

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): October 25, 2012

CONMED CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

0-16093
(Commission
File Number)

16-0977505
(I.R.S. Employer
Identification No.)

525 French Road
Utica, New York 13502
(Address of principal executive offices, including zip code)

(315) 797-8375
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (See General Instruction A.2 below):

- 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))
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Section 2 Financial Information
Item 2.02 Results of Operations and Financial Condition.

On October 25, 2012, CONMED Corporation issued a press release announcing financial results for the third quarter of 2012. A copy of this press release is attached hereto as Exhibit 99.1.

The information in this Current Report on Form 8-K that is furnished under “Item 2.02. Results of Operations and Financial Condition” and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Act of 1934, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Section 9 Financial Statements and Exhibits
Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

The following exhibit is included herewith:

| Exhibit No. | Description of Exhibit |
|--------------------|---|
| 99.1 | Press Release dated October 25, 2012, issued by CONMED Corporation. |

Signature

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 thereunto duly authorized.

CONMED CORPORATION
(Registrant)

By: Robert D. Shallish, Jr.
Vice President-Finance and
Chief Financial Officer

Date: October 25, 2012

EXHIBIT INDEX

**Exhibit
Number**

Exhibit Description

99.1

Press Release, dated October 25, 2012, issued by CONMED Corporation.



NEWS RELEASE

CONTACT:
CONMED Corporation
Robert Shallish
Chief Financial Officer
315-624-3206

FOR RELEASE: 7:00 AM (Eastern) October 25, 2012

CONMED Corporation Announces Third Quarter 2012 Financial Results

- *Sales Increase 5.3%*
- *GAAP EPS Increases 10.3%*
- *Adjusted EPS Increases 30.3%*
- *Conference Call to be Held at 10:00 a.m. ET Today -*

Utica, New York, October 25, 2012 — CONMED Corporation (Nasdaq: CNMD) today announced financial results for the third quarter ended September 30, 2012.

“CONMED’s third quarter results continued the strong earnings and cash flow trends of the first two quarters of the year,” commented Mr. Joseph J. Corasanti, President and CEO. “Earnings per share grew 10.3% while earnings per share adjusted for restructuring and acquisition costs increased 30.3% on sales growth of 5.3%. Single-use products continued to perform well, growing 7.6% in constant currency. Capital products were flat on a constant currency basis, an improvement from the 7.5% decline in the first six months of the year. From a strategic standpoint, in the last week of the third quarter, we completed the acquisition of Viking Systems, Inc. providing CONMED with the only stand-alone 3D-HD surgical visualization system cleared for sale in the United States.”

As discussed below under “Use of Non-GAAP Financial Measures,” the Company presents various non-GAAP adjusted financial measures in this release. Investors should consider adjusted measures in addition to, and not as a substitute for, or superior to, financial performance measures prepared in accordance with generally accepted accounting principles (“GAAP”). Please refer to the attached reconciliation between GAAP and adjusted financial measures.

Third Quarter 2012 Financial Highlights:

- Sales grew to \$181.9 million, an increase of 5.3% (organic increase of 1.2%) and an increase of 6.0% on a constant currency basis as compared to the third quarter of 2011.
 - Single-use products comprised 79.7% of total sales and grew 7.0% (7.6% constant currency), while sales of capital products declined 1.1% (0.3% growth constant currency).
 - Diluted earnings per share (GAAP) grew 10.3% to \$0.32.
 - Adjusted diluted earnings per share grew 30.3% to \$0.43.
 - Adjusted operating margin expanded 50 basis points to 10.2%.
-

- GAAP operating margin was 7.8%.
- Adjusted EBITDA margin expanded 150 basis points to 16.6%.
- GAAP EBITDA margin was 14.1%.
- A favorable income tax benefit amounting to \$0.05 per share, on an adjusted basis, was recorded due to the conclusion of several tax matters.
- The Board of Directors declared a quarterly cash dividend of \$0.15 per share, which was paid on October 5, 2012.

