

INTEGRA LIFESCIENCES HOLDINGS CORP
Form 8-K
January 09, 2019

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): January 9, 2019

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.)
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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 9, 2019, the board of directors of Integra LifeSciences Holdings Corporation (the “Company”) elected Rhonda Germany Ballintyn to our board of directors. The appointment will return the Company’s board to nine members and the number of independent directors to eight following the death of James M. Sullivan in September 2018. The board has determined that Ms. Ballintyn is “independent” as contemplated by the Nasdaq Stock Market and other governing laws and applicable regulations, including Rule 10A-3 under the Securities Exchange Act of 1934, as amended. Ms. Ballintyn was also added to the board’s compensation committee.

Ms. Ballintyn will receive compensation as a non-employee director in accordance with our company’s non-employee director compensation practices described in the Annual Proxy Statement we filed with the Securities and Exchange Commission on April 6, 2018. The initial annual board retainer and equity grant to be received by Ms. Ballintyn will be pro-rated.

There are currently no arrangements or understandings between Ms. Ballintyn and any other person pursuant to which Ms. Ballintyn was elected as a director. There are currently no transactions in which Ms. Ballintyn has an interest requiring disclosure under Item 404(a) of Regulation S-K.

In connection with this election, the Company and Ms. Ballintyn will enter into an indemnification agreement consistent with the form of the Company’s indemnification agreement entered into with its other directors and filed as an exhibit to the Company’s Current Report on Form 8-K filed on December 24, 2008.

A copy of the press release we issued announcing the election of Rhonda Germany Ballintyn to the board of directors is attached to this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(a) Exhibits

99.1 Press Release issued January 9, 2019

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: January 9, 2019 By: /s/ Glenn G. Coleman

Glenn G. Coleman

Title: Corporate Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release issued January 9, 2019

E: 10pt; FONT-FAMILY: times new roman; FONT-WEIGHT: bold; DISPLAY: inline">3.
SEC USE ONLY

4.
SOURCE OF FUNDS

OO
5.
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6.
CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7.
SOLE VOTING POWER

261,515

8.
SHARED VOTING POWER

500,0002

9.
SOLE DISPOSITIVE POWER

261,515

10.
SHARED DISPOSITIVE POWER

500,0002

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

761,515

12.

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%

14.

TYPE OF REPORTING PERSON

IN

2 Consists of shares held by the LLC, of which the Reporting Person is a 50% owner. The Reporting Person disclaims beneficial ownership of the shares except to the extent of any pecuniary interest therein.

AMENDMENT 6 TO SCHEDULE 13D

This Amendment No. 6 amends and supplements the Schedule 13D/A No. 5 filed on June 21, 2013 by Ludmila Smolyansky, Julie Smolyansky and Edward Smolyansky. This Amendment No. 6 is being filed by Ludmila Smolyansky, Julie Smolyansky and Edward Smolyansky for the purpose of (i) disclosing their agreement to disband their group (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended) and (ii) providing additional information regarding their respective beneficial ownership.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended by adding the following to the end of the Section:

The Reporting Persons agreed to disband and no longer act as a group (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended).

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is amended to add the following:

Ludmila Smolyansky

On July 8, 2013, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 2,000 shares of Common Stock.

On July 10, 2013, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 4,322 shares of Common Stock.

On July 11, 2013, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 7,000 shares of Common Stock.

On July 12, 2013, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 6,678 shares of Common Stock.

On February 24, 2014, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 10,000 shares of Common Stock.

On February 24, 2014, Ludmila Smolyansky, through The Smolyansky Foundation of which Ms. Smolyansky is a trustee, acquired 2,000 shares of Common Stock.

On June 3, 2014, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 10,000 shares of Common Stock.

On June 3, 2014, Ludmila Smolyansky, through The Smolyansky Foundation of which Ms. Smolyansky is a trustee, disposed of 2,000 shares of Common Stock.

On September 22, 2014, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 15,000 shares of Common Stock.

