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

October 29, 2014 (October 29, 2014)

Date of Report (Date of earliest event reported)

0-16211

(Commission File Number)

DENTSPLY International Inc.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> <u>39-1434669</u>

(State of Incorporation) (IRS Employer Identification No.)

221 West Philadelphia Street, York, Pennsylvania

17405-2558

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (717) 845-7511

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-(b))
- o 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 29, 2014, the Company issued a press release disclosing its third quarter 2014 sales and earnings. This earnings release references net sales, excluding precious metal content, and net income, adjusted for certain charges, both of which are considered measures not calculated in accordance with generally accepted accounting principles in the United States of America (non-US 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 operations, adjusted for certain charges, are 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

(d) Exhibits:

99.1 The DENTSPLY International Inc. Third Quarter 2014 earnings release issued October 29, 2014, as referenced in Item 2 02

SIGNATURE

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 duly authorized undersigned.

DENTSPLY International Inc.

By: <u>/s/Christopher T. Clark</u> President and Chief Financial Officer

October 29, 2014



DENTSPLY International

World Headquarters Susquehanna Commerce Center 221 West Philadelphia St. York, PA 17405-0872 (717) 845-7511

News

For further information contact:

Derek Leckow Vice President Investor Relations (717) 849-7863

For Immediate Release

DENTSPLY International Reports Third Quarter 2014 Results

- Adjusted earnings per diluted share grew 9% to a third quarter record of \$0.62
- Adjusted operating margin expanded 80 basis points to 18.7% from 17.9%
- Operating cash flow increased 17% to \$148 million for the third quarter and grew 42% to \$368 million through nine months

York, PA - October 29, 2014 - DENTSPLY International Inc. (NASDAQ: XRAY) today announced sales and earnings for the three months ended September 30, 2014.

Third Quarter Results

Net sales in the third quarter of 2014 of \$708 million increased 0.6% from \$704 million in the third quarter of 2013. Net sales, excluding precious metals content, of \$682 million increased 1.8% from \$669 million in the third quarter of 2013.

Net income attributable to DENTSPLY International for the third quarter of 2014 was \$75 million, or \$0.52 per diluted share, compared to \$80 million, or \$0.55 per diluted share in the third quarter of 2013. Adjusted earnings per diluted share (a non-GAAP measure) increased 9% to a third quarter record \$0.62 per diluted share from \$0.57 per diluted share in the third quarter of 2013. A reconciliation of the non-GAAP measure to earnings per share calculated on a GAAP basis is provided in the attached table.

Bret Wise, Chairman and Chief Executive Officer, stated "We are pleased to deliver improved sales and earnings performance in the third quarter while operating in global market conditions that are generally stable. Our results reflect the significant opportunity we have at DENTSPLY to create value by leveraging our global cost structure and redirecting resources to the areas of greatest growth potential. Looking ahead, we see further opportunity to drive more efficient cash generation as we execute our plan to expand margins while also improving return on invested capital. With the performance to date, we are updating our full year outlook, calling for adjusted earnings per diluted share in the range of \$2.49 to \$2.53."

Additional Information

A conference call is scheduled to begin today at 8:30 a.m. (Eastern Time). Supplemental materials for reference during the call will be available for download in the investor relations section of DENTSPLY's web site, at www.dentsply.com. Investors can access a webcast of the call via a link on DENTSPLY's web site at www.dentsply.com. In order to participate in the call, dial (888) 312-3047 for domestic calls, or (719) 325-2100 for international calls. The Conference ID # is 8189257. During the call, participants will be able to discuss third quarter 2014 results with DENTSPLY's Chairman and Chief Executive Officer, Bret Wise, President and Chief Financial Officer, Chris Clark, and Executive Vice President and Chief Operating Officer, Jim Mosch.

For those unable to listen to the live conference call, a rebroadcast will be available online at the DENTSPLY web site, and a dial-in replay will be available for one week following the call at (888) 203-1112 (for domestic calls) or (719) 457-0820 (for international calls), Replay Passcode # 8189257.

DENTSPLY International Inc. is a leading manufacturer and distributor of dental and other consumable medical device products. The Company believes it is the world's largest manufacturer of consumable dental products for the professional dental market. For over 110 years, DENTSPLY's commitment to innovation and professional collaboration has enhanced its portfolio of branded consumables and small equipment. Headquartered in the United States, the Company has global operations with sales in more than 120 countries. Visit www.dentsply.com for more information about DENTSPLY and its products.

