

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report October 24, 2005  
(Date of earliest event reported)

DENTSPLY INTERNATIONAL INC  
(Exact name of Company as specified in charter)

Delaware                      0-16211                      39-1434669  
(State of Incorporation) (Commission                      (IRS Employer  
File Number)                      Identification No.)

221 West Philadelphia Street, York, Pennsylvania                      17405  
(Address of principal executive offices)                      (Zip Code)

(717) 845-7511 (Company's telephone number  
including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

\_\_\_\_\_ 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))

Item 2.02. - Results of Operations and Financial Condition

The following information is furnished pursuant to Item 2.02, "Results of Operations and Financial Condition."

On October 24, 2005, the Company issued a press release disclosing its third quarter 2005 sales and earnings. This earnings release references net sales excluding precious metal content and earnings from continuing operations excluding certain unusual items, both of which could be considered measures not calculated in accordance with generally accepted accounting principles (non-GAAP measures). Due to the fluctuations of precious metal prices and because the precious metal content of the Company's sales is largely a pass-through to customers and has minimal effect on earnings, the Company reports sales both with and without precious metal content to show the Company's performance independent of precious metal price volatility and to enhance comparability of performance between periods. Earnings from continuing operations excluding certain unusual items is presented to enhance the comparability between periods. A copy of the Company's press release is attached hereto as Exhibit (99.1) and is hereby incorporated by reference.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements - Not applicable.

(b) Exhibits:

99.1The Dentsply International Inc. Third quarter 2005 results and announcement of asset impairment for the period release issued October 24, 2005 as referenced in Item 2.02.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DENTSPLY INTERNATIONAL INC  
(Company)

/s/William R. Jellison  
William R. Jellison  
Senior Vice President and  
Chief Financial Officer

Date: October 24, 2005

For Further  
Information  
Contact:

William R. Jellison  
Senior Vice President and  
Chief Financial Officer  
(717) 849-4243

FOR IMMEDIATE RELEASE

DENTSPLY International Inc.  
Reports Third Quarter 2005 Results and Announces Asset Impairment  
Charge for the Period

York, PA - October 24, 2005 -- DENTSPLY International Inc. (NASDAQ-XRAY) today announced sales and earnings for the quarter ended September 30, 2005. Net sales increased 6.7% to \$416.0 million compared to \$390.0 million reported for the third quarter of 2004. Net sales, excluding precious metal content, increased 8.2% in the third quarter of 2005. Sales of all ceramic Cercon products, along with implants, orthodontics, and restorative products were especially strong in the period. Growth within Europe has continued to improve in the third quarter, although still impacted by the softness in the German lab business.

In the third quarter of 2005, the Food and Drug Administration (FDA) conducted a Pre-Approval Inspection of the Company's sterile filling plant under construction in Chicago. As a result of the inspection and comments received from the FDA, the Company has extended its estimate of the period required to ready the plant for approval and production of products for the U.S. and Japan until 2007. Modifications to the Company's plans for completion of the plant encompassed specific steps and procedures to address comments received from the FDA, and the extension of contract manufacturing agreements to provide continued supply of injectable anesthetic products for those markets during this extension period. In addition, the Company conducted an extensive review of all of its assumptions associated with the injectable products. Based on this review, the Company has concluded that the intangible asset associated with the injectable anesthetic products has become impaired in the third quarter of 2005. As a result, the Company recorded a pre-tax charge of \$131.3 million (\$111.6 million after tax) or \$1.41 per diluted share in the third quarter of 2005, and \$1.37 on a year-to-date diluted earnings per share basis.

Net loss from continuing operations for the third quarter of 2005 of \$60.8 million, or \$ 0.77 per diluted share was a decrease compared to net income from continuing operations of \$46.4 million, or \$0.57 per diluted share in the third quarter of 2004. The third quarter of 2005 included the pre-tax charge for impairment of the intangible asset of \$131.3 million (\$1.41 per share). The third quarter of 2004 included a reduction of income taxes of \$2.8 million (\$0.04 per diluted share) related to tax matters from prior periods and also included a pretax charge of \$2.1 million (\$0.02 per diluted share) related to restructuring activities. Earnings from continuing operations, excluding the items noted above for the third quarter of 2005 and 2004, which constitutes a non-GAAP measure, would have been \$50.8 million or \$0.63 per diluted share in the third quarter of 2005 compared to \$0.55 in the third quarter of 2004, representing an increase of 14.5% in net income per dilutive share.