On December 15, 2014, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 16,097 shares of Common Stock.

On December 16, 2014, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 13,903 shares of Common Stock.

On December 22, 2014, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 3,885 shares of Common Stock.

On October 8, 2015, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 500,000 shares of Common Stock.

On December 12, 2015, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 30,000 shares of Common Stock.

On December 20, 2015, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 14,731 shares of Common Stock.

On December 20, 2015, Ludmila Smolyansky, through The Smolyansky Foundation of which Ms. Smolyansky is a trustee, acquired 10,000 shares of Common Stock.

On February 3, 2015, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 3,000 shares of Common Stock.

On July 8, 2013, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 2,000 shares of Common Stock.

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On February 24, 2014, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 10,000 shares of Common Stock as a gift.

On February 24, 2014, Ludmila Smolyansky, through The Smolyansky Foundation of which Ms. Smolyansky is a trustee, acquired 2,000 shares of Common Stock as a gift.

On June 3, 2014, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 10,000 shares of Common Stock.

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On October 8, 2015, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 500,000 shares of Common Stock as a gift.

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On December 20, 2015, Ludmila Smolyansky, through The Smolyansky Foundation of which Ms. Smolyansky is a trustee, acquired 10,000 shares of Common Stock as a gift.

On February 3, 2015, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 3,000 shares of Common Stock.

On February 4, 2015, Ludmila Smolyansky, through the Ludmila Smolyansky Trust 2/1/05 of which Ms. Smolyansky is a trustee, disposed of 5,000 shares of Common Stock.

Julie Smolyansky

On July 17, 2013, Julie Smolyansky disposed of 400 shares of Common Stock.

On July 18, 2013, Julie Smolyansky disposed of 9,396 shares of Common Stock.

On July 19, 2013, Julie Smolyansky disposed of 204 shares of Common Stock.

On February 24, 2014, Julie Smolyansky acquired 4,000 shares of Common Stock as a gift.

On December 22, 2014, Julie Smolyansky acquired 777 shares of Common Stock as a gift and disposed of 2,331 shares of Common Stock as a gift.

On December 22, 2014, Julie Smolyansky on behalf of minor children acquired 8,108 shares of Common Stock as a gift.

On December 22, 2014, Julie Smolyansky's spouse acquired 1,554 shares of Common Stock as a gift.

On October 8, 2015, Smolyansky Family Holdings LLC (the "LLC"), of which Julie Smolyansky beneficially owns 50%, acquired 500,000 shares of Common Stock. Julie Smolyansky disclaims beneficial ownership of shares held by

the LLC except to the extent of any pecuniary interest therein.

On December 20, 2015, Julie Smolyansky acquired 1,200 shares of Common Stock as a gift.

On December 30, 2015, Julie Smolyansky disposed of 2,446 shares of Common Stock as a gift.

On December 30, 2015, Julie Smolyansky on behalf of minor children acquired 2,446 shares of Common Stock as a gift.

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Edward Smolyansky

On July 26, 2013, Edward Smolyansky disposed of 4,000 shares of Common Stock.

On July 29, 2013, Edward Smolyansky disposed of 2,000 shares of Common Stock.

On December 10, 2013, Edward Smolyansky disposed of 4,000 shares of Common Stock.

On February 24, 2014, Edward Smolyansky acquired 4,000 shares of Common Stock as a gift.

On June 3, 2014, Edward Smolyansky disposed of 4,000 shares of Common Stock.

On December 22, 2014, Edward Smolyansky acquired 777 shares of Common Stock as a gift.

On October 8, 2015, the LLC, of which Edward Smolyansky beneficially owns 50%, acquired 500,000 shares of Common Stock. Edward Smolyansky disclaims beneficial ownership of shares held by the LLC except to the extent of any pecuniary interest therein.

On January 6, 2016, Edward Smolyansky disposed of 15,000 shares of Common Stock.

On January 7, 2016, Edward Smolyansky disposed of 10,000 shares of Common Stock.

