a “change in control” of the Company (each, as defined in the Agreements). In the event of a qualifying termination, the Agreements provide for:

- a lump sum payment equal to 1.5 times the sum of the executive’s annual base salary and target cash bonus;
- a lump sum payment equal to a pro rata portion of the executive’s target cash bonus for the partial fiscal year in which the termination occurs;
- Company-subsidized COBRA premium payments for up to eighteen months following the termination date; and
- Company-paid outplacement services for up to twelve months following the termination date.

The executive’s right to receive the severance payments and benefits described above is subject to his delivery and non-revocation of an effective general release of claims in favor of the Company.

In addition, under the Agreements, to the extent that any change in control payment or benefit would be subject to an excise tax imposed in connection with Section 4999 of the Internal Revenue Code, such payments and/or benefits may be subject to a “best pay cap” reduction to the extent necessary so that the executive receives the greater of the (i) net amount of the change in control payments and benefits reduced such that such payments and benefits will not be subject to the excise tax and (ii) net amount of the change in control payments and benefits without such reduction.

The term of each Agreement expires on December 31, 2014. However, upon the occurrence of a change in control, the term will automatically be extended until the one-year anniversary of the date on which the change in control occurs. In addition, if the executive incurs a qualifying termination during the term of this Agreement, the term automatically will be further extended until each party’s rights and obligations are fully satisfied.

The foregoing description of the Agreements is not complete and is subject to and qualified in its entirety by the terms of the form of Agreement, a copy of which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) EXHIBITS

10.1 Form of Change in Control Severance Agreement

SIGNATURES

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

INTEGRA LIFESCIENCES HOLDINGS
CORPORATION

Date: May 1, 2014

By: /s/ Peter J. Arduini

Peter J. Arduini

Title: President and Chief Executive Officer

Exhibit Index

Exhibit Number Description of Exhibit

10.1	Form of Change in Control Severance Agreement