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 continued strength of dental and medical markets, the timing, success and market reception for our new and existing products, uncertainty with respect to governmental actions with respect to dental and medical products, outcome of litigation and/or governmental enforcement actions, volatility in the capital markets or changes in our credit ratings, continued support of our products by influential dental and medical professionals, our ability to successfully integrate acquisitions, risks associated with foreign currency exchange rates, risks associated with our competitors' introduction of generic or private label products, our ability to accurately predict dealer and customer inventory levels, our ability to successfully realize the benefits of any cost reduction or restructuring efforts, our ability to obtain a supply of certain finished goods and raw materials from third parties and changes in the general economic environment that could affect the business. Changes in such assumptions or factors could produce significantly different results.

For additional information regarding the factors that may cause actual results to differ materially from these forward-looking statements, please refer to the Company's most recent Form 10-K and its subsequent periodic reports on Forms 10-Q filed with the Securities and Exchange Commission.

Non-US GAAP Financial Measures

In addition to the results reported in accordance with US GAAP, the Company provides adjusted net income attributable to DENTSPLY International and adjusted earnings per diluted common share. The Company discloses adjusted net income attributable to DENTSPLY International to allow investors to evaluate the performance of the Company's operations exclusive of certain items that impact the comparability of results from period to period and certain large non-cash charges related to purchased intangible assets. The Company believes that this information is helpful in understanding underlying operating trends and cash flow generation. The adjusted net income attributable to DENTSPLY International consists of net income attributable to DENTSPLY International adjusted to exclude the impact of the following:

(1) Acquisition related costs. These adjustments include costs related to integrating recently acquired businesses and specific costs related to the consummation of the acquisition process. These costs are irregular in timing and as such may not be indicative of past and future performance of the Company and are therefore excluded to allow investors to better understand underlying operating trends.

- (2) Restructuring and other costs. These adjustments include both costs and income that are irregular in timing, amount and impact to the Company's financial performance. As such, these items may not be indicative of past and future performance of the Company and are therefore excluded for the purpose of understanding underlying operating trends.
- (3) Amortization of purchased intangible assets. This adjustment excludes the periodic amortization expense related to purchased intangible assets. Beginning in 2011, the Company began recording large non-cash charges related to the values attributed to purchased intangible assets. These charges have been excluded from adjusted net income attributed to DENTSPLY International to allow investors to evaluate and understand operating trends excluding these large non-cash charges.
- (4) Income related to credit risk and fair value adjustments. These adjustments include both the cost and income impacts of adjustments in certain assets and liabilities that are recorded through net income which are due solely to the changes in fair value and credit risk. These items can be variable and driven more by market conditions than the Company's operating performance. As such, these items may not be indicative of past and future performance of the Company and therefore are excluded for comparability purposes.
- (5) Certain fair value adjustments related to an unconsolidated affiliated company. This adjustment represents the fair value adjustment of the unconsolidated affiliated company's convertible debt instrument held by the Company. The affiliate is accounted for under the equity method of accounting. The fair value adjustment is driven by open market pricing of the affiliate's equity instruments, which has a high degree of variability and may not be indicative of the operating performance of the affiliate or the Company.
- (6) Income tax related adjustments. These adjustments include both income tax expenses and income tax benefits that are representative of income tax adjustments mostly related to prior periods, as well as the final settlement of income tax audits. These adjustments are irregular in timing and amount and may significantly impact the Company's operating performance. As such, these items may not be indicative of past and future performance of the Company and therefore are excluded for comparability purposes.

Adjusted earnings per diluted common share is calculated by dividing adjusted net income attributable to DENTSPLY International by diluted weighted-average common shares outstanding. Adjusted net income attributable to DENTSPLY International and adjusted earnings per diluted common share are considered measures not calculated in accordance with US GAAP, and therefore are non-US GAAP measures. These non-US GAAP measures may differ from other companies. Income tax related adjustments may include the impact to adjust the interim effective income tax rate to the expected annual effective tax rate. The non-US GAAP financial information should not be considered in isolation from, or as a substitute for, measures of financial performance prepared in accordance with US GAAP.