Nine Months 2012 Financial Highlights

- Sales grew to \$565.9 million, an increase of 4.9% (increase of 0.8% organic) and an increase of 5.1% on a constant currency basis as compared to the first nine months of 2011.
- Single-use products comprised 80.1% of total revenues and grew 7.8% (increase of 7.9% constant currency), while capital products declined 5.5% (decline of 5.0% constant currency).
- Diluted earnings per share (GAAP) grew 14.4% to \$1.03.
- Adjusted earnings per share grew 21.9% to \$1.28.
- Adjusted operating margin expanded 50 basis points to 10.4%.
- GAAP operating margin was 8.5%.
- Adjusted EBITDA margin expanded 150 basis points to 16.5%.
- GAAP EBITDA margin was 14.6%.

International sales in the third quarter and first nine months of 2012 were \$89.3 million and \$283.9 million, or 49.1% and 50.2% of total sales, respectively. The recent volatility in foreign currency exchange rates was mitigated by the Company's currency hedging. Nevertheless, due to unfavorable FX rate changes, sales were lower by \$2.2 million in the third quarter and lower by \$5.5 million for the first nine months of 2012 than would have been the case using comparable 2011 exchange rates.

Cash provided by operating activities in the third quarter of 2012 amounted to \$28.0 million. For the nine months ended September 2012, cash provided by operating activities totaled \$61.3 million. As previously disclosed, cash flow in the first quarter of 2012 was reduced by a contribution of \$6.5 million to the Company's frozen pension plan and payment of incentive compensation.

As a component of the Company's capital allocation strategy, CONMED has returned value to shareholders through the initiation in early 2012 of a 15 cent quarterly dividend (which provides a yield of approximately 2% based upon the current share price). Further, the Board of Directors has previously authorized share repurchases and the Company has \$108.8 million remaining available under such authorizations. It is management's intention, subject to market conditions and provisions of its credit agreement, to repurchase approximately \$50 million of CONMED stock over the next six to nine months as an additional means of returning value to the Company's shareholders.

Outlook

"CONMED has generated significant earnings and margin improvement through the first nine months of 2012, even with the lingering effects of a slowly growing world economy. For the fourth quarter of 2012 we expect sales and earnings consistent with previous guidance," continued Mr. Corasanti. "Specifically, we anticipate fourth quarter 2012 sales to approximate \$199 - \$204 million and adjusted earnings per share to be in the range of \$0.48 - \$0.52. Based on this outlook for the fourth quarter, we are narrowing our guidance for full year 2012 although it remains within the previously provided wider ranges. We now expect full year 2012 sales of \$765 - \$770 million and adjusted diluted earnings per share of \$1.76 - \$1.80."

“As we look forward to 2013, we are cognizant of external headwinds from the continued softness of the world economy causing just modest increases in healthcare utilization, the effects of the 2.3% excise tax on medical devices sold in the United States, and foreign currency exchange rates which are less favorable than the FX rates at which we hedged our sales in 2012. While we believe we will be able to offset these challenges through the introduction of new products and the continuation of our announced cost efficiency programs, the anticipated earnings per share growth in 2013 is expected to be approximately 5% compared to the 15%, which we would normally expect without the headwinds,” noted Mr. Corasanti.

“Adjusted earnings per share for 2013 is expected to approximate \$1.80 - \$1.90 while 2013 sales is expected to be in the range of \$785 - \$795 million,” continued Mr. Corasanti. “Effectively, these external matters have caused us to re-set the base from which management will target earnings growth of approximately 15% annually in-line with our strategic plan.”

The sales and earnings forecasts for fourth quarter 2012 and full year 2013 have been developed using September 2012 currency exchange rates and take into account the currency hedges entered into by the Company.

The adjusted estimates for the fourth quarter of 2012 and full year 2013 exclude unusual matters, such as the restructuring costs expected to be incurred in 2012 and 2013 due to the Viking acquisition and the related relocation of surgical video activities from Santa Barbara, California. Additionally, the Company will continue the consolidation of the Tampere, Finland location into United States facilities. Costs related to these consolidation activities are excluded from the estimates above.

Unusual charges

During 2012, the Company purchased Viking Systems, Inc., continued the on-going consolidation of certain administrative functions, transferred additional product lines to its Mexican manufacturing facility and began the consolidation of the Tampere, Finland facility. Also incurred were integration costs relative to the purchase of a distributor in northern Europe and litigation costs associated with a contractual dispute with a former distributor. Expenses associated with these activities, including severance and relocation costs, amounted to \$3.1 million, net of tax, in the third quarter of 2012 and \$7.2 million net of tax for the nine months. These charges are included in the GAAP earnings per share set forth above and are excluded from the adjusted results. For the remainder of 2012, the Company presently anticipates incurring additional pre-tax restructuring costs of \$4.0 - \$5.0 million on projects currently in process.

