

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933

CONMED CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

NEW YORK  
(State or Other Jurisdiction of Incorporation or Organization)

16-0977505  
(I.R.S. Employer Identification Number)

310 BROAD STREET  
UTICA, NEW YORK 13501  
(Address of Principal Executive Offices)

CONMED CORPORATION  
1999 LONG-TERM INCENTIVE PLAN  
(Full Title of the Plan)

DANIEL S. JONAS ESQ.  
CONMED CORPORATION  
310 BROAD STREET  
UTICA, NEW YORK 13501  
(315) 797-8375  
(Name, Address and Telephone Number of Agent for Service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
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COMMON STOCK (\$ .01 PAR VALUE)	1,000,000	\$32.22	\$32,220,000.00	\$8,958.00
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<FN>  
(1) CALCULATED SOLELY FOR THE PURPOSE OF DETERMINING THE REGISTRATION FEE PURSUANT TO RULE 457(G) BASED UPON THE AVERAGE OF THE BID AND ASKED PRICES REPORTED ON THE NASDAQ NATIONAL MARKET ON MAY 17, 1999, \$32.22 PER SHARE.

</FN>

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

EXPLANATORY NOTE

As permitted by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plan covered by this registration statement as required by Rule 428(b). Such documents are not

being filed with the Securities and Exchange Commission (the "Commission") as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by CONMED Corporation (the "Company") , pursuant to the Securities Exchange Act of 1934 (the "Exchange Act") (File No. 0-16093), are hereby incorporated by reference in this Registration Statement:

(a) The Annual Report on Form 10-K for the fiscal year ended December 31, 1998;

(b) The Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1998; and

(c) The description of the Company's Common Stock which is contained in its Registration Statement on Form 8-A, filed on August 5, 1987.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The validity of the Common Stock registered hereby, shares of which are issuable by the Registrant pursuant to the exercise of options to be granted under the CONMED Corporation 1999 Long-Term Incentive Plan (the "Plan"), is being passed on by Daniel S. Jonas, Vice President-Legal Affairs and General Counsel of the Company, who as an executive officer of the Registrant is a potential beneficiary under the Plan.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 722 of the New York Business Corporation Law (the "BCL") provides that a corporation may indemnify an officer or director, in the case of third party actions, against

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judgments, fines, amounts paid in settlement and reasonable expenses and, in the case of derivative actions, against amounts paid in settlement and reasonable expenses, if the director or officer "acted, in good faith, for a purpose which he reasonably believed to be in . . . the best interests of the corporation"

and, in the case of criminal actions, in addition, "had no reasonable cause to believe that his conduct was unlawful." Statutory indemnification may not be provided in derivative actions in respect of a threatened action, or a pending action which is settled or otherwise disposed of, or any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement and expenses as the court deems proper.

As contemplated by BCL Section 721, the Registrant's By-laws, as amended on December 26, 1990, provide a broader basis for indemnification in accordance with and as permitted by BCL Article 7.

Section 6.6 of the By-Laws of the Registrant (referred to in the By-Laws as the "Corporation") provides as follows:

"Section 6.6. Indemnification. The Corporation shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director or officer of the Corporation, or serves or served at the request of the Corporation, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition.

The Corporation may advance or promptly reimburse upon request any person entitled to indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled, provided, however, that such person shall cooperate in good faith with any request by the Corporation that common counsel be utilized by the parties to an action or proceeding who are similarly situated unless to do so would be inappropriate due to actual or potential differing interests between or among such parties.

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Anything in these by-laws to the contrary notwithstanding, no elimination of this by-law, and no amendment of this by-law adversely affecting the right of any person to indemnification or advancement of expenses hereunder shall be effective until the 60th day following notice to such person of such action, and no elimination of or amendment to this by-law shall deprive any person of his or her rights hereunder arising out of alleged or actual occurrences, acts or failures to act prior to such 60th day.