DENTSPLY INTERNATIONAL INC. CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

		Three Months Ended September 30,				Nine Months Ended September 30,				
		2014		2013		2014		2013		
Net sales	\$	708,240	\$	704,018	\$	2,203,579	\$	2,197,112		
Net sales, excluding precious metal content		681,584		669,425		2,101,665		2,058,029		
Cost of products sold		320,176		327,601		996,841		1,017,539		
Gross profit		388,064		376,417		1,206,738		1,179,573		
% of Net sales		54.8%		53.5%		54.8%		53.7%		
% of Net sales, excluding precious metal content		56.9%		56.2%		57.4%		57.3%		
Selling, general and administrative expenses		275,980		269,165		859,943		852,763		
Restructuring and other costs	_	2,503		2,231	_	4,538		5,065		
Operating income		109,581		105,021		342,257		321,745		
% of Net sales		15.5%		14.9%		15.5%		14.6%		
% of Net sales, excluding precious metal content		16.1%		15.7%		16.3%		15.6%		
Net interest and other expense	_	12,065	10,885			32,602		40,337		
Income before income taxes		97,516	94,136		309,655			281,408		
Provision for income taxes		21,283	21,283 13,187		69,831			39,599		
Equity in net (loss) income of										
unconsolidated affiliated company		(967)		(83)	(83) (1,624			320		
Net income		75,266		80,866	0,866 238,200			242,129		
% of Net sales		10.6%		11.5%	6 10.8%			11.0%		
% of Net sales, excluding precious metal content		11.0%		12.1%	11.3%		% 11.8%			
Less: Net (loss) income attributable to noncontrolling interests		(7)		1,015		1,015		56	3,366	
Net income attributable to DENTSPLY International	\$	75,273	\$	79,851	\$	238,144	\$	238,763		
% of Net sales		10.6%		11.3%		10.8%		10.9%		
% of Net sales, excluding precious metal content		11.0% 11.9%			11.3%		11.6%			
Earnings per common share:										
Basic	\$	0.53	\$	0.56	\$	1.68	\$	1.67		
Dilutive	\$	0.52	\$	0.55	\$	1.65	\$	1.65		
Cash dividends declared per common share	\$	0.06625	\$	0.06250	\$	0.19875	\$	0.18750		
Weighted average common shares outstanding:										
Basic		141,766		142,421		141,869		142,705		
Dilutive		144,286		144,698		144,289		144,952		

DENTSPLY INTERNATIONAL INC. CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

	September 3 2014	0,	December 31, 2013
Assets			
Current Assets:			
Cash and cash equivalents	\$ 9	7,652 \$	74,954
Accounts and notes receivable-trade, net	47	6,856	472,802
Inventories, net	42	2,485	438,559
Prepaid expenses and other current assets, net	26	0,708	157,487
Total Current Assets	1,25	7,701	1,143,802
Property, plant and equipment, net	60	6,924	637,172
Identifiable intangible assets, net	71	0,112	795,323
Goodwill, net	2,16	0,696	2,281,596
Other noncurrent assets, net	14	8,628	220,154
Total Assets	\$ 4,88	4,061 \$	5,078,047
Liabilities and Equity			
Current liabilities	\$ 73	4,569 \$	796,405
Long-term debt	1,16	5,566	1,166,178
Deferred income taxes	21	5,482	238,394
Other noncurrent liabilities	27	2,200	299,096
Total Liabilities	2,38	7,817	2,500,073
Total DENTSPLY International Equity	2,49	5,108	2,535,053
Noncontrolling interests		1,136	42,921
Total Equity	2,49	6,244	2,577,974
Total Liabilities and Equity	\$ 4,88	4,061 \$	5,078,047

(In thousands)

Supplemental Summary Cash Flow Information:

Nine Months Ended September 30, 2014 and 2013

	Nine Months Ended September 30,			
	 2014		2013	
Net Cash Provided by Operating Activities	\$ 367,780	\$	258,266	
Net Cash Used in Investing Activities	\$ 76,405	\$	161,891	
Net Cash Used in Financing Activities	\$ 264,371	\$	124,650	
Depreciation	\$ 63,048	\$	61,545	
Amortization	\$ 36,430	\$	34,700	
Capital Expenditures	\$ 73,025	\$	73,500	
Cash Dividends Paid	\$ 27,927	\$	25,895	

(In thousands)

Operating Income Summary:

The following tables present the reconciliation of reported US GAAP operating income in total and on a percentage of net sales, excluding precious metal content, to the non-US GAAP financial measures.