Use of non-GAAP financial measures

Management has disclosed adjusted financial measurements in this press announcement that present financial information that is not in accordance with generally accepted accounting principles. These measurements are not a substitute for GAAP measurements, although Company management uses these measurements as aids in monitoring the Company's on-going financial performance from quarter-to-quarter and year-to-year on a regular basis, and for benchmarking against other medical technology companies. Adjusted net income and adjusted earnings per share measure the income of the Company excluding unusual credits or charges that are considered by management to be outside of the normal on-going operations of the Company. Management uses and presents adjusted net income and adjusted earnings per share because management believes that in order to properly understand the Company's short and long-term financial trends, the impact of unusual items should be eliminated from on-going operating activities. These adjustments for unusual items are derived from facts and circumstances that vary in frequency and impact on the Company's results of operations. Management uses adjusted net income and adjusted earnings per share to forecast and evaluate the operational performance of the Company as well as to compare results of current periods to prior periods on a consistent basis. Adjusted financial measures used by the Company may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies. Investors should consider adjusted measures in addition to, and not as a substitute for, or superior to, financial performance measures prepared in accordance with GAAP.

Conference call

The Company will webcast its third quarter 2012 conference call live over the Internet at 10:00 a.m. Eastern Time on Thursday, October 25, 2012. This webcast can be accessed from CONMED's web site at www.conmed.com. Replays of the call will be made available through November 5, 2012.

CONMED profile

CONMED is a medical technology company with an emphasis on surgical devices and equipment for minimally invasive procedures. The Company's products serve the clinical areas of arthroscopy/sports medicine, minimally invasive surgical visualization, powered surgical instruments, electrosurgery, cardiac monitoring disposables, endosurgery and endoscopic technologies. They are used by surgeons and physicians in a variety of specialties including orthopedics, general surgery, gynecology, neurosurgery and gastroenterology. Headquartered in Utica, New York, the Company's 3,400 employees distribute its products worldwide from several manufacturing locations. CONMED has a direct selling presence in 16 countries outside the United States and international sales constitute approximately 50% of the Company's total sales.

Forward Looking Information

This press release contains forward-looking statements based on certain assumptions and contingencies that involve risks and uncertainties. The forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and relate to the Company's performance on a going-forward basis. The forward-looking statements in this press release involve risks and uncertainties which could cause actual results, performance or trends, to differ materially from those expressed in the forward-looking statements herein or in previous disclosures. The Company believes that all forward-looking statements made by it have a reasonable basis, but there can be no assurance that management's expectations, beliefs or projections as expressed in the forward-looking statements will actually occur or prove to be correct. In addition to general industry and economic conditions, factors that could cause actual results to differ materially from those discussed in the forward-looking statements in this press release include, but are not limited to: (i) the failure of any one or more of the assumptions stated above, to prove to be correct; (ii) the risks relating to forward-looking statements discussed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011; (iii) cyclical purchasing patterns from customers, end-users and dealers; (iv) timely release of new products, and acceptance of such new products by the market; (v) the introduction of new products by competitors and other competitive responses; (vi) the possibility that any new acquisition or other transaction may require the Company to reconsider its financial assumptions and goals/targets; (vii) increasing costs for raw materials or transportation (viii) the risk of a lack of allograft tissues due to reduced donations of such tissues or due to tissues not meeting the appropriate high standards for screening and/or processing of such tissues; and/or (ix) the Company's ability to devise and execute strategies to respond to market conditions.