The Corporation shall not, except by elimination or amendment of this by-law in a manner consistent with the preceding paragraph, take any corporate action or enter into any agreement which prohibits, or otherwise limits the rights of any person to, indemnification in accordance with the provisions of this by-law. The indemnification of any person provided by this by-law shall continue after such person has ceased to be a director, officer or employee of the Corporation and

shall inure to the benefit of such person's heirs, executors, administrators and legal representatives.

The Corporation is authorized to enter into agreements with any of its directors, officers or employees extending rights to indemnification and advancement of expenses to such person to the fullest extent permitted by applicable law as it currently exists, but the failure to enter into any such agreement, shall not affect or limit the rights of such person pursuant to this by-law, it being expressly recognized hereby that all directors, officers and employees of the Corporation, by serving as such after the adoption hereof, are acting in reliance hereon and that the Corporation is estopped to contend otherwise.

In case any provision in this by-law shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Corporation to afford indemnification and advancement of expenses to its directors, officers and employees, acting in such capacities or in the other capacities mentioned herein, to the fullest extent permitted by law.

For purposes of this by-law, the Corporation shall be deemed to have requested a person to serve an employee benefit plan where the performance by such person of his or her duties to the Corporation also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan, and excise taxes assessed on a person with respect to an employee benefit plan pursuant to applicable law shall be considered indemnifiable expenses. For purposes of this by-law, the term "Corporation" shall include any legal successor to the Corporation, including any corporation which acquires all or substantially all of the assets of the Corporation in one or more transactions."

The Company has entered into directors and officers insurance policies with National Union Fire Insurance Company of Pittsburgh, PA and Chubb Insurance Company covering the period from January 31, 1999 through January 31, 2000, which covers directors and officers of the Company and its subsidiaries.

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ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

Exhibit No.	Description
4.1	Amended and Restated By-Laws, as adopted by the Board of Directors on December 26, 1990 - incorporated herein by reference to the exhibit in the Company's Current Report on Form 8-K, dated March 7, 1991 (File No. 0-16093).
4.2	Composite Version of the Restated Certificate of Incorporation, as approved by the Company's shareholders on July 28, 1983.
4.3	Amendment to the Restated Certificate of Incorporation, as approved by the Company's shareholders on May 18, 1999.
4.4	CONMED Corporation 1999 Long-Term Incentive Plan - incorporated by reference to the exhibit in the Company's Proxy Statement on Schedule 14A filed on April 9, 1999 (File No. 0-16093).
4.5	Credit Agreement, dated as of December 29, 1997, among CONMED Corporation, the several banks and other financial institutions of entities from time to time parties to the Agreement, Chase

Securities Inc., Salomon Brothers Holding Company, Inc and The Chase Manhattan Bank - incorporated herein by reference to the exhibit in the Company's Current Report on Form 8-K filed on January 8, 1998 (File No. 0-16093).

- 4.6 Guarantee and Collateral Agreement, dated as of December 31, 1997, made by CONMED Corporation and certain of its subsidiaries in favor of the Chase Manhattan Bank - incorporated by reference to the exhibit in the Company's Current Report on Form 8-K filed on January 8, 1998 (File No. 0-16093).
- 4.7 Indenture, dated as of March 5, 1998, by and among CONMED Corporation, the Subsidiary Guarantors named therein and First Union National Bank, as Trustee - incorporated by reference to the exhibit in the Company's Registration Statement on Form S-8 filed on March 26, 1998 (File No. 333-48693).
- 5 Opinion of Daniel S. Jonas, Vice President-Legal Affairs & General Counsel of CONMED Corporation, with respect to the securities being registered hereunder.
- 23.1 Consent of Daniel S. Jonas (included in the opinion filed as Exhibit 5 hereto).
- 23.2 Consent of PricewaterhouseCoopers LLP
- 24 Power of Attorney (included on the signature page of the Registration Statement).

