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): February 13, 2014

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
<u>Utica, New York 13502</u>
(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))									

Section 2 Financial Information

Item 2.02 Results of Operations and Financial Condition.

On February 13, 2014, CONMED Corporation issued a press release announcing financial results for the fourth quarter of 2013. 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 February 13, 2014, 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.
Executive Vice President-Finance and
Chief Financial Officer

Date: February 13, 2014

EXHIBIT INDEX

Exhibit

Number Exhibit Description

99.1 Press Release, dated February 13, 2014, issued by CONMED Corporation.



NEWS RELEASE

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

FOR RELEASE: 7:00 AM (Eastern) February 13, 2014

CONMED Corporation Fourth Quarter 2013 Financial Results Exceed Company Guidance
- Record Quarterly Sales of \$203.4 million
- EPS of \$0.36
- Adjusted EPS of \$0.53

Conference Call to be Held at 10:00 a.m. ET Today

Utica, New York, February 13, 2014 ---- CONMED Corporation (Nasdaq: CNMD) today announced financial results for the fourth quarter and year ended December 31, 2013.

"We exited 2013 with strong sales and earnings that exceeded the high end of our guidance for both metrics," said Mr. Joseph J. Corasanti, President and CEO. "Fourth quarter 2013 sales of \$203.4 million grew 2.1% on a constant currency basis, compared with a strong performance in the fourth quarter of 2012, and were driven by stronger-than-anticipated sales in Europe and capital equipment products sales. We also achieved sales growth for our single-use and capital products and improved our adjusted gross margins, which led to better-than-expected adjusted earnings per share of \$0.53 for the fourth quarter."

Fourth Quarter 2013 Financial Highlights:

- Sales were \$203.4 million, up 2.1% on a constant currency basis compared with the fourth quarter of 2012; both single-use and capital products grew in excess of 2.0% on an FX neutral basis.
- International sales in the fourth quarter of 2013 were \$102.7 million, representing 50.5% of total sales. Foreign currency exchange rates, including the effects of the FX hedging program, had a negative impact of \$2.0 million in the fourth quarter of 2013.
- Diluted earnings per share (GAAP) (EPS) were \$0.36 compared with \$0.38 in the fourth quarter of 2012. Excluding the Medical Device Excise Tax, (MDET) EPS was \$0.40 in the fourth quarter of 2013.
- Adjusted diluted earnings per share were \$0.53 in the fourth quarter of 2013 compared with \$0.52 in the same quarter of 2012. Excluding the MDET, adjusted EPS was \$0.57 in the fourth quarter of 2013.
- Adjusted EBITDA margin was 18.1%, consistent with the prior year period. Excluding the MDET in 2013, adjusted EBITDA margin for the fourth quarter of 2013 was 18.9%.

• The Board of Directors declared a quarterly cash dividend of \$0.20 per share, which was paid on January 6, 2014. This quarterly dividend was 33% higher than the prior quarterly cash dividend of \$0.15 per share. Based upon the stock price on February 12, 2014, on an annualized basis, the dividend provides investors with a yield of nearly 2%.

Year 2013 Financial Highlights

- Sales for 2013 were \$762.7 million, up 0.2% on a constant currency basis compared with 2012, resulting from a 0.4% increase in single-use products and a 0.8% decline in capital equipment on an FX neutral basis.
- International sales for full year 2013 were \$387.2 million, representing 50.8% of total sales. Foreign currency exchange rates, including the effects of the FX hedging program, had a negative impact of \$5.7 million on full year 2013.
- Diluted earnings per share (GAAP) were \$1.28 in the 2013 compared with \$1.41 in 2012. Excluding the MDET, EPS was \$1.41 in 2013.
- Adjusted diluted earnings per share were \$1.81 in 2013 compared with \$1.80 in 2012. Excluding the MDET, adjusted EPS was \$1.94 in 2013.
- Adjusted EBITDA margin was 17.2% in 2013 compared with 17.4% in 2012. Excluding the MDET in 2013, adjusted EBITDA margin for the year was 18.0%.

CONMED generated \$27.3 million in cash from operating activities in the fourth quarter of 2013. For 2013, the Company generated \$80.9 million in cash from operating activities, more than double the net income for the year. The Company repurchased 1,577,800 shares of its common stock for \$50.6 million in 2013 at an average price of \$32.04 per share.