CONMED CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(in thousands except per share amounts)
(unaudited)

| | Three months ended September 30, | | Nine months ended September 30, | |
|--------------------------------|-------------------------------------|------------|------------------------------------|------------|
| | 2011 | 2012 | 2011 | 2012 |
| Net sales | \$ 172,814 | \$ 181,885 | \$ 539,500 | \$ 565,896 |
| Cost of sales | 80,677 | 82,129 | 258,452 | 262,821 |
| Cost of sales, other - Note A | 826 | 1,843 | 2,566 | 4,519 |
| Gross profit | 91,311 | 97,913 | 278,482 | 298,556 |
| Selling and administrative | 68,350 | 74,064 | 206,290 | 222,577 |
| Research and development | 7,021 | 7,077 | 21,499 | 21,364 |
| Other expense – Note B | — | 2,658 | 792 | 6,421 |
| | 75,371 | 83,799 | 228,581 | 250,362 |
| Income from operations | 15,940 | 14,114 | 49,901 | 48,194 |
| Amortization of debt discount | 1,131 | — | 3,338 | — |
| Interest expense | 1,670 | 1,345 | 5,182 | 4,333 |
| Income before income taxes | 13,139 | 12,769 | 41,381 | 43,861 |
| Provision for income taxes | 4,928 | 3,449 | 15,495 | 14,277 |
| Net income | \$ 8,211 | \$ 9,320 | \$ 25,886 | \$ 29,584 |
| Per share data: | | | | |
| Net Income | | | | |
| Basic | \$ 0.29 | \$ 0.33 | \$ 0.91 | \$ 1.05 |
| Diluted | 0.29 | 0.32 | 0.90 | 1.03 |
| Weighted average common shares | | | | |
| Basic | 28,348 | 28,438 | 28,355 | 28,265 |
| Diluted | 28,546 | 28,721 | 28,734 | 28,621 |

Note A –Included in cost of sales, other in the three and nine months ended September 30, 2011 are \$0.8 million and \$2.6 million, respectively, related to the consolidation of our production facilities. For the three and nine months ending September 30, 2012, we incurred \$1.8 million and \$4.5 million, respectively, related to the consolidation of our production facilities.

Note B –Included in other expense in the nine months ended September 30, 2011 is \$0.8 million related to consolidating certain administrative functions at our Utica, New York facility. For the three and nine months ending September 30, 2012, we incurred \$1.9 million and \$3.4 million, respectively, related to administrative consolidation expense. Also included in other expense in the three and nine months ending September 30, 2012 is \$0.7 million in costs associated with the acquisition of Viking Systems, Inc.. Included in the nine months ending September 30, 2012 is \$0.7 million in costs associated with the acquisition of our former distributor in the Nordic region of Europe and \$1.6 million in legal costs associated with a contractual dispute with a former distributor.

CONMED CORPORATION
CONSOLIDATED CONDENSED BALANCE SHEETS
(in thousands)
(unaudited)
ASSETS

| | December 31, 2011 | September 30, 2012 |
|---|------------------------------|-------------------------------|
| Current assets: | | |
| Cash and cash equivalents | \$ 26,048 | \$ 19,819 |
| Accounts receivable, net | 135,641 | 132,872 |
| Inventories | 168,438 | 165,326 |
| Income tax receivable | — | 1,295 |
| Deferred income taxes | 10,283 | 11,759 |
| Other current assets | 16,314 | 13,606 |
| Total current assets | 356,724 | 344,677 |
| Property, plant and equipment, net | 139,187 | 139,775 |
| Deferred income taxes | 2,389 | 2,713 |
| Goodwill | 234,815 | 256,825 |
| Other intangible assets, net | 195,531 | 192,721 |
| Other assets | 6,948 | 152,077 |
| Total assets | \$ 935,594 | \$ 1,088,788 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Current portion of long-term debt | \$ 54,557 | \$ 1,009 |
| Other current liabilities | 76,627 | 124,534 |
| Total current liabilities | 131,184 | 125,543 |
| Long-term debt | 88,952 | 168,437 |
| Deferred income taxes | 92,785 | 106,316 |
| Other long-term liabilities | 49,602 | 86,045 |
| Total liabilities | 362,523 | 486,341 |
| Shareholders' equity: | | |
| Capital accounts | 244,980 | 258,183 |
| Retained earnings | 354,439 | 371,267 |
| Accumulated other comprehensive loss | (26,348) | (27,003) |
| Total equity | 573,071 | 602,447 |
| Total liabilities and shareholders' equity | \$ 935,594 | \$ 1,088,788 |

