

CONMED CORP
Form 424B3
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Registration No. 333-122364

PROSPECTUS SUPPLEMENT NO. 2

(To Prospectus dated April 17, 2005)

\$150,000,000

CONMED CORPORATION

**2.50% CONVERTIBLE SENIOR SUBORDINATED NOTES DUE
2024**

This prospectus supplement relates to the resales of our 2.50% Convertible Senior Subordinated Notes due 2024 issued in a private offering on November 10, 2004 and shares of our common stock issuable upon conversion of the notes.

This prospectus supplement, which supplements our prospectus dated April 17, 2005, contains additional information about the selling securityholders. This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus, and is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is June 16, 2005

As used in this prospectus supplement, the terms company , we , our and us may, depending on the context, refer to CONMED Corporation.

You should rely only on the information contained in this prospectus supplement and the prospectus to which it refers. We have not authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the prospectus to which it refers is accurate only as of their respective dates.

Selling securityholders

We originally issued the notes in a private placement to UBS Securities LLC, Banc of America Securities LLC, Citigroup Global Markets Inc. and J.P. Morgan Securities Inc. (the initial purchasers) on November 10, 2004. The notes were resold by the initial purchasers to qualified institutional buyers within the meaning of Rule 144A under the Securities Act in transactions exempt from registration under the Securities Act. The notes and the shares of common stock issuable upon the conversion of the notes that may be offered pursuant to this prospectus are being offered by the selling securityholders, which includes their transferees, distributees, pledgees or donees or their successors.

The following table sets forth information with respect to the selling securityholders and the principal amounts of notes beneficially owned by each selling securityholder that may be offered pursuant to this prospectus. The information is based on information provided by or on behalf of the selling securityholders on or prior to June 15, 2005. The selling securityholders may offer all, some or none of the notes or the common stock into which the notes are convertible. Because the selling securityholders may offer all or some portion of the notes or common stock, we cannot estimate the amount of the notes or the common stock that will be held by the selling securityholders upon termination of any of these sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their notes in transactions exempt from the registration requirements of the Securities Act. Thus, although a maximum aggregate principal amount of \$150,000,000 of notes and a maximum of 3,927,735 shares of common stock may be offered pursuant to this prospectus, the aggregate principal amount of notes offered hereby and number of shares of common stock offered hereby set forth below exceeds those maximum amounts. The percentage of notes outstanding beneficially owned by each selling securityholder is based on \$150.0 million aggregate principal amount of notes outstanding.

The number of shares of common stock issuable upon conversion of the notes shown on the table below assumes conversion of the full amount of notes held by each selling securityholder at an initial conversion rate of 26.1849 shares of common stock per \$1,000 principal amount of notes, after deduction of the payment in cash due pursuant to the terms of the Indenture and a cash payment in lieu of any fractional shares. See Description of Notes Conversion Rights Payment upon Conversion. This conversion price is subject to adjustment in certain events. Accordingly, the number of conversion shares may increase or decrease from time to time. The number of shares of common stock issuable upon conversion of the notes shown in the table below also assumes that we would satisfy our conversion obligation entirely with common stock. However, pursuant to the terms of the Indenture, we will satisfy in cash our conversion obligation with respect to the principal amount of the notes to be converted, with any remaining amount to be satisfied in shares of our common stock. Based on 29,307,032 shares of common stock outstanding on March 9, 2005, Fore Convertible Master Fund beneficially owns 1.78% and DBAG London beneficially owns 1.08% of our outstanding common stock. Following the offering, each of Fore Convertible Master Fund and DBAG London will beneficially own none of our outstanding common stock. Information concerning other selling securityholders will be set forth in prospectus supplements or, if appropriate, post-effective amendments to the registration statement of which this prospectus is a part, from time to time, if required. The number of shares of common stock

Selling securityholders

owned by the other selling securityholders or any future transferee from any such holder assumes that they do not beneficially own any common stock other than common stock into which the notes are convertible.

