



**Edgar Filing: INTEGRA LIFESCIENCES HOLDINGS CORP - Form POS462B**

If this form is a Post-Effective Amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act Registration statement number of the earlier effective Registration Statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to rule 434, please check the following box. [ ]

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT BEING REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.01 par value per share	747,500	\$25.50	\$19,061,250	\$4,765.31

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement, filed pursuant to the Securities Act of 1933, as amended (the "Act"), and Rule 462(b) promulgated thereunder, hereby incorporates by reference all of Part I and Part II of the Registrant's registration statement on Form S-3, including all amendments and exhibits thereto, declared effective on August 7, 2001 (Registration No. 333-62176). The Registrant is filing this Registration Statement to register 747,500 shares of its common stock, \$0.01 par value per share.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Under the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3, and has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plainsboro, State of New Jersey, on August 8, 2001.

INTEGRA LIFESCIENCES HOLDINGS  
CORPORATION  
By: /s/ JOHN B. HENNEMAN, III

John B. Henneman, III  
Senior Vice President,  
Chief Administrative Officer

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Under the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
----- * ----- Stuart M. Essig	President, Chief Executive Officer and Director	August 8, 2001
----- * ----- George W. McKinney, III, Ph.D.	Executive Vice President, Chief Operating Officer and Director	August 8, 2001
----- * ----- David B. Holtz	Senior Vice President, Finance	August 8, 2001
----- * ----- Richard E. Caruso, Ph.D	Chairman and Director	August 8, 2001
----- * ----- James M. Sullivan	Director	August 8, 2001
----- * ----- Keith Bradley, Ph.D.	Director	August 8, 2001
----- * ----- Neal Moszkowski	Director	August 8, 2001

/s/ JOHN B. HENNEMAN, III

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\*By: John. B. Henneman, III  
ATTORNEY-IN-FACT

EXHIBIT INDEX

Exhibit No.	Description
----- 5.1	----- Opinion of Latham & Watkins as to the legality of the securities being registered hereunder

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- 23.1 Consent of Latham & Watkins (contained in their opinion filed as Exhibit 5.1)
- 23.2 Consent of PricewaterhouseCoopers LLP, independent accountants
- 24.1 Power of Attorney (included on the signature page to Registrant's earlier effective registration statement on Form S-3 (Registration No. 333-62176))