CONMED CORPORATION
CONSOLIDATED CONDENSED STATEMENT OF CASH FLOWS
(in thousands)
(unaudited)

| | Nine months ended September 30, | |
|--|------------------------------------|------------------|
| | 2011 | 2012 |
| Cash flows from operating activities: | | |
| Net income | \$ 25,886 | \$ 29,584 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 31,802 | 34,770 |
| Stock-based compensation expense | 3,714 | 4,115 |
| Deferred income taxes | 11,961 | 11,752 |
| Increase (decrease) in cash flows from changes in assets and liabilities: | | |
| Accounts receivable | 14,745 | 6,910 |
| Inventories | (10,768) | (2,436) |
| Accounts payable | 2,285 | 1,693 |
| Income taxes receivable (payable) | 829 | (7,996) |
| Accrued compensation and benefits | (2,507) | (5,235) |
| Other assets | (2,897) | (2,723) |
| Other liabilities | 1,659 | (9,171) |
| Net cash provided by operating activities | <u>76,709</u> | <u>61,263</u> |
| Cash flow from investing activities: | | |
| Purchases of property, plant, and equipment | (12,672) | (15,969) |
| Payments related to business acquisitions, net of cash acquired | (72) | (82,843) |
| Net cash used in investing activities | <u>(12,744)</u> | <u>(98,812)</u> |
| Cash flow from financing activities: | | |
| Payments on debt | (23,451) | (54,063) |
| Proceeds of debt | — | 80,000 |
| Dividend payments from common stock | — | (8,590) |
| Repurchase of treasury stock | (15,021) | — |
| Net proceeds from common stock issued under employee plans | 5,759 | 9,414 |
| Other, net | (3,148) | 5,533 |
| Net cash provided by (used in) financing activities | <u>(35,861)</u> | <u>32,294</u> |
| Effect of exchange rate change on cash and cash equivalents | <u>(638)</u> | <u>(974)</u> |
| Net increase (decrease) in cash and cash equivalents | 27,466 | (6,229) |
| Cash and cash equivalents at beginning of period | <u>12,417</u> | <u>26,048</u> |
| Cash and cash equivalents at end of period | <u>\$ 39,883</u> | <u>\$ 19,819</u> |

CONMED CORPORATION
RECONCILIATION OF REPORTED NET INCOME TO NON-GAAP NET INCOME
BEFORE UNUSUAL ITEMS AND AMORTIZATION OF DEBT DISCOUNT
Three Months Ended September 30, 2011 and 2012
(in thousands except per share amounts)
(unaudited)

| | <u>2011</u> | <u>2012</u> |
|---|-----------------|------------------|
| Reported net income | \$ 8,211 | \$ 9,320 |
| Facility consolidation costs included in cost of sales | 826 | 1,843 |
| Administrative consolidation costs included in other expense | — | 1,940 |
| Viking acquisition costs included in other expense | — | 718 |
| Total other expense | — | 2,658 |
| Amortization of debt discount | 1,131 | — |
| Unusual expense before income taxes | 1,957 | 4,501 |
| Provision (benefit) for income taxes on unusual expenses | (715) | (1,437) |
| Net income before unusual items and amortization of debt discount | <u>\$ 9,453</u> | <u>\$ 12,384</u> |
| Per share data: | | |
| Reported net income | | |
| Basic | \$ 0.29 | \$ 0.33 |
| Diluted | 0.29 | 0.32 |
| Net income before unusual items and amortization of debt discount | | |
| Basic | \$ 0.33 | \$ 0.44 |
| Diluted | 0.33 | 0.43 |

Management has provided the above reconciliation of net income before unusual items and amortization of debt discount as an additional measure that investors can use to compare operating performance between reporting periods. Management believes this reconciliation provides a useful presentation of operating performance as discussed in the section "Use of Non-GAAP Financial Measures" above. We have included the amortization of debt discount in our analysis in order to facilitate comparison with the non-GAAP earnings guidance provided in the "Outlook" section of this and previous releases which exclude such expense.