Gary Kunkle, Chairman and Chief Executive Officer, stated that, "The impairment charge on our injectable anesthetic products resulted from a comprehensive assessment of this business following comments received from the FDA in the third quarter of this year. This delay in approval will postpone receipt of the benefits of this facility for approximately one year moving it from our previous estimate of 2007 to 2008. Our diluted earnings per share guidance for 2005 with the impairment charge is projected at \$1.24 - 1.28. Excluding the impact of the impairment charge, we are raising our full year 2005 guidance to \$2.61 - \$2.65. Additionally, the Company still anticipates taking advantage of repatriating foreign earnings under Section 965 of the Internal Revenue Code, however, the size and timing of any repatriation will not be finalized until late November or early December. The tax impact of this potential repatriation is not included in our current earnings guidance for the year."

Gary Kunkle also stated, "While this impairment charge is a setback for the reporting period, we are very pleased with the performances of our other businesses. The recently announced changes to our U.S. sales organization, our above-market performance in many product categories, and the continued improvement in the German market provide us with a high degree of confidence as we go forward."

This press release includes some company data that does not directly conform to

generally acceptable accounting principles, or GAAP. Management believes that the presentation of some non-GAAP data provides investors with additional insight into the ongoing operations of the business. These measures should not be viewed as an alternative to GAAP measures of performance. Furthermore, these measures may not be consistent with similar measures provided by other companies. The attached non-GAAP reconciliation schedules provide reconciliations of these non-GAAP financial measures to the most closely comparable measures determined in accordance with GAAP.

DENTSPLY will hold a conference call on Tuesday, October 25, 2005 at 8:30 AM Eastern Time. To access the call, dial 877-885-5820 (for domestic calls) and 706-643-9578 (for international calls). Conference I.D.: 1514129. This conference call will be broadcast live on the Internet at: [www.dentsply.com](http://www.dentsply.com). An audio replay of the conference call will be available for two weeks. To access the replay, please dial (800) 642-1687 (for domestic calls) and (706) 645-9291 (for international calls).

DENTSPLY designs, develops, manufactures and markets a broad range of products for the dental market. The Company believes that it is the world's leading manufacturer and distributor of dental prosthetics, precious metal dental alloys, dental ceramics, endodontic instruments and materials, prophylaxis paste, dental sealants, ultrasonic scalers, and crown and bridge materials; the leading United States manufacturer and distributor of dental handpieces, dental x-ray film holders, film mounts and bone substitute/grafting materials; and a leading worldwide manufacturer or distributor of dental injectable anesthetics, impression materials, orthodontic appliances, dental cutting instruments and dental implants. The Company distributes its dental products in over 120 countries under some of the most well-established brand names in the industry.

DENTSPLY is committed to the development of innovative, high quality, cost-effective new products for the dental market.

This press release contains forward-looking information (within the meaning of the Private Securities Litigation Reform Act of 1995) regarding future events or the future financial performance of the company that involve substantial risks and uncertainties. Actual events or results may differ materially from those in the projections or other forward-looking information set forth herein as a result of certain risk factors. These risk factors include without limitation; the uncertainty associated with the FDA inspection and approval of the Company's sterile filling plant in Chicago, and the timing of any such inspection and approval, as well as the timing of any production of products at such plant, the continued strength of dental markets, the timing, success and market reception for our new and existing products, outcome of litigation, continued support of our products by influential dental professionals and changes in the general economic environment that could affect our business. Changes in such assumptions or factors could produce significantly different results.

For an additional description of risk factors, please refer to the Company's Annual Report on Form 10-K and its subsequent periodic reports on Forms 10-Q filed with the Securities and Exchange Commission.

DENTSPLY INTERNATIONAL INC.  
(UNAUDITED, IN THOUSANDS EXCEPT PER SHARE DATA)

Earnings Summary:

The following tables present the reconciliation of reported GAAP net income/(loss) from continuing operations in total and on a per share basis to the non-GAAP financial measures.

Three Months Ended September 30, 2005:

	Income (Expense)	Diluted Per Share
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Loss from Continuing Operations	\$ (60,805)	\$(0.77)
Charges for Unusual Items:		
Impairment Charge	111,595	1.41
Dilutive Effect of Including Potential		

Outstanding Shares on Earnings Per Share (a) - (0.01)

Earnings From Continuing Operations Before Unusual Items	\$ 50,790	\$ 0.63
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(a) For the three months ended September 30, 2005, the dilutive weighted average number of common shares outstanding excluded potential common shares from stock options of 1,324. These shares were excluded from the GAAP calculation of earnings per share due to their antidilutive effect resulting from the loss from continuing operations.