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ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than insurance and the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless

in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES OF CONMED CORPORATION

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Utica, State of New York on this 21st day of May, 1999.

CONMED Corporation

By: /s/ Daniel S. Jonas

-----  
Name: Daniel S. Jonas

Title: Vice President-Legal Affairs & General Counsel

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Daniel S. Jonas his true and lawful attorney-in-fact and agent with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the indicated capacities on May 21, 1999.

Name	Title
- ----	-----
/s/ Eugene R. Corasanti ----- Eugene R. Corasanti	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
/s/ Robert D. Shallish ----- Robert D. Shallish	Vice President - Finance (Principal Financial Officer)
/s/ Luke A. Pomilio ----- Luke A. Pomilio	Controller (Principal Accounting Officer)
/s/ Joseph J. Corasanti ----- Joseph J. Corasanti	Executive Vice President and Director
/s/ Robert E. Rimmell ----- Robert E. Rimmell	Director
/s/ Bruce F. Daniels ----- Bruce F. Daniels	Director

/s/ Stuart J. Schwartz            Director  
-----  
Stuart J. Schwartz

/s/ William D. Matthews           Director  
-----  
William D. Matthews

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INDEX TO EXHIBITS

- 4.1        Amended and Restated By-Laws, as adopted by the Board of Directors on December 26, 1990 - incorporated herein by reference to the exhibit in the Company's Current Report on Form 8-K, dated March 7, 1991 (File No. 0-16093).
- 4.2        Composite Version of the Restated Certificate of Incorporation, as approved by the Company's shareholders on July 28, 1983.
- 4.3        Amendment to the Restated Certificate of Incorporation, as approved by the Company's shareholders on May 18, 1999.
- 4.4        CONMED Corporation 1999 Long-Term Incentive Plan - incorporated by reference to the exhibit in the Company's Proxy Statement on Schedule 14A filed on April 9, 1999 (File No. 0-16093).
- 4.5        Credit Agreement, dated as of December 29, 1997, among CONMED Corporation, the several banks and other financial institutions of entities from time to time parties to the Agreement, Chase Securities Inc., Salomon Brothers Holding Company, Inc and The Chase Manhattan Bank - incorporated herein by reference to the exhibit in the Company's Current Report on Form 8-K filed on January 8, 1998 (File No. 0-16093).
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- 5         Opinion of Daniel S. Jonas, Vice President-Legal Affairs & General Counsel of CONMED Corporation, with respect to the securities being registered hereunder.
- 23.1      Consent of Daniel S. Jonas (included in the opinion filed as Exhibit 5 hereto).
- 23.2      Consent of PricewaterhouseCoopers LLP
- 24        Power of Attorney (included on the signature page of the Registration Statement).

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COMPOSITE VERSION  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
CONMED CORPORATION.

Under Section 807 of the Business Corporation Law

FIRST. The name of the corporation is CONMED Corporation.

SECOND. The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the Business Corporation Law of the State of New York but not to engage in any act or activity requiring the consent or approval of any State official, department, board, agency or other body without such consent or approval first being obtained.

THIRD. The office of the corporation in the State of New York is to be located in the City of Utica, County of Oneida.

FOURTH. The aggregate number of shares of stock which the corporation shall have the authority to issue is 100,500,000, of which 100,000,000 shares of the par value of \$.01 per share shall be designated as Common Stock ("Common Stock"), and 500,000 shares of the par value of \$.01 per share shall be designated as Preferred Stock ("Preferred Stock").

