

INTEGRA LIFESCIENCES HOLDINGS CORP  
 Form 4  
 March 16, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 REUVERS DANIEL L.

2. Issuer Name and Ticker or Trading Symbol  
 INTEGRA LIFESCIENCES HOLDINGS CORP [IART]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 311 C ENTERPRISE DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/14/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Corp VP, Pres. International

PLAINSBORO, NJ 08536

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/14/2016		A		587	A	\$ 0 12,042
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 65.17	03/14/2016		A	2,743	(1) 03/14/2024	Common Stock	2,743

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REUVERS DANIEL L. 311 C ENTERPRISE DRIVE PLAINSBORO, NJ 08536			Corp VP, Pres. International	

## Signatures

/s/ Richard D. Gorelick;  
Attorney-in-Fact

03/16/2016

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 25% of the stock options vest every first, second, third and fourth anniversaries of the grant date of 3/14/2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. able on the Investor Relations page of the Company s website at [www.fmc.com](http://www.fmc.com).

Except as supplemented or amended by the information contained in this Proxy Supplement, all information set forth in the Proxy Statement remains unchanged. We urge you to read this Proxy Supplement carefully and in its entirety together with the Proxy Statement.

The following paragraphs reflect revisions of specified portions of the Proxy Statement. The blacklining of the text of the Proxy Statement is shown to highlight the changes from the prior text of the corresponding portions of the Proxy Statement. Text that is stricken represents text in the originally filed Proxy Statement that is being deleted, and text that is bolded and underlined represents text that is being added.

1. On page 9 of the Proxy Statement, the first sentence under the heading Conservative Request for Additional Shares is restated as follows:

Reporting Owners

The Restatement seeks to make an additional 1,250,000 shares available for issuance under the Plan, ~~bringing~~. **This number, when added to the approximately 3,766,000 shares available for issuance under the Plan as of February 28, 2017, would bring** the total number of available shares to approximately ~~5,584,000~~ **5,016,000**.

2. On page 10 of the Proxy Statement, the section entitled "Expanded Performance Metrics and More Robust Annual Award Limits" is restated as follows:

Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") limits the extent to which a public company's compensation to executives is deductible, with an exception for qualified performance-based compensation. In order to designate awards as qualified performance-based compensation, the Company must establish performance metrics and impose annual award limits. We have expanded the performance metrics that can be used for this purpose, as discussed in the section of this proxy statement entitled "Approval of Amendment and Restatement of the FMC Corporation Incentive Compensation and Stock Plan Summary of Plan Provisions Performance Metrics".

In addition, we have clarified **and revised** in the Restatement annual caps for awards that may qualify as performance-based compensation. First, a participant may not receive stock options and SARs covering more than 500,000 shares of Common Stock in any year. Second, a participant may not receive awards of restricted stock units ( RSUs ) or restricted stock with respect to more than 500,000 shares of Common Stock in any year. Third, a participant may not be paid more than eleven million dollars in any year in respect of management incentive awards. **These limits are included to facilitate compliance with an exemption from Section 162(m) and therefore apply only to awards intended to qualify as performance-based compensation under Section 162(m) of the Code ( Section 162(m) ). All stock options and SARs are intended to qualify as performance-based compensation under Section 162(m), but only certain other awards are intended to qualify as such. The Restatement no longer limits awards not intended to qualify as performance-based compensation under Section 162(m).**

3. On page 12 of the Proxy Statement, the section entitled "Award Limits" is restated as follows:

In a particular calendar year, no participant may (a) receive stock option and SAR awards covering more than 500,000 shares of Common Stock, (b) receive RSU or restricted stock awards with respect to more than 500,000 shares of Common Stock, or (c) be paid more than eleven million dollars in respect of management incentive awards. **These limits are included to facilitate compliance with an exemption from Section 162(m) and therefore apply only to awards intended to qualify as performance-based compensation under Section 162(m).**

**Also, no-~~Ne~~** non-employee director may receive, in his or her capacity as a non-employee director, awards in any calendar year that exceed \$500,000 in grant-date fair value, as measured for accounting purposes. This limit on non-employee director awards excludes awards made to a non-executive chairman of the Board in that capacity.

**The Board of Directors unanimously recommends a vote FOR Approval of the Amendment and Restatement of the FMC Corporation Incentive and Stock Plan.**

If you have voted or hereafter vote your shares by proxy FOR approval of Proposal 5, such vote will constitute a vote FOR approval of Proposal 5, as described above.

**Your vote is important. As a reminder, the 2017 Annual Meeting of Stockholders will be held on Tuesday, April 25, 2017, so we appreciate your timely consideration of our request.**