| Selling Securityholder(1) | Principal Amount of Notes Beneficially Owned and Offered Hereby(1) | Percentage of Notes Outstanding | Number of Shares of Common Stock | | |
|------------------------------------------------------------------------|--------------------------------------------------------------------------------|---------------------------------------|----------------------------------|----------------|-----------------------------|
| | | | Beneficially Owned(1)(2) | Offered Hereby | Owned After the Offering |
| AHFP Context | \$ 250,000 | * | 6,546 | 6,546 | 0 |
| Akela Capital Master Fund, Ltd. | 7,000,000 | 4.67% | 183,294 | 183,294 | 0 |
| Allstate Insurance Co. ⁽⁶⁾ | 3,500,000 | 2.33% | 97,413 | 91,647 | 5,766 |
| Aventis Pension Master Trust | 160,000 | * | 4,189 | 4,189 | 0 |
| BNP Paribas Equity Strategies, SNC ⁽⁶⁾ | 2,524,000 | 1.68% | 74,262 | 66,090 | 8,172 |
| Boilermakers Blacksmith Pension Trust | 1,100,000 | * | 28,803 | 28,803 | 0 |
| BP Amoco PLC Master Trust | 751,000 | * | 19,664 | 19,664 | 0 |
| BTOP Multi-Strategy Master Portfolio, Ltd. . | 450,000 | * | 11,783 | 11,783 | 0 |
| CALAMOS Convertible Fund CALAMOS Investment Trust | 6,200,000 | 4.13% | 162,346 | 162,346 | 0 |
| CEMEX Pension Plan | 75,000 | * | 1,963 | 1,963 | 0 |
| CIBC World Markets | 9,750,000 | 6.50% | 255,302 | 255,302 | 0 |
| City of Knoxville Pension System | 160,000 | * | 4,189 | 4,189 | 0 |
| CNHCA Master Account, L.P. | 1,000,000 | * | 26,184 | 26,184 | 0 |
| Context Convertible Arbitrage Fund, LP | 1,650,000 | 1.10% | 43,205 | 43,205 | 0 |
| Context Convertible Arbitrage Offshore, Ltd. | 4,725,000 | 3.15% | 123,723 | 123,723 | 0 |
| CooperNeff Convertible Strategies (Cayman) Master Fund LP | 904,000 | * | 23,671 | 23,671 | 0 |
| DBAG London ⁽⁶⁾ | 12,061,000 | 8.04% | 315,816 | 315,816 | 0 |
| Delta Airlines Master Trust | 610,000 | * | 15,972 | 15,972 | 0 |
| Delta Pilots Disability and Survivorship Trust | 225,000 | * | 5,891 | 5,891 | 0 |
| DKR Sound Shore Strategic Holding Fund, Ltd. | 1,000,000 | * | 26,184 | 26,184 | 0 |
| Dorinco Reinsurance Company | 475,000 | * | 12,437 | 12,437 | 0 |
| Drawbridge Convertible I LTD | 500,000 | * | 13,092 | 13,092 | 0 |
| Drawbridge Convertible II LTD | 160,000 | * | 4,189 | 4,189 | 0 |
| Drawbridge Global Macro Master Fund LTD | 1,340,000 | * | 35,087 | 35,087 | 0 |
| Fore ERISA Fund, Ltd., (formerly known as Fore Plan Asset Fund Ltd) | 3,500,000 | 2.33% | 91,647 | 91,647 | 0 |
| Fore Convertible Master Fund | 20,000,000 | 13.33% | 523,698 | 523,698 | 0 |