The relative rights, preferences and limitations of the shares of such classes of stock are as follows:

1. The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series of Preferred Stock, and the Board of Directors is expressly authorized, prior to issuance, in the resolution or resolutions providing for the issue of shares of each particular series, to establish and designate each particular series to fix the rights, preferences and limitations of each particular series, and the relative rights, preferences and limitations between series, as follows:

(a) The distinctive serial designation of such series which shall distinguish it from other series;

(b) The number of shares included in such series, which number may be increased or decreased from time to time unless otherwise provided by the Board of Directors in creating such series;

(c) The annual or other dividend rate or rates (or method of determining such rate or rates) for shares of such series and the date or dates upon which such dividends shall be payable;

(d) Whether dividends on the shares of such series shall be cumulative, and, in the case of shares of any series having cumulative dividend rights, the date or dates (or method of determining such date or dates) from which dividends on the shares of such series shall be cumulative;

(e) The amount or amounts which shall be paid out of the assets of the corporation to the holders of the shares of such series upon voluntary or involuntary liquidation, dissolution, or winding up of the corporation;

(f) The price or prices (cash or otherwise) at which, the period or periods within which and the terms and conditions upon which the shares of such series may be purchased, redeemed or acquired (by exchange or otherwise), in whole or in part, at the option of the



corporation;

(g) Provision or provisions, if any, for the corporation to purchase, redeem or acquire (by exchange or otherwise), in whole or in part, shares of such series pursuant to a sinking or other similar fund, and the price or prices (cash or otherwise) at which, the period or periods within which and the terms and conditions upon which the shares of such series shall be purchased, redeemed or acquired, in whole or in part, pursuant to such provision or provisions;

(h) The period or periods within which and the terms and conditions, if any, including the price or prices or the rate or rates of conversion or exchange and the terms and conditions of any adjustments thereof, upon which the shares of such series shall be convertible or exchangeable at the option of the holder into shares of any class of stock or into shares of any other series of

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Preferred Stock, except into shares having rights or preferences as to dividends or the distribution of assets upon liquidation, dissolution or winding up of the corporation which are prior or superior in rank to those of the shares being converted or exchanged;

(i) The voting rights, if any, of the shares of such series in addition to those required by law, including the number of votes per share and any requirement for the approval by the holders of up to 66 2/3% of all shares of Preferred Stock, or of the shares of one or more series, or of both, as a condition to specified corporate action or amendments to the Certificate of Incorporation;

(j) Any other relative rights, preferences or limitations of the shares of such series not inconsistent herewith or with applicable law.

2. All issued and outstanding Preferred Stock (a) shall rank prior or superior to Common Stock in respect of the right to receive dividends and the right to receive payments out of the assets of the corporation upon voluntary or involuntary liquidation, dissolution or winding up of the corporation, (b) shall be of equal rank, regardless of series, and (c) shall be identical in all respects except as provided in paragraph 1 of this Article FOURTH. The shares of any particular series of the Preferred Stock shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall be cumulative. In case the stated dividends or the amounts payable on liquidation are not paid in full, the shares of all series of the Preferred Stock shall share ratably in the payment of dividends, including accumulations, if any, in accordance with the sums which would be payable on such shares if all dividends were declared and paid in full, and in any distribution of assets other than by way of dividends in accordance with the sums which would be payable on such distributions if all sums payable were discharged in full. All Preferred Stock redeemed; purchased or otherwise acquired by the corporation (including shares surrendered for conversion or exchange or acquired by exchange or otherwise) shall be cancelled and thereupon restored to the status of authorized but unissued shares of Preferred Stock undesignated as to series.

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3. No holder of Common Stock or of Preferred Stock shall be entitled as a matter of right to subscribe for, purchase or receive, or have any preferential or pre-emptive right with respect to, any part of any new or additional issue of stock of any class or series whatsoever, or any options or warrants for such stock, or any rights to subscribe for or purchase such stock, or of securities convertible into or exchangeable for any stock of any class or series whatsoever, whether now or hereafter authorized and whether issued for cash or other consideration or by way of dividend or otherwise.

4. Except as may from time to time be required by law and except as otherwise may be provided by the Board of Directors in accordance with paragraph 1 of this Article FOURTH in respect of any particular series of Preferred Stock,

all voting rights of the corporation shall be vested exclusively in the holders of the Common Stock who shall be entitled to one vote per share on all matters.