Outlook

"We are encouraged by the sales growth acceleration we achieved throughout 2013, particularly in our single-use surgical devices, and are optimistic that the positive trends in surgical procedure growth in both the domestic and international markets will support our continued progress," continued Mr. Corasanti. "We have a dynamic financial model and higher-margin single-use products comprise 80% of CONMED's sales with the remaining 20% of sales resulting from surgical devices that fall under the capital expenditure budgets of our hospital customers. Despite the headwinds our capital products faced throughout 2013 due to continued budgetary restraints at hospitals in the United States and public healthcare systems in other countries, we achieved sales growth among these products that exceeded our expectations for the fourth quarter. Looking forward to 2014, we believe that continued modest improvement in the global economy will allow CONMED to achieve annual sales growth and we are reiterating our 2014 sales and adjusted earnings per share guidance. This forecast is based on our expectations for continued sales growth for our single-use products and continued sales improvement for our capital products as the capital equipment replacement cycle normalizes."

For the first quarter of 2014 CONMED expects to achieve:

- Sales in the range of \$191 to \$196 million; and
- Adjusted earnings per share between \$0.45 and \$0.49.

For the full year 2014 CONMED expects to achieve:

- Sales in the range of \$770 to \$780 million;
- Adjusted earnings per share between \$1.90 and \$2.00; and
- Approximately 50 basis point improvement in adjusted operating and EBITDA margins.

The adjusted estimates for the first quarter and full year 2014 exclude special items, such as manufacturing restructuring costs expected to be incurred due to relocation of manufacturing activities and patent litigation expense.

Special charges

During the fourth quarter of 2013, the Company continued the on-going consolidation of certain administrative functions and manufacturing activities. Also incurred were litigation costs associated with patent litigation. Further, during the fourth quarter of 2013, the Company incurred a non-cash expense from the settlement of certain pension obligations. Expenses associated with these activities, including severance and relocation costs, amounted to \$4.7 million, net of tax, in the fourth quarter of 2013. These charges are included in the GAAP earnings per share set forth above and are excluded from the adjusted results. For 2014, the Company presently anticipates incurring additional pre-tax special 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, adjusted operating income and adjusted earnings per share measure the income of the Company excluding 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, adjusted operating margin 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 special items should be eliminated from on-going operating activities. These adjustments for special 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, adjusted operating 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. Further, the presentation of EBITDA is a non-GAAP measurement that management considers useful for measuring aspects of the Company's cash flow. 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 fourth quarter 2013 conference call live over the Internet at 10:00 a.m. Eastern Time on Thursday, February 13, 2014. This webcast can be accessed from CONMED's web site at www.conmed.com. Replays of the call will be made available through February 21, 2014.

CONMED profile

CONMED is a medical technology company with an emphasis on surgical devices and equipment for minimally invasive procedures. The Company's products 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 3,600 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, 2012; (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 material, transportation or litigation; (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

CONMED CORPORATION CONSOLIDATED STATEMENTS OF INCOME

(In thousands except per share amounts) (unaudited)

	Three months ended December 31,					Twelve months ended December 31,			
		2012		2013	2012		_	2013	
Net sales	\$	201,244	\$	203,442	\$	767,140	\$	762,704	
Cost of sales		91,424		89,910		354,245		341,661	
Cost of sales, other – Note A		2,533		2,137		7,052	_	8,626	
Gross profit		107,287	_	111,395		405,843	_	412,417	
Selling and administrative		79,892		82,355		302,469		310,730	
Research and development		6,850		6,438		28,214		25,831	
Medical device excise tax		_		1,536		_		5,949	
Other expense– Note B		3,529		4,885		9,950		13,399	
		90,271		95,214		340,633		355,909	
Income from operations		17,016		16,181		65,210		56,508	
Loss on early extinguishment of debt		_		_		_		263	
Interest expense		1,397		1,482	_	5,730		5,613	
Income before income taxes		15,619		14,699		59,480		50,632	
Provision for income taxes		4,722		4,472		18,999		14,693	
Net income	\$	10,897	\$	10,227	\$	40,481	\$	35,939	
Per share data:									
Net income									
Basic	\$.38	\$.37	\$	1.43	\$	1.30	
Diluted		.38		.36		1.41		1.28	
Weighted average common shares									
Basic		28,408		27,644		28,301		27,722	
Diluted		28,727		28,062		28,653		28,114	

Note A —Included in cost of sales, other in the three and twelve months ended December 31, 2012 and 2013 are costs related to the consolidation of our production facilities. Also included in the twelve months ended December 31, 2013 are costs associated with the termination of a product offering. Refer to the Reconciliation of Reported Net Income to Adjusted Net Income for further details.

Note B — Other expense in the three and twelve months ended December 31, 2012 and 2013 includes a number of adjusted charges. Refer to the Reconciliation of Reported Net Income to Adjusted Net Income for further details.