Three Months Ended September 30, 2004:

	Income (Expense)	Diluted Per Share
Income from Continuing Operations	\$ 46,343	\$ 0.57
Charges (Income) for Unusual Items:		
Reduction of Income Taxes for Prior Period Items	(2,848)	(0.04)
Restructuring Charges	1,317	0.02
Earnings From Continuing Operations Before Unusual Items	\$ 44,812	\$ 0.55

DENTSPLY INTERNATIONAL INC.  
CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED, IN THOUSANDS EXCEPT PER SHARE DATA)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2005	2004	2005	2004
NET SALES	\$ 415,964	\$ 389,965	\$ 1,267,773	\$ 1,228,732
NET SALES - Ex Precious Metals	373,479	345,213	1,143,574	1,076,983
COST OF PRODUCTS SOLD	206,962	191,449	622,547	614,268
GROSS PROFIT	209,002	198,515	645,226	614,463
% OF NET SALES	50.2%	50.9%	50.9%	50.0%
% OF NET SALES - Ex Precious Metals	56.0%	57.5%	56.4%	57.1%
SELLING, GENERAL & ADMINISTRATIVE EXPENSES	134,324	128,296	419,248	395,516
RESTRUCTURING AND IMPAIRMENT COSTS	131,311	2,108	131,351	3,165
(LOSS)INCOME FROM OPERATIONS	(56,633)	68,111	94,627	215,782
% OF NET SALES	-13.6%	17.5%	7.5%	17.6%
% OF NET SALES - Ex Precious Metals	-15.2%	19.7%	8.3%	20.0%
NET INTEREST AND OTHER EXPENSE	2,863	5,543	3,320	16,253
PRE-TAX (LOSS)INCOME	(59,496)	62,568	91,307	199,529
INCOME TAXES	1,309	16,225	45,170	58,196
(LOSS) INCOME FROM CONTINUING OPERATIONS	(60,805)	46,343	46,137	141,333
% OF NET SALES	-14.6%	11.9%	3.6%	11.5%
% OF NET SALES - Ex Precious Metals	-16.3%	13.4%	4.0%	13.1%
(LOSS) INCOME FROM DISCONTINUED OPERATIONS, NET OF TAX (INCLUDING GAIN ON SALE IN 2004 OF \$43,031)	-	340	-	43,225
NET (LOSS) INCOME	\$ (60,805)	\$ 46,683	\$ 46,137	\$ 184,558
EARNINGS PER SHARE - BASIC:				
CONTINUING OPERATIONS	\$ (0.77)	\$ 0.58	\$ 0.58	\$ 1.76
DISCONTINUED OPERATIONS	-	-	-	0.54
TOTAL EARNINGS PER SHARE	\$ (0.77)	\$ 0.58	\$ 0.58	\$ 2.30
EARNINGS PER SHARE - DILUTIVE:				
CONTINUING OPERATIONS	\$ (0.77)	\$ 0.57	\$ 0.57	\$ 1.72
DISCONTINUED OPERATIONS	-	-	-	0.53
TOTAL EARNINGS PER SHARE	\$ (0.77)	\$ 0.57	\$ 0.57	\$ 2.25
DIVIDENDS PER SHARE	\$ 0.0600	\$ 0.0525	\$ 0.1800	\$ 0.1575
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
-BASIC	78,895	80,495	79,905	80,304
-DILUTIVE (a)	78,895	82,110	81,357	81,910

(a) - For the three months ended September 30, 2005, the dilutive weighted average number of common shares outstanding excluded potential common shares from stock options of 1,324. These shares are excluded due to their antidilutive effect resulting from the loss from continuing operations. For the nine months ended September 30, 2005, fully diluted shares were used to calculate EPS.



DENTSPLY INTERNATIONAL INC.  
CONDENSED BALANCE SHEETS  
(UNAUDITED, IN THOUSANDS)

	SEPTEMBER 30, 2005	DECEMBER 31, 2004
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ASSETS		
CURRENT ASSETS:		
CASH AND CASH EQUIVALENTS	\$ 398,581	\$ 506,369
ACCOUNTS AND NOTES RECEIVABLE-TRADE, NET	259,920	238,873
INVENTORIES, NET	228,960	213,709
OTHER CURRENT ASSETS	99,533	97,458
TOTAL CURRENT ASSETS	986,994	1,056,409
PROPERTY, PLANT AND EQUIPMENT, NET	376,340	407,527
GOODWILL, NET	949,138	996,262
IDENTIFIABLE INTANGIBLES ASSETS, NET	104,701	258,084
OTHER NONCURRENT ASSETS, NET	48,645	79,863
TOTAL ASSETS	\$ 2,465,818	\$ 2,798,145
LIABILITIES AND STOCKHOLDERS' EQUITY:		
CURRENT LIABILITIES	\$ 363,888	\$ 404,607
LONG-TERM DEBT	684,601	779,940
OTHER LIABILITIES	105,126	110,829
DEFERRED INCOME TAXES	55,794	58,196
TOTAL LIABILITIES	1,209,409	1,353,572
MINORITY INTEREST IN CONSOLIDATED SUBSIDIARIES	610	600
STOCKHOLDERS' EQUITY	1,255,799	1,443,973
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 2,465,818	\$ 2,798,145