Three Months Ended September 30, 2014

	Opera	ating Income (Loss)	Percentage of Net Sales, Excluding Precious Metal Content
Operating Income	\$	109,581	16.1%
Amortization of Purchased Intangible Assets		11,894	1.8%
Restructuring and Other Costs		3,692	0.5%
Acquisition-Related Activities		2,066	0.3%
Adjusted Non-US GAAP Operating Income	\$	127,233	18.7%

Three Months Ended September 30, 2013

	Оре	rating Income (Loss)	Percentage of Net Sales, Excluding Precious Metal Content
Operating Income	\$	105,021	15.7%
Amortization of Purchased Intangible Assets		11,237	1.7%
Restructuring and Other Costs		2,285	0.3%
Acquisition-Related Activities		1,173	0.2%
Adjusted Non-US GAAP Operating Income	\$	119,716	17.9%

(In thousands)

Operating Income Summary:

The following tables present the reconciliation of reported US GAAP operating income in total and on a percentage of net sales, excluding precious metal content, to the non-US GAAP financial measures.

Nine Months Ended September 30, 2014

	Oper	ating Income (Loss)	Percentage of Net Sales, Excluding Precious Metal Content
Operating Income	\$	342,257	16.3%
Amortization of Purchased Intangible Assets		36,430	1.7%
Restructuring and Other Costs		5,880	0.3%
Acquisition-Related Activities		5,619	0.2%
Adjusted Non-US GAAP Operating Income	\$	390,186	18.5%

Nine Months Ended September 30, 2013

	Opera	ating Income (Loss)	Percentage of Net Sales, Excluding Precious Metal Content
Operating Income	\$	321,745	15.6%
Amortization of Purchased Intangible Assets		34,652	1.7%
Restructuring and Other Costs		5,343	0.3%
Acquisition-Related Activities		4,442	0.2%
Adjusted Non-US GAAP Operating Income	\$	366,182	17.8%

(In thousands, except per share amounts)

Earnings Summary:

The following tables present the reconciliation of reported US GAAP net income attributable to DENTSPLY International and on a per common share basis to the non-US GAAP financial measures.

Three Months Ended September 30, 2014

	Net Income		Per Diluted Common Share	
Net Income Attributable to DENTSPLY International	\$	75,273	\$	0.52
Amortization of Purchased Intangible Assets, Net of Tax		8,417		0.06
Restructuring and Other Costs, Net of Tax		2,524		0.02
Acquisition-Related Activities, Net of Tax		1,394		0.01
Credit Risk and Fair Value Adjustments to Outstanding Derivatives, Net of Tax		817		0.01
Income Tax-Related Adjustments		595		_
Loss on Fair Value Adjustments related to an Unconsolidated Affiliated Company, Net of Tax		243		_
Adjusted Non-US GAAP Net Income Attributable to DENTSPLY International	\$	89,263	\$	0.62

Three Months Ended September 30, 2013

	Net	F	er Diluted
	 Income	Common Share	
Net Income Attributable to DENTSPLY International	\$ 79,851	\$	0.55
Amortization of Purchased Intangible Assets, Net of Tax	7,851		0.06
Restructuring and Other Costs, Net of Tax	1,961		0.01
Acquisition-Related Activities, Net of Tax	744		0.01
Credit Risk and Fair Value Adjustments to Outstanding Derivatives, Net of Tax	(488)		_
Gain on Fair Value Adjustments related to an Unconsolidated Affiliated Company, Net of Tax	(829)		(0.01)
Income Tax-Related Adjustments	(6,882)		(0.05)
Adjusted Non-US GAAP Net Income Attributable to DENTSPLY International	\$ 82,208	\$	0.57

(In thousands, except per share amounts)

Earnings Summary:

The following tables present the reconciliation of reported US GAAP net income attributable to DENTSPLY International and on a per common share basis to the non-US GAAP financial measures.