On January 8, 2016, Edward Smolyansky disposed of 5,000 shares of Common Stock.

Item 4. Purpose of Transaction.

Item 4 is amended to add the following:

The transactions itemized in Item 3 above were for made personal investment purposes.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended to add the following:

(a)-(b) The Reporting Persons may be deemed for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owners of an aggregate of 8,047,351 shares of Common Stock as of March 1, 2016, which represent 49.7% of the Issuer's outstanding shares of Common Stock. The 8,047,704 shares consist of 6,757,698 shares of Common Stock owned by Ludmila Smolyansky through the Ludmila Smolyansky Trust 2/1/05, of which Ludmila Smolyansky is the trustee, 510,000 shares of Common Stock held by The Smolyansky Family Foundation of which Ludmila Smolyansky is the trustee, 499,262 shares of Common Stock owned directly by Julie Smolyansky, 15,720 beneficially owned by Julie Smolyansky on behalf of minor children, 2,886 shares owned by Julie Smolyansky's spouse, 261,515 shares of Common Stock owned by Edward Smolyansky and 500,000 shares held by the LLC, of which Julie Smolyansky owns 50% and Edward Smolyansky owns 50%. Each of Julie Smolyansky and Edward Smolyansky disclaim beneficial ownership of shares held by the LLC except to the extent of any pecuniary interest therein. Each Reporting Person has sole voting and dispositive control over the shares ascribed to him or her,

except for the 500,000 shares owned by the LLC, over which Julie Smolyansky and Edward Smolyansky share voting and dispositive control.

This percentage calculation was based on 16,188,376 shares outstanding as of March 1, 2016 as reported by the Issuer on its Annual Report on Form 10-K for the fiscal year ended December 31, 2015 as filed with the Securities and Exchange Commission.

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(c) Except as set forth below, there have been no transactions in the shares of Common Stock by any of the Reporting Persons during the past sixty days:

DATE	REPORTING PERSON	AMOUNT ACQUIRED (DISPOSED)	PRICE PER SHARE	TYPE OF TRANSACTION
December 12, 2015	Ludmila Smolyansky	(30,000)	\$11.64	Privately negotiated transaction.
December 20, 2015	Ludmila Smolyansky	(14,731)	\$0	Gift (disposition)
December 20, 2015	Ludmila Smolyansky	10,000	\$0	Gift (acquisition)
February 3, 2015	Ludmila Smolyansky	(3,000)	\$12.09	Open market sale
February 4, 2015	Ludmila Smolyansky	(5,000)	\$12.02	Open market sale
December 20, 2015	Julie Smolyansky	1,200	\$0	Gift (acquisition)
December 30, 2015	Julie Smolyansky	(2,466)	\$0	Gift (disposition)
December 30, 2015	Julie Smolyansky (for the benefit of minor children)	2,446	\$0	Gift (acquisition)
December 22, 2015	Edward Smolyansky	777	\$0	Gift (acquisition)
January 1, 2016	Edward Smolyansky	(10,000)	\$11.18	Open market sale
January 6, 2016	Edward Smolyansky	(5,000)	\$11.20	Open market sale
January 7, 2016	Edward Smolyansky	(2,900)	\$11.34	Open market sale
January 7, 2016	Edward Smolyansky	(2,528)	\$11.33	Open market sale
January 7, 2016	Edward Smolyansky	(181)	\$11.32	Open market sale
January 7, 2016	Edward Smolyansky	(200)	\$11.31	Open market sale

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January 7, 2016	Edward Smolyansky (4,091)	\$11.30	Open market sale
January 7, 2016	Edward Smolyansky (100)	\$11.29	Open market sale
January 8, 2016	Edward Smolyansky (5,000)	\$11.33	Open market sale

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 15, 2016

By: /s/ Ludmila Smolyansky
Ludmila Smolyansky

Dated: March 15, 2016

By: /s/ Julie Smolyansky
Julie Smolyansky

Dated: March 15, 2016

By: /s/ Edward Smolyansky
Edward Smolyansky