Selling securityholders

| Selling Securityholder(1) | Principal Amount of Notes Beneficially Owned and Offered Hereby(1) | Percentage of Notes Outstanding | Number of Shares of Common Stock | | |
|----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------|----------------------------------|-----------------------|-----------------------------|
| | | | Beneficially Owned(1)(2) | Offered Hereby | Owned After the Offering |
| Fore Multi Strategy Master Fund | 8,000,000 | 5.33% | 209,479 | 209,479 | 0 |
| FrontPoint Convertible Arbitrage Fund, L.P. | 3,500,000 | 2.33% | 91,647 ⁽⁴⁾ | 91,647 ⁽⁴⁾ | 0 ⁽⁴⁾ |
| Grace Convertible Arbitrage Fund Ltd | 4,700,000 | 3.13% | 123,069 | 123,069 | 0 |
| Guggenheim Portfolio Company VIII (Cayman), Ltd ⁽⁶⁾ | \$ 2,500,000 | 1.67% | 65,462 | 65,462 | 0 |
| Highbridge International LLC | 4,500,000 | * | 117,832 | 117,832 | 0 |
| HFR CA Select Fund | 750,000 | * | 9,793 | 9,793 | 0 |
| Hotel Union & Hotel Industry Of Hawaii Pension Plan | 198,000 | * | 5,184 | 5,184 | 0 |
| Institutional Benchmarks Master Fund, Ltd. | 821,000 | * | 21,497 | 21,497 | 0 |
| JMG Triton Offshore Fund Ltd | 500,000 | * | 13,092 | 13,092 | 0 |
| KBC Financial Products USA Inc. ⁽⁵⁾ | 4,320,000 | 2.88% | 113,118 | 113,118 | 0 |
| Kettering Medical Center Funded Depreciation Account | 55,000 | * | 1,440 | 1,440 | 0 |
| Knoxville Utilities Board Retirement System | 70,000 | * | 1,832 | 1,832 | 0 |
| Louisiana Workers Compensation Corporation | 210,000 | * | 5,498 | 5,498 | 0 |
| Lyxor/Context Fund Ltd ⁽⁶⁾ | 800,000 | * | 20,947 | 20,947 | 0 |
| Lyxor/Convertible Arbitrage Fund Limited | 374,000 | * | 9,793 | 9,793 | 0 |
| Managers Convertible Securities Convertible Securities Fund ⁽⁶⁾ | 250,000 | * | 6,546 | 6,546 | 0 |
| Macomb County Employees Retirement System | 175,000 | * | 4,582 | 4,582 | 0 |
| Man Mac I Limited | 10,000,000 | 6.62% | 261,849 | 261,849 | 0 |
| McMahan Securities Co., LP | 750,000 | * | 19,638 | 19,638 | 0 |
| National Bank of Canada ⁽⁶⁾ | 550,000 | * | 14,401 | 14,401 | 0 |
| Oakwood Assurance Company, Ltd | 28,000 | * | 733 | 733 | 0 |
| Oakwood Healthcare Inc. OHP | 6,000 | * | 157 | 157 | 0 |
| Oakwood Healthcare Inc., Endowment / A&D | 5,000 | * | 130 | 130 | 0 |
| Oakwood Healthcare Inc. Funded Depreciation | 50,000 | * | 1,309 | 1,309 | 0 |
| Oakwood Healthcare Inc Pension | 90,000 | * | 2,356 | 2,356 | 0 |
| Port Authority of Allegheny County Consolidated Trust Fund | 30,000 | * | 785 | 785 | 0 |

Selling securityholders

| Selling Securityholder(1) | Principal Amount of Notes Beneficially Owned and Offered Hereby(1) | Percentage of Notes Outstanding | Number of Shares of Common Stock | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------|----------------------------------|----------------|-----------------------------|
| | | | Beneficially Owned(1)(2) | Offered Hereby | Owned After the Offering |
| Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union | 360,000 | * | 9,426 | 9,426 | 0 |
| Prisma Foundation | 90,000 | * | 2,356 | 2,356 | 0 |
| Quattro Multistrategy Master Fund LP | 1,650,000 | 1.10% | 43,205 | 43,205 | 0 |
| Quattro Fund Ltd | 9,350,000 | 6.23% | 244,828 | 244,828 | 0 |
| Polaris Vega Fund L.P. | 5,200,000 | 3.47% | 136,161 | 136,161 | 0 |
| Royal Bank of Canada (Norshield) ⁽⁶⁾ | \$ 400,000 | * | 10,473 | 10,473 | 0 |
| Royal Bank of Canada ⁽³⁾⁽⁶⁾ | 4,000,000 | 2.67% | 104,739 | 104,739 | 0 |
| S.A.C. Arbitrage Fund LLC | 1,000,000 | * | 44,884 | 26,184 | 18,700 |
| San Diego County Employee Retirement Association | 2,500,000 | 1.67% | 65,462 | 65,462 | 0 |
| SCI Endowment Care Common Trust Fund National Fiduciary Services | 85,000 | * | 2,225 | 2,225 | 0 |
| SCI Endowment Care Common Trust Fund Suntrust Bank | 46,000 | * | 1,204 | 1,204 | 0 |
| SCI Endowment Care Common Trust Fund Wachovia | 20,000 | * | 523 | 523 | 0 |
| Singlehedge Convertible Arbitrage Fund | 266,000 | * | 6,965 | 6,965 | 0 |
| Sphinx Convertible Arb Fund SPC | 595,000 | * | 15,580 | 15,580 | 0 |
| SPT | 1,000,000 | * | 26,184 | 26,184 | 0 |
| SSI Blended Market Neutral L.P. | 240,000 | * | 6,284 | 6,284 | 0 |
| SSI Hedged Convertible Market Neutral L.P. | 375,000 | * | 9,819 | 9,819 | 0 |
| Sterling Invest Co. | 750,000 | * | 19,638 | 19,638 | 0 |
| Sturgeon Limited | 432,000 | * | 11,311 | 11,311 | 0 |
| Sunrise Partners Limited Partnership ⁽⁶⁾ | 8,300,000 | 5.53% | 220,333 | 217,334 | 2,999 |
| Teachers Insurance and Annuity Association of America ⁽⁶⁾ | 4,500,000 | 3.00% | 117,832 | 117,832 | 0 |
| The California Wellness Foundation | 240,000 | * | 6,284 | 6,284 | 0 |
| The City of Southfield Fire & Police Retirement System | 45,000 | * | 1,178 | 1,178 | 0 |
| The Cockrell Foundation | 40,000 | * | 1,047 | 1,047 | 0 |
| The Consulting Group Capital Markets Fund | 215,000 | * | 5,629 | 5,629 | 0 |
| The Dow Chemical Company Employees Retirement Plan | 1,250,000 | * | 32,731 | 32,731 | 0 |
| The Estate of James Campbell 03394 | 78,000 | * | 2,042 | 2,042 | 0 |

