

CONMED CORP
Form 424B3
January 12, 2006

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Registration No. 333-122364

PROSPECTUS SUPPLEMENT NO. 6

(To Prospectus dated April 17, 2005)

\$150,000,000

CONMED CORPORATION

**2.50% CONVERTIBLE SENIOR SUBORDINATED NOTES DUE
2024**

This prospectus supplement relates to the resales of our 2.50% Convertible Senior Subordinated Notes due 2024 issued in a private offering on November 10, 2004 and shares of our common stock issuable upon conversion of the notes.

This prospectus supplement, which supplements our prospectus dated April 17, 2005, contains additional information about the selling securityholders. This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus, and is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is January 12, 2006

As used in this prospectus supplement, the terms company , we , our and us may, depending on the context, refer to CONMED Corporation.

You should rely only on the information contained in this prospectus supplement and the prospectus to which it refers. We have not authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the prospectus to which it refers is accurate only as of their respective dates.

Selling securityholders

We originally issued the notes in a private placement to UBS Securities LLC, Banc of America Securities LLC, Citigroup Global Markets Inc. and J.P. Morgan Securities Inc. (the initial purchasers) on November 10, 2004. The notes were resold by the initial purchasers to qualified institutional buyers within the meaning of Rule 144A under the Securities Act in transactions exempt from registration under the Securities Act. The notes and the shares of common stock issuable upon the conversion of the notes that may be offered pursuant to this prospectus are being offered by the selling securityholders, which includes their transferees, distributees, pledgees or donees or their successors.

The following table sets forth information with respect to the selling securityholders and the principal amounts of notes beneficially owned by each selling securityholder that may be offered pursuant to this prospectus. The information is based on information provided by or on behalf of the selling securityholders on or prior to January 11, 2006. The selling securityholders may offer all, some or none of the notes or the common stock into which the notes are convertible. Because the selling securityholders may offer all or some portion of the notes or common stock, we cannot estimate the amount of the notes or the common stock that will be held by the selling securityholders upon termination of any of these sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their notes in transactions exempt from the registration requirements of the Securities Act. Thus, although a maximum aggregate principal amount of \$150,000,000 of notes and a maximum of 3,927,735 shares of common stock may be offered pursuant to this prospectus, the aggregate principal amount of notes offered hereby and number of shares of common stock offered hereby set forth below exceeds those maximum amounts. The percentage of notes outstanding beneficially owned by each selling securityholder is based on \$150.0 million aggregate principal amount of notes outstanding.

The number of shares of common stock issuable upon conversion of the notes shown on the table below assumes conversion of the full amount of notes held by each selling securityholder at an initial conversion rate of 26.1849 shares of common stock per \$1,000 principal amount of notes, after deduction of the payment in cash due pursuant to the terms of the Indenture and a cash payment in lieu of any fractional shares. See Description of Notes Conversion Rights Payment upon Conversion. This conversion price is subject to adjustment in certain events. Accordingly, the number of conversion shares may increase or decrease from time to time. The number of shares of common stock issuable upon conversion of the notes shown in the table below also assumes that we would satisfy our conversion obligation entirely with common stock. However, pursuant to the terms of the Indenture, we will satisfy in cash our conversion obligation with respect to the principal amount of the notes to be converted, with any remaining amount to be satisfied in shares of our common stock. Based on 29,307,032 shares of common stock outstanding on March 9, 2005, Fore Convertible Master Fund beneficially owns 1.52% of our outstanding common stock. Following the offering, Fore Convertible Master Fund will beneficially own none of our outstanding common stock. Information concerning other selling

Selling securityholders

securityholders will be set forth in prospectus supplements or, if appropriate, post-effective amendments to the registration statement of which this prospectus is a part, from time to time, if required. The number of shares of common stock owned by the other selling securityholders or any future transferee from any such holder assumes that they do not beneficially own any common stock other than common stock into which the notes are convertible.