CONMED CORPORATION CONSOLIDATED CONDENSED BALANCE SHEETS

(in thousands) (unaudited) ASSETS

	Decen	iber 31,
	2012	2013
Current assets:		
Cash and cash equivalents	\$ 23,720	\$ 54,443
Accounts receivable, net	139,124	140,426
Inventories	156,228	143,211
Income taxes receivable	2,897	3,805
Deferred income taxes	11,931	13,202
Prepaid expenses and other current assets	14,993	17,045
Total current assets	348,893	372,132
Property, plant and equipment, net	139,041	138,985
Deferred income taxes	1,057	1,183
Goodwill	248,502	248,428
Other intangible assets, net	334,185	319,440
Other assets	7,171	10,340
Total assets	\$ 1,078,849	\$ 1,090,508
LIABILITIES AND SHAREHOLDERS' EQU	JITY	
Current liabilities:		
Current portion of long-term debt	\$ 1,050	\$ 1,140
Other current liabilities	124,164	110,125
Total current liabilities	125,214	111,265
Long-term debt	160,802	214,435
Deferred income taxes	99,199	113,199
Other long-term liabilities	86,636	45,290
Total liabilities	471,851	484,189
Shareholders' equity:		
Capital accounts	256,672	228,002
Retained earnings	377,907	395,889
Accumulated other comprehensive loss	(27,581)	(17,572)
Total equity	606,998	606,319
Total liabilities and shareholders' equity	\$ 1,078,849	\$ 1,090,508

CONMED CORPORATION CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(in thousands) (unaudited)

(unaudited)	Twelve months December 3				
		2012		2013	
Cash flows from operating activities:					
Net income	\$	40,481	\$	35,939	
Adjustments to reconcile net income					
to net cash provided by operating activities:					
Depreciation and amortization		46,616		47,867	
Stock-based compensation		5,653		5,593	
Loss on early extinguishment of debt		_		263	
Deferred income taxes		12,946		7,218	
Increase (decrease) in cash flows from changes in assets and liabilities:					
Accounts receivable		1,687		(798)	
Inventories		3,810		(1,817)	
Accounts payable		259		4,223	
Income taxes receivable (payable)		(6,651)		(1,519)	
Accrued compensation and benefits		767		(71)	
Other assets		(1,210)		(5,222)	
Other liabilities		(9,159)		(10,727)	
Net cash provided by operating activities		95,199		80,949	
Cook flower from investing anticipies					
Cash flows from investing activities:		(0(.252)			
Payments related to business acquisition and distribution agreement, net of cash acquired		(86,253)		_	
Proceeds from sale of property		1,836		(10.445)	
Purchases of property, plant, and equipment		(21,532)		(18,445)	
Net cash used in investing activities		(105,949)		(18,445)	
Cash flows from financing activities:					
Payments on debt		(54,657)		(1,277)	
Proceeds of debt		73,000		55,000	
Payments related to distribution agreement		_		(34,000)	
Dividends paid on common stock		(12,862)		(16,696)	
Payments related to issuance of debt		_		(1,725)	
Net proceeds from common stock issued under employee plans		10,165		17,264	
Repurchase of common stock		(3,923)		(50,556)	
Other, net		(370)		694	
Net cash provided by (used in) financing activities		11,353		(31,296)	
Effect of exchange rate change on cash and cash equivalents		(2,931)		(485)	
Net increase (decrease) in cash and cash equivalents		(2,328)		30,723	
Cash and cash equivalents at beginning of period		26,048		23,720	
Cash and cash equivalents at end of period	\$	23,720	\$	54,443	

CONMED CORPORATION RECONCILIATION OF REPORTED NET INCOME TO ADJUSTED NET INCOME

Three Months Ended December 31, 2012 and 2013 (In thousands except per share amounts)

(In thousands except per share amounts)
(unaudited)

	2	2012		2013
Reported net income	<u>\$</u>	10,897	\$	10,227
Facility consolidation costs		2,533		2,137
Total cost of sales		2,533		2,137
Administrative consolidation costs included in other expense		3,053		2,447
Costs associated with purchase of a business		476		_
Patent dispute costs included in other expense		_		995
Pension settlement expense		<u> </u>		1,443
Total other expense		3,529		4,885
Adjusted expense before income taxes		6,062		7,022
Provision (benefit) for income taxes on adjusted expenses		(2,074)		(2,351)
Adjusted net income	<u>\$</u>	14,885	\$	14,898
Per share data:				
Reported net income Basic	\$	0.38	\$	0.37
Diluted	ψ	0.38	Ψ	0.36
Adjusted net income Basic	\$	0.52	\$	0.54
Diluted	φ	0.52	Ψ	0.53

Management has provided the above reconciliation of net income to adjusted net income 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.

