

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

FORM 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2013
OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 0-16211

DENTSPLY International Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

39-1434669

(I.R.S. Employer
Identification No.)

221 West Philadelphia Street, York, PA

(Address of principal executive offices)

17405-0872

(Zip Code)

(717)845-7511

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer" and "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: At July 24, 2013, DENTSPLY International Inc. had 142,288,292 shares of Common Stock outstanding, with a par value of \$.01 per share.

DENTSPLY International Inc.

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PART I – FINANCIAL INFORMATION

Item 1 – Financial Statements

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net sales	\$ 761,010	\$ 762,994	\$ 1,493,094	\$ 1,479,407
Cost of products sold	346,054	355,525	689,938	679,188
Gross profit	414,956	407,469	803,156	800,219
Selling, general and administrative expenses	289,921	296,034	583,598	600,388
Restructuring and other costs	2,169	2,528	2,834	3,765
Operating income	122,866	108,907	216,724	196,066
Other income and expenses:				
Interest expense	11,507	14,323	26,728	30,105
Interest income	(2,243)	(1,984)	(4,418)	(3,862)
Other expense (income), net	4,223	982	7,141	1,045
Income before income taxes	109,379	95,586	187,273	168,778
Provision for income taxes	22,870	14,875	26,412	29,590
Equity in net earnings (loss) of unconsolidated affiliated company	2,182	1,329	403	(2,919)
Net income	88,691	82,040	161,264	136,269
Less: Net income attributable to noncontrolling interests	1,463	1,276	2,351	2,220
Net income attributable to DENTSPLY International	\$ 87,228	\$ 80,764	\$ 158,913	\$ 134,049
Earnings per common share:				
Basic	\$ 0.61	\$ 0.57	\$ 1.11	\$ 0.95
Diluted	\$ 0.60	\$ 0.56	\$ 1.10	\$ 0.93
Weighted average common shares outstanding:				
Basic	142,922	141,737	142,849	141,729
Diluted	145,133	143,863	145,107	143,908

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net income	\$ 88,691	\$ 82,040	\$ 161,264	\$ 136,269
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	5,886	(178,746)	(88,256)	(45,275)
Net (loss) gain on derivative financial instruments	(13,362)	47,089	14,756	14,957
Net unrealized holding (loss) gain on available-for-sale securities	(16,629)	(7,954)	(8,989)	15,046
Pension liability adjustments	540	1,726	3,316	1,666
Total other comprehensive loss	(23,565)	(137,885)	(79,173)	(13,606)
Total comprehensive income (loss)	65,126	(55,845)	82,091	122,663
Less: Comprehensive income (loss) attributable to noncontrolling interests	2,019	(928)	2,200	1,356
Comprehensive income (loss) attributable to DENTSPLY International	\$ 63,107	\$ (54,917)	\$ 79,891	\$ 121,307

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES**CONSOLIDATED BALANCE SHEETS**

(In thousands, except per share amounts)

(unaudited)

	June 30, 2013	December 31, 2012
Assets		
Current Assets:		
Cash and cash equivalents	\$ 57,027	\$ 80,132
Accounts and notes receivables-trade, net	499,006	442,412
Inventories, net	433,189	402,940
Prepaid expenses and other current assets	180,811	185,612
Total Current Assets	1,170,033	1,111,096
Property, plant and equipment, net	605,028	614,705
Identifiable intangible assets, net	786,667	830,642
Goodwill, net	2,158,529	2,210,953
Other noncurrent assets, net	154,426	204,901
Total Assets	\$ 4,874,683	\$ 4,972,297
Liabilities and Equity		
Current Liabilities:		
Accounts payable	\$ 147,455	\$ 165,290
Accrued liabilities	308,148	424,336
Income taxes payable	17,947	39,191
Notes payable and current portion of long-term debt	417,065	298,963
Total Current Liabilities	890,615	927,780
Long-term debt	1,123,792	1,222,035
Deferred income taxes	218,624	232,641
Other noncurrent liabilities	353,556	340,398
Total Liabilities	2,586,587	2,722,854
Commitments and contingencies		
Equity:		
Preferred stock, \$.01 par value; .25 million shares authorized; no shares issued	—	—
Common stock, \$.01 par value; 200.0 million shares authorized; 162.8 million shares issued at June 30, 2013 and December 31, 2012.	1,628	1,628
Capital in excess of par value	244,598	246,548
Retained earnings	2,959,391	2,818,461
Accumulated other comprehensive loss	(223,222)	(144,200)
Treasury stock, at cost, 20.6 million and 20.5 million shares at June 30, 2013 and December 31, 2012, respectively.	(732,210)	(713,739)
Total DENTSPLY International Equity	2,250,185	2,208,698
Noncontrolling interests	37,911	40,745
Total Equity	2,288,096	2,249,443
Total Liabilities and Equity	\$ 4,874,683	\$ 4,972,297