FIFTH. The Secretary of State of the State of New York is designated as agent of the corporation upon whom process in any action or proceeding against it may be served. The address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is c/o Eugene R. Corasanti, 310 Broad Street, Utica, New York 13501.

SIXTH. By-laws of the corporation may be adopted, amended or repealed by the Board of Directors of the corporation by the vote of a majority of the directors present at a meeting of the Board at which a quorum is present.

IN WITNESS WHEREOF, we have subscribed and affirm as true under the penalties of perjury this Restated Certificate of Incorporation this 28th day of July, 1983.

/s/ Eugene R. Corasanti

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Eugene R. Corasanti  
President  
310 Board Street  
Utica, New York 13501

/s/ Robert E. Rimmell

-----  
Robert E. Rimmell  
Assistant Secretary  
185 Genesee Street  
Utica, New York 13501

CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
CONMED CORPORATION

Under Section 805 of the Business Corporation Law

The undersigned, being the President and the Secretary of CONMED Corporation, a New York corporation, hereby certify that:

FIRST. The name of the corporation is CONMED Corporation, and the name under which it was formed was Concor Enterprises, Inc.

SECOND. The certificate of incorporation of the corporation was filed with the Department of State on February 10, 1970.

THIRD. The certificate of incorporation is amended to increase the number of common shares of the par value of \$.01 per share which the corporation has authority to issue from 40,000,000 common shares of the par value of \$.01 per share to 100,000,000 common shares of the par value of \$.01 per share. To effect such change, the first paragraph of Article FOURTH of the certificate of incorporation is hereby amended to read as follows:

"FOURTH. The aggregate number of shares of stock which the Corporation shall have the authority to issue is 100,500,000, of which 100,000,000 shares of the par value of \$.01 per share shall be designated as Common Stock ("Common Stock"), and 500,000 shares of the par value of \$.01 per share shall be designated as Preferred Stock ("Preferred Stock")."

FOURTH: The foregoing amendment of the certificate of incorporation was authorized by the Board of Directors of the corporation at a meeting duly called and held on March 3, 1999, followed by the favorable vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders duly called and held on May 18, 1999.

IN WITNESS WHEREOF, the undersigned have signed this certificate of amendment of the certificate of incorporation on May 19, 1999 and affirm the statements contained herein as true under the penalties of perjury.

By /s/ Eugene R. Corasanti  
-----  
Eugene R. Corasanti  
President

By /s/ Thomas M. Acey  
-----  
Thomas M. Acey  
Secretary

May 21, 1999

CONMED Corporation  
310 Broad Street  
Utica, New York 13501

Dear Sirs:

In connection with the registration under the Securities Act of 1933, as amended (the "Act"), by CONMED Corporation, a New York corporation (the "Company"), of 1,000,000 shares of the Company's Common Stock, par value \$.01 per share (the "Shares"), to be issued pursuant to the CONMED Corporation 1999 Long-Term Incentive Plan (the "Plan") (the Shares being subject to adjustment as provided in the Plan), I have examined such corporate records, certificates and other documents and such questions of law as I have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, I advise you that, in my opinion, the Shares have been duly authorized and when the Registration Statement has become effective under the Act and the Shares have been duly issued as provided in the Plan, the Shares will be validly issued, fully paid and nonassessable.

In rendering the foregoing opinion, I have, with your approval, relied as to certain matters on information obtained from officers of the Company and other sources believed by me to be responsible, and I have assumed that the signatures on all documents examined by me are genuine, assumptions which I have not independently verified.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement relating to the Shares. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ DANIEL S. JONAS

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 for the CONMED Corporation 1999 Long-Term Incentive Plan of our report dated February 9, 1999, which appears on page F-1 of the CONMED Corporation's Annual Report on Form 10-K for the year ended December 31, 1998.

PRICEWATERHOUSECOOPERS LLP  
Syracuse, New York  
May 18, 1999