CONMED CORPORATION RECONCILIATION OF REPORTED NET INCOME TO ADJUSTED NET INCOME Twelve Months Ended December 31, 2012 and 2013

(In thousands except per share amounts)

(unaudited)

	2012	2013
Reported net income	\$ 40,481	\$ 35,939
Costs associated with termination of a product offering	_	2,137
Facility consolidation costs	7,052	6,489
Total cost of sales	7,052	8,626
Administrative consolidation costs included in other expense	6,497	8,750
Costs associated with purchase of Nordic region distributor	704	_
Costs associated with purchase of a business	1,194	_
Legal arbitration and patent dispute costs included in other expense	1,555	3,206
Pension settlement expense		1,443
Total other expense	9,950	13,399
Loss on early extinguishment of debt		263
Adjusted expense before income taxes	17,002	22,288
Provision (benefit) for income taxes on adjusted expenses	(5,829)	(7,473)
Adjusted net income	\$ 51,654	\$ 50,754
Per share data:		
Reported net income Basic Diluted	\$ 1.43 1.41	\$ 1.30 1.28
Adjusted net income Basic Diluted	\$ 1.83 1.80	\$ 1.83 1.81

Management has provided the above reconciliation of net income to adjusted net income 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.

CONMED CORPORATION RECONCILIATION OF INCOME FROM OPERATIONS TO ADJUSTED INCOME FROM OPERATIONS

(In thousands) (unaudited)

	 Three months ended December 31,				Twelve mo Decem		
	2012		2013	2012			2013
Reported income from operations	\$ 17,016	\$	16,181	\$	65,210	\$	56,508
Costs associated with termination of a product offering included in cost of sales	_		_		_		2,137
Facility consolidation costs included in cost of sales	2,533		2,137		7,052		6,489
Administrative consolidation costs included in other expense	3,053		2,447		6,497		8,750
Medical device excise tax	_		1,536		_		5,949
Costs associated with purchase of a business	476		_		1,194		_
Costs associated with purchase of Nordic region distributor	_		_		704		_
Legal arbitration and patent dispute costs included in other expense	_		995		1,555		3,206
Pension settlement expense	 _		1,443		<u> </u>		1,443
Adjusted income from operations	\$ 23,078	\$	24,739	\$	82,212	\$	84,482
Operating Margin							
Reported	8.5%)	8.0%)	8.5%		7.4%
Adjusted	11.5%		12.2%)	10.7%		11.1%

Management has provided the above reconciliation as an additional measure that investors can use to compare financial results between reporting periods. Management believes this reconciliation provides 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 December 31,			Twelve months endo December 31,			
		2012		2013		2012		2013
Net income	\$	10,897	\$	10,227	\$	40,481	\$	35,939
Provision for income taxes		4,722		4,472		18,999		14,693
Interest expense		1,397		1,482		5,730		5,613
Loss on early extinguishment of debt		_		_		_		263
Depreciation		4,617		4,952		18,635		18,653
Amortization		7,100		7,228		27,305		28,655
EBITDA	\$	28,733	\$	28,361	\$	111,150	\$	103,816
Stock-based compensation		1,538		1,491		5,653		5,593
Costs associated with termination of a product offering included in cost of sales	3	_		_		_		2,137
Facility consolidation costs included in cost of sales		2,533		2,137		7,052		6,489
Administrative consolidation costs included in other expense		3,053		2,447		6,497		8,750
Costs associated with purchase of a business		476		_		1,194		_
Costs associated with purchase of Nordic region distributor		_		_		704		_
Legal arbitration and patent dispute costs included in other expense		_		995		1,555		3,206
Pension settlement expense		_		1,443				1,443
Adjusted EBITDA	\$	36,333	\$	36,874	\$	133,805	\$	131,434
EBITDA Margin								
EBITDA		14.3%)	13.9%)	14.5%)	13.6%
Adjusted EBITDA		18.1%)	18.1%)	17.4%)	17.2%

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 Fourth Quarter Sales Summary (in millions)

		Three Months Ended December 31,									
	_	2012		2013	Growth	Constant Currency Growth					
Orthopedic surgery	\$	107.0	\$	107.7	0.7%	2.2%					
General surgery		76.3		76.8	0.7%	1.2%					
Surgical visualization		17.9		18.9	5.6%	5.6%					
	\$	201.2	\$	203.4	1.1%	2.1%					
Single-use products	\$	160.0	\$	161.5	0.9%	2.0%					
Capital products		41.2		41.9	1.7%	2.4%					
	\$	201.2	\$	203.4	1.1%	2.1%					

CONMED CORPORATION Twelve Months Sales Summary (in millions)

Twelve Months Ended December 31, Constant Currency 2012 2013 Growth Growth Orthopedic surgery 410.2 -0.9% \$ 413.9 \$ 0.1% General surgery 286.6 286.7 0.0%0.5% Surgical visualization -0.9% 65.8 -1.2% 66.6 762.7 -0.6% 0.2% 767.1 Single-use products Capital products \$ 609.0 -0.4% 0.4% 611.2 \$ -1.4<u>%</u> -0.8% 155.9 153.7 767.1 -0.6% 0.2% 762.7