Selling securityholders

| Selling Securityholder(1) | Principal Amount of Notes Beneficially Owned and Offered Hereby(1) | Percentage of Notes Outstanding | Number of Shares of Common Stock | | |
|------------------------------------------------------------------------------|--------------------------------------------------------------------|---------------------------------|----------------------------------|----------------|--------------------------|
| | | | Beneficially Owned(1)(2) | Offered Hereby | Owned After the Offering |
| The Estate of James Campbell 11222 | 631,000 | * | 16,522 | 16,522 | 0 |
| The Fondren Foundation | 40,000 | * | 1,047 | 1,047 | 0 |
| UBS O Connor LLC, f/b/o O Connor Global Convertible Arbitrage Master Limited | 1,750,000 | 1.17% | 45,823 | 45,823 | 0 |
| UBS Securities LLC(5) | 8,565,000 | 5.71% | 224,273 | 224,273 | 0 |
| Union Carbide Retirement Account | 650,000 | * | 17,020 | 17,020 | 0 |
| United Food and Commercial Workers Local 1262 and Employers Pension Fund | 370,000 | * | 9,688 | 9,688 | 0 |
| Univar USA Inc. Retirement Plan | 200,000 | * | 5,236 | 5,236 | 0 |
| Univest Convertible Arbitrage Fund II LTD (Norshield) | 125,000 | * | 3,273 | 3,273 | 0 |
| Viacom Inc. Pension Master Trust | 51,000 | * | 1,335 | 1,335 | 0 |
| Zazove Convertible Arbitrage Fund, L.P. | 6,700,000 | 4.47% | 175,438 | 175,438 | 0 |
| Zazove Hedged Convertible Fund, L.P. | 2,000,000 | 1.33% | 52,369 | 52,369 | 0 |
| Zazove Income Fund, L.P. | 1,000,000 | * | 26,184 | 26,184 | 0 |

* Less than 1%.

- (1) Information regarding the selling securityholders may change from time to time. Any such changed information will be set forth in supplements to this prospectus if and when necessary.
- (2) Assumes conversion at an initial conversion rate of 26.1849 shares of common stock per \$1,000 principal amount of notes, after deduction of the payment in cash pursuant to the terms of the indenture and a cash payment in lieu of any fractional shares. However, this conversion price is subject to adjustment and, as a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (3) We have a lending relationship with RBC Capital Markets Corp., an affiliate of Royal Bank of Canada.
- (4) This number does not reflect the fact that this selling securityholder has sold short 55,700 shares.
- (5) This selling securityholder is a broker-dealer.
- (6) This selling securityholder is an affiliate of a broker-dealer.