CONMED CORPORATION
RECONCILIATION OF REPORTED NET INCOME TO NON-GAAP NET INCOME
BEFORE UNUSUAL ITEMS AND AMORTIZATION OF DEBT DISCOUNT
Nine Months Ended September 30, 2011 and 2012
(in thousands except per share amounts)
(unaudited)

| | <u>2011</u> | <u>2012</u> |
|---|------------------|------------------|
| Reported net income | \$ 25,886 | \$ 29,584 |
| Facility consolidation costs included in cost of sales | 2,566 | 4,519 |
| Administrative consolidation costs included in other expense | 792 | 3,444 |
| Costs associated with purchase of Nordic region distributor | — | 704 |
| Viking acquisition costs included in other expense | — | 718 |
| Legal costs included in other expense | — | 1,555 |
| Total other expense | 792 | 6,421 |
| Amortization of debt discount | 3,338 | — |
| Unusual expense before income taxes | 6,696 | 10,940 |
| Provision (benefit) for income taxes on unusual expenses | (2,442) | (3,755) |
| Net income before unusual items and amortization of debt discount | <u>\$ 30,140</u> | <u>\$ 36,769</u> |
| Per share data: | | |
| Reported net income | | |
| Basic | \$ 0.91 | \$ 1.05 |
| Diluted | 0.90 | 1.03 |
| Net income before unusual items and amortization of debt discount | | |
| Basic | \$ 1.06 | \$ 1.30 |
| Diluted | 1.05 | 1.28 |

Management has provided the above reconciliation of net income before unusual items and amortization of debt discount as an additional measure that investors can use to compare operating performance between reporting periods. Management believes this reconciliation provides a useful presentation of operating performance as discussed in the section "Use of Non-GAAP Financial Measures" above. We have included the amortization of debt discount in our analysis in order to facilitate comparison with the non-GAAP earnings guidance provided in the "Outlook" section of this and previous releases which exclude such expense.

CONMED CORPORATION
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES
(in thousands)
(unaudited)

| | Three months ended | | Nine months ended | |
|---------------------------------------|--------------------|-----------|-------------------|-----------|
| | Sept 30, | | Sept 30, | |
| | 2011 | 2012 | 2011 | 2012 |
| Reported income from operations | \$ 15,940 | \$ 14,114 | \$ 49,901 | \$ 48,194 |
| Facility consolidation | | | | |
| costs included in cost of sales | 826 | 1,843 | 2,566 | 4,519 |
| Administrative consolidation | | | | |
| costs included in other expense | — | 1,940 | 792 | 3,444 |
| Costs associated with purchase | | | | |
| of Viking Systems, Inc. | — | 718 | — | 718 |
| Costs associated with purchase | | | | |
| of Nordic region distributor | — | — | — | 704 |
| Legal costs included in other expense | — | — | — | 1,555 |
| Adjusted income from operations | \$ 16,766 | \$ 18,615 | \$ 53,259 | \$ 59,134 |
| Operating Margin | | | | |
| Reported (GAAP) | 9.2% | 7.8% | 9.2% | 8.5% |
| Adjusted (Non-GAAP) | 9.7% | 10.2% | 9.9% | 10.4% |

Management has provided the above reconciliations as additional measures that investors can use to compare financial results between reporting periods. Management believes these reconciliations provide a useful presentation of financial measures as discussed in the section “Use of Non-GAAP Financial Measures” above.

CONMED CORPORATION
RECONCILIATION OF REPORTED NET INCOME TO EBITDA & ADJUSTED EBITDA
(in thousands)
(unaudited)

| | Three months ended Sept 30, | | Nine months ended Sept 30, | |
|---|--------------------------------|------------------|-------------------------------|------------------|
| | 2011 | 2012 | 2011 | 2012 |
| Net Income | \$ 8,211 | \$ 9,320 | \$ 25,886 | \$ 29,584 |
| Provision for income taxes | 4,928 | 3,449 | 15,495 | 14,277 |
| Interest expense | 1,670 | 1,345 | 5,182 | 4,333 |
| Depreciation | 4,718 | 4,744 | 13,700 | 14,018 |
| Amortization of debt discount | 1,131 | — | 3,338 | — |
| Amortization, all other | 4,592 | 6,782 | 13,832 | 20,205 |
| EBITDA (using GAAP measures) | \$ 25,250 | \$ 25,640 | \$ 77,433 | \$ 82,417 |
| Facility consolidation costs included in cost of sales | 826 | 1,843 | 2,566 | 4,519 |
| Administrative consolidation costs included in other expense | — | 1,940 | 792 | 3,444 |
| Costs associated with purchase of Viking Systems, Inc. | — | 718 | — | 718 |
| Costs associated with purchase of Nordic region distributor | — | — | — | 704 |
| Legal costs included in other expense | — | — | — | 1,555 |
| Adjusted EBITDA | \$ 26,076 | \$ 30,141 | \$ 80,791 | \$ 93,357 |
| EBITDA Margin | | | | |
| EBITDA (using GAAP measures) | 14.6% | 14.1% | 14.4% | 14.6% |
| Adjusted EBITDA (using non-GAAP measures) | 15.1% | 16.6% | 15.0% | 16.5% |

Management has provided the above reconciliations as additional measures that investors can use to compare financial results between reporting periods. Management believes these reconciliations provide a useful presentation of financial measures as discussed in the section "Use of Non-GAAP Financial Measures" above.