Selling Securityholder(1)	Number of Shares of Common Stock				
	Principal Amount of Notes Beneficially Owned and Offered Hereby(1)	Percentage of Notes Outstanding	Beneficially Owned(1)(2)	Offered Hereby	Owned After the Offering
AHFP Context	\$ 250,000	*	6,546	6,546	0
Akela Capital Master Fund, Ltd.	7,000,000	4.67%	183,294	183,294	0
Allstate Insurance Co. ⁽⁵⁾	3,410,000	2.27%	95,056	89,290	5,766
BNP Paribas Equity Strategies, SNC ⁽⁵⁾	2,524,000	1.68%	74,262	66,090	8,172
BP Amoco PLC Master Trust	751,000	*	19,664	19,664	0
BTOP Multi-Strategy Master Portfolio, Ltd. .	450,000	*	11,783	11,783	0
CIBC World Markets	5,250,000	3.50%	137,470	137,470	0
CNHCA Master Account, L.P.	1,000,000	*	26,184	26,184	0
Context Convertible Arbitrage Fund, LP	1,650,000	1.10%	43,205	43,205	0
Context Convertible Arbitrage Offshore, Ltd.	4,725,000	3.15%	123,723	123,723	0
CooperNeff Convertible Strategies (Cayman) Master Fund LP	904,000	*	23,671	23,671	0
DKR Sound Shore Strategic Holding Fund, Ltd.	1,000,000	*	26,184	26,184	0
Fore ERISA Fund, Ltd., (formerly known as Fore Plan Asset Fund Ltd)	3,500,000	2.33%	91,647	91,647	0
Fore Convertible Master Fund	17,000,000	11.33%	445,143	445,143	0
Fore Multi Strategy Master Fund	1,985,000	1.32%	51,977	51,977	0
FrontPoint Convertible Arbitrage Fund, L.P.	3,500,000	2.33%	91,647 ⁽³⁾	91,647 ⁽³⁾	0 ⁽³⁾
Grace Convertible Arbitrage Fund Ltd	2,200,000	1.46%	57,606	57,606	0
Guggenheim Portfolio Company VIII (Cayman), Ltd ⁽⁵⁾	884,000	*	23,147	23,147	0
Highbridge International LLC	4,500,000	*	117,832	117,832	0
HFR CA Select Fund	750,000	*	9,793	9,793	0
Institutional Benchmarks Master Fund, Ltd.	1,750,000	1.17%	45,823	45,823	0
JMG Triton Offshore Fund Ltd	500,000	*	13,092	13,092	0
KBC Financial Products USA Inc. ⁽⁴⁾	3,250,000	2.17%	85,100	85,100	0
Lyxor/Context Fund Ltd ⁽⁵⁾	800,000	*	20,947	20,947	0
Lyxor/Convertible Arbitrage Fund Limited	374,000	*	9,793	9,793	0

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Managers Convertible Securities	Convertible Securities				
Fund ⁽⁵⁾	250,000	*	6,546	6,546	0
Man Mac I Limited	10,000,000	6.62%	261,849	261,849	0
McMahan Securities Co., LP	750,000	*	19,638	19,638	0

Selling securityholders

Selling Securityholder(1)	Principal Amount of Notes Beneficially Owned and Offered Hereby(1)	Percentage of Notes Outstanding	Number of Shares of Common Stock		
			Beneficially Owned(1)(2)	Offered Hereby	Owned After the Offering
Northern Income Equity Fund	\$ 4,100,000	2.73%	107,358	107,358	0
Oakwood Assurance Company, Ltd	10,000	*	261	261	0
Quattro Multistrategy Master Fund LP	700,000	*	18,329	18,329	0
Polaris Vega Fund L.P.	3,800,000	2.53%	99,502	99,502	0
S.A.C. Arbitrage Fund LLC	1,000,000	*	44,884	26,184	18,700
San Diego County Employee Retirement Association Singlehedge Convertible Arbitrage Fund	2,000,000	1.33%	52,369	52,369	0
Sphinx Convertible Arb Fund SPC	266,000	*	6,965	6,965	0
SSI Blended Market Neutral L.P.	588,000	*	15,396	15,396	0
SSI Hedged Convertible Market Neutral L.P.	240,000	*	6,284	6,284	0
Sterling Invest Co.	319,000	*	8,352	8,352	0
Sturgeon Limited	750,000	*	19,638	19,638	0
Sunrise Partners Limited Partnership ⁽⁵⁾	432,000	*	11,311	11,311	0
Teachers Insurance and Annuity Association of America ⁽⁵⁾	5,750,000	3.83%	153,562	150,563	2,999
The City of Southfield Fire & Police Retirement System	4,500,000	3.00%	117,832	117,832	0
The Estate of James Campbell 03394	45,000	*	1,178	1,178	0
The Estate of James Campbell 11222	78,000	*	2,042	2,042	0
UBS O Connor LLC, f/b/o O Connor Global Convertible Arbitrage Master Limited	631,000	*	16,522	16,522	0
UBS Securities LLC ⁽⁴⁾	1,596,000	1.06%	41,791	41,791	0
United Food and Commercial Workers Local 1262 and Employers Pension Fund	1,065,000	*	27,886	27,886	0
Vicis Capital Master Fund	260,000	*	6,808	6,808	0
Zazove Convertible Arbitrage Fund, L.P.	6,000,000	4.00%	157,109	157,109	0
Zazove Hedged Convertible Fund, L.P.	5,500,000	3.67%	144,016	144,016	0
Zazove Income Fund, L.P.	\$ 2,000,000	1.33%	52,369	52,369	0
	1,000,000	*	26,184	26,184	0

* Less than 1%.

(1) Information regarding the selling securityholders may change from time to time. Any such changed information will be set forth in supplements to this prospectus if and when necessary.

(2)

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Assumes conversion at an initial conversion rate of 26.1849 shares of common stock per \$1,000 principal amount of notes, after deduction of the payment in cash pursuant to the terms of the indenture and a cash payment in lieu of any fractional shares. However, this conversion price is

Selling securityholders

subject to adjustment and, as a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.

- (3) This number does not reflect the fact that this selling securityholder has sold short 55,700 shares.
 - (4) This selling securityholder is a broker-dealer.
 - (5) This selling securityholder is an affiliate of a broker-dealer.
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