

DERMA SCIENCES, INC.  
Form SC TO-C  
January 12, 2017

**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 11, 2017**

**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)**  
**311 Enterprise Drive**

**51-0317849**  
**(I.R.S. Employer**  
**Identification No.)**

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**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 8.01 OTHER EVENTS**

On January 11, 2017, Integra LifeSciences Holdings Corporation (the Company) held an investor call to discuss the acquisition of Derma Sciences, Inc., a Delaware corporation (Derma). A copy of the transcript for that call is attached as Exhibit 99.1, and incorporated into this Item 8.01 by reference.

### **Important Information regarding the Offer**

This announcement is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer for the outstanding shares of Derma common stock and preferred stock described in this Form 8-K has not commenced. At the time the tender offer is commenced, the Company and Integra Derma, Inc., an indirect, wholly-owned subsidiary of the Company (Merger Sub) will file a Tender Offer Statement on Schedule TO with the SEC and Derma will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC related to the tender offer. The Tender Offer Statement (including an Offer to Purchase, a related Letter of Transmittal and other tender offer documents) and the Solicitation/Recommendation Statement will contain important information that should be read carefully before any decision is made with respect to the tender offer. Those materials will be made available to Derma Sciences security holders at no expense to them. In addition, all of those materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

### **Forward-Looking Statements**

This Current Report on Form 8-K and Exhibit 99.1 hereto contain forward-looking statements, including statements regarding the proposed transaction and the ability to consummate the proposed transaction. Statements in this document may contain, in addition to historical information, certain forward-looking statements. Some of these forward-looking statements may contain words like believe, may, could, would, might, possible, should, intend, plan, anticipate, or continue, the negative of these words, other terms of similar meaning or they may use future dates. Forward-looking statements in this document include without limitation statements regarding the planned completion of the transaction. These statements are subject to risks and uncertainties that could cause actual results and events to differ materially from those anticipated, including, but not limited to, risks and uncertainties related to the following: statements regarding the anticipated benefits of the proposed transactions contemplated by the merger agreement, dated January 10, 2017, by and among the Company, Merger Sub and Derma (the Proposed Transactions); statements regarding the anticipated timing of filings and approvals relating to the Proposed Transactions; statements regarding the expected timing of the completion of the Proposed Transactions; the percentage of Derma's stockholders tendering their shares in the Offer; the possibility that competing offers will be made; the possibility that various closing conditions for the Proposed Transactions may not be satisfied or waived; the effects of disruption caused by the Proposed Transactions making it more difficult to maintain relationships with employees, vendors and other business partners; stockholder litigation in connection with the Proposed Transactions; and other risks and uncertainties discussed in the Company's filings with the SEC, including the Risk Factors sections of the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and subsequent quarterly reports on Form 10-Q, as well as the Schedule TO and related tender offer documents to be filed by the Company and Merger Sub and the Solicitation/Recommendation Statement to be filed by Derma. The Company undertakes no obligation to update any forward-looking statements as a result of new information, future developments or otherwise, except as expressly required by law. All forward-looking statements in this document are qualified in their entirety by this cautionary statement.

## **Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

### **(d) Exhibits**

99.1 Transcript of Investor Call held on January 11, 2017

**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 12, 2017

By: /s/ Glenn G. Coleman  
Glenn G. Coleman  
Title: Corporate Vice President,

and Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                   |
|------------------------|--|
| 99.1                   | Transcript of Investor Call held on January 11, 2017 |