CONMED CORPORATION
Third Quarter Sales Summary

| | Three Months Ended September 30, | | | |
|--|----------------------------------|-----------------|--------------|--------------------------------|
| | 2011 | 2012 | Growth | Constant Currency Growth |
| | (in millions) | | | |
| Arthroscopy | | | | |
| Single-use | \$ 54.4 | \$ 61.0 | 12.1% | 13.0% |
| Capital | 15.0 | 15.6 | 4.0% | 6.0% |
| | <u>69.4</u> | <u>76.6</u> | <u>10.4%</u> | <u>11.5%</u> |
| Powered Surgical Instruments | | | | |
| Single-use | 18.7 | 19.7 | 5.3% | 6.4% |
| Capital | 16.1 | 16.4 | 1.9% | 3.1% |
| | <u>34.8</u> | <u>36.1</u> | <u>3.7%</u> | <u>4.9%</u> |
| Electrosurgery | | | | |
| Single-use | 17.1 | 17.7 | 3.5% | 3.5% |
| Capital | 6.2 | 4.9 | -21.0% | -21.0% |
| | <u>23.3</u> | <u>22.6</u> | <u>-3.0%</u> | <u>-3.0%</u> |
| Endoscopic Technologies | | | | |
| Single-use | 12.3 | 13.6 | 10.6% | 10.5% |
| Endosurgery Single-use and reusable | 17.7 | 17.8 | 0.6% | 1.1% |
| Patient Care Single-use | 15.3 | 15.2 | -0.7% | -0.6% |
| Total | | | | |
| Single-use and reusable | 135.5 | 145.0 | 7.0% | 7.6% |
| Capital | 37.3 | 36.9 | -1.1% | 0.3% |
| | <u>\$ 172.8</u> | <u>\$ 181.9</u> | <u>5.3%</u> | <u>6.0%</u> |

CONMED CORPORATION
Nine-Month Sales Summary

| | Nine Months Ended September 30, | | | |
|-------------------------------------|---------------------------------|-----------------|--------------|--------------------------------|
| | 2011 | 2012 | Growth | Constant Currency Growth |
| | (in millions) | | | |
| Arthroscopy | | | | |
| Single-use | \$ 169.6 | \$ 197.7 | 16.6% | 16.7% |
| Capital | 45.9 | 46.2 | 0.7% | 1.3% |
| | <u>215.5</u> | <u>243.9</u> | <u>13.2%</u> | <u>13.5%</u> |
| Powered Surgical Instruments | | | | |
| Single-use | 58.8 | 62.1 | 5.6% | 5.7% |
| Capital | 52.3 | 49.7 | -5.0% | -4.5% |
| | <u>111.1</u> | <u>111.8</u> | <u>0.6%</u> | <u>0.9%</u> |
| Electrosurgery | | | | |
| Single-use | 51.9 | 52.7 | 1.5% | 1.3% |
| Capital | 21.0 | 16.8 | -20.0% | -19.9% |
| | <u>72.9</u> | <u>69.5</u> | <u>-4.7%</u> | <u>-4.8%</u> |
| Endoscopic Technologies | | | | |
| Single-use | 36.7 | 39.8 | 8.4% | 8.4% |
| Endosurgery | | | | |
| Single-use and reusable | 54.7 | 54.1 | -1.1% | -1.1% |
| Patient Care | | | | |
| Single-use | 48.6 | 46.8 | -3.7% | -3.7% |
| Total | | | | |
| Single-use and reusable | 420.3 | 453.2 | 7.8% | 7.9% |
| Capital | 119.2 | 112.7 | -5.5% | -5.0% |
| | <u>\$ 539.5</u> | <u>\$ 565.9</u> | <u>4.9%</u> | <u>5.1%</u> |