Nine Months Ended September 30, 2014

	 Net Income	Per Diluted Common Share		
Net Income Attributable to DENTSPLY International	\$ 238,144	\$	1.65	
Amortization of Purchased Intangible Assets, Net of Tax	25,648		0.18	
Restructuring and Other Costs, Net of Tax	4,112		0.03	
Acquisition-Related Activities, Net of Tax	3,740		0.02	
Income Tax-Related Adjustments	3,536		0.02	
Credit Risk and Fair Value Adjustments to Outstanding Derivatives, Net of Tax	15		_	
Gain on Fair Value Adjustments related to an Unconsolidated Affiliated Company, Net of Tax	(792)		_	
Adjusted Non-US GAAP Net Income Attributable to DENTSPLY International	\$ 274,403	\$	1.90	

Nine Months Ended September 30, 2013

	 Net Income	Per Diluted Common Share	
Net Income Attributable to DENTSPLY International	\$ 238,763	\$	1.65
Amortization of Purchased Intangible Assets, Net of Tax	24,229		0.17
Restructuring and Other Costs, Net of Tax	4,462		0.03
Acquisition-Related Activities, Net of Tax	2,843		0.02
Credit Risk and Fair Value Adjustments to Outstanding Derivatives, Net of Tax	2,702		0.02
Gain on Fair Value Adjustments related to an Unconsolidated Affiliated Company, Net of Tax	(1,347)		(0.01)
Income Tax-Related Adjustments	(18,388)		(0.13)
Adjusted Non-US GAAP Net Income Attributable to DENTSPLY International	\$ 253,264	\$	1.75

(In thousands)

Operating Tax Rate Summary:

The following tables present the reconciliation of reported US GAAP effective tax rate as a percentage of income before income taxes to the non-US GAAP financial measure.

Three Months Ended September 30, 2014

	Pre-	tax Income	 ne Tax Benefit Expense)	Percentage of Pre-Tax Income
As Reported - US GAAP Operating Results	\$	97,516	\$ (21,283)	21.8%
Amortization of Purchased Intangible Assets		11,894	(3,477)	
Acquisition-Related Activities		3,692	(1,168)	
Restructuring and Other Costs		2,066	(672)	
Credit Risk and Fair Value Adjustments to Outstanding Derivatives		1,331	(514)	
Loss on Fair Value Adjustments related to an Unconsolidated Affiliated Company		32	(10)	
Income Tax-Related Adjustments		_	595	
As Adjusted - Non-US GAAP Operating Results	\$	116,531	\$ (26,529)	22.8%

Three Months Ended September 30, 2013

	Pre-tax Income		Income Tax Benefit (Expense)		Percentage of Pre-Tax Income
As Reported - US GAAP Operating Results	\$	94,136	\$	(13,187)	14.0%
Amortization of Purchased Intangible Assets		11,237		(3,386)	
Restructuring and Other Costs		2,285		(324)	
Acquisition-Related Activities		1,173		(429)	
Gain on Fair Value Adjustments related to an Unconsolidated Affiliated Company		(8)		2	
Credit Risk and Fair Value Adjustments to Outstanding Derivatives		(794)		306	
Income Tax-Related Adjustments		_		(6,882)	
As Adjusted - Non-US GAAP Operating Results	\$	108,029	\$	(23,900)	22.1%

(In thousands)

Operating Tax Rate Summary:

The following tables present the reconciliation of reported US GAAP effective tax rate as a percentage of income before income taxes to the non-US GAAP financial measure.

Nine Months Ended September 30, 2014

	Pre-tax Income		Income Tax Benefit (Expense)		Percentage of Pre-Tax Income
As Reported - US GAAP Operating Results	\$	309,655	\$	(69,831)	22.6%
Amortization of Purchased Intangible Assets		36,430		(10,782)	
Restructuring and Other Costs		5,880		(1,768)	
Acquisition-Related Activities		5,619		(1,879)	
Loss on Fair Value Adjustments related to an Unconsolidated Affiliated Company		170		(52)	
Credit Risk and Fair Value Adjustments to Outstanding Derivatives		24		(9)	
Income Tax-Related Adjustments		_		3,536	
As Adjusted - Non-US GAAP Operating Results	\$	357,778	\$	(80,785)	22.6%

Nine Months Ended September 30, 2013

	Pre-tax Income		Income Tax Benefit (Expense)		Percentage of Pre-Tax Income
As Reported - US GAAP Operating Results	\$	281,408	\$	(39,599)	14.1%
Amortization of Purchased Intangible Assets		34,652		(10,423)	
Restructuring and Other Costs		5,343		(881)	
Acquisition-Related Activities		4,442		(1,599)	
Credit Risk and Fair Value Adjustments to Outstanding Derivatives		4,401		(1,699)	
Gain on Fair Value Adjustments related to an Unconsolidated Affiliated Company		(20)		6	
Income Tax-Related Adjustments		_		(18,388)	
As Adjusted - Non-US GAAP Operating Results	\$	330,226	\$	(72,583)	22.0%