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)
(unaudited)

	Six Months Ended June 30,	
	2013	2012
Cash flows from operating activities:		
Net income	\$ 161,264	\$ 136,269
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	41,743	40,357
Amortization	23,434	28,014
Amortization of deferred financing costs	2,592	2,391
Deferred income taxes	(8,564)	(4,432)
Share-based compensation expense	12,023	11,029
Restructuring and other costs - noncash	1,570	2,105
Stock option income tax benefit	(1,122)	(5,163)
Equity in (earnings) loss from unconsolidated affiliates	(403)	2,919
Other non-cash expense (income)	11,480	(3,102)
Changes in operating assets and liabilities, net of acquisitions:		
Accounts and notes receivable-trade, net	(72,324)	(41,461)
Inventories, net	(40,700)	(47,034)
Prepaid expenses and other current assets	26,364	(19,455)
Other noncurrent assets, net	845	(3,497)
Accounts payable	(11,143)	(1,320)
Accrued liabilities	(3,621)	(3,244)
Income taxes	(17,670)	5,423
Other noncurrent liabilities	6,100	3,596
Net cash provided by operating activities	131,868	103,395
Cash flows from investing activities:		
Capital expenditures	(46,151)	(42,986)
Cash paid for acquisitions of businesses, net of cash acquired	(3,939)	—
Cash received on derivatives	7,499	—
Cash paid on derivatives	(94,843)	(14,221)
Expenditures for identifiable intangible assets	(963)	(188)
Purchase of Company-owned life insurance policies	—	(1,577)
Proceeds from sale of property, plant and equipment, net	2,209	465
Net cash used in investing activities	(136,188)	(58,507)
Cash flows from financing activities:		
Net change in short-term borrowings	40,450	(35,181)
Cash paid for treasury stock	(62,278)	(38,840)
Cash dividends paid	(16,928)	(15,706)
Cash paid for contingent consideration on prior acquisitions	—	(1,781)
Cash paid for acquisition of noncontrolling interests of consolidated subsidiary	(8,960)	—
Proceeds from exercise of stock options	31,213	20,066
Excess tax benefits from share-based compensation	1,122	5,163
Cash received on derivative contracts	25	—
Cash paid on derivative contracts	(80)	(1,135)
Net cash used in financing activities	(15,436)	(67,414)
Effect of exchange rate changes on cash and cash equivalents	(3,349)	(1,392)
Net decrease in cash and cash equivalents	(23,105)	(23,918)
Cash and cash equivalents at beginning of period	80,132	77,128
Cash and cash equivalents at end of period	\$ 57,027	\$ 53,210

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(In thousands)

(unaudited)

	Common Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total DENTSPLY International Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2011	\$ 1,628	\$ 229,687	\$ 2,535,709	\$ (190,970)	\$ (727,977)	\$ 1,848,077	\$ 36,074	\$ 1,884,151
Net income	—	—	134,049	—	—	134,049	2,220	136,269
Other comprehensive loss	—	—	—	(12,742)	—	(12,742)	(864)	(13,606)
Exercise of stock options	—	(7,158)	—	—	27,224	20,066	—	20,066
Tax benefit from stock options exercised	—	5,163	—	—	—	5,163	—	5,163
Share based compensation expense	—	11,029	—	—	—	11,029	—	11,029
Funding of Employee Stock Ownership Plan	—	370	—	—	3,272	3,642	—	3,642
Treasury shares purchased	—	—	—	—	(38,840)	(38,840)	—	(38,840)
RSU distributions	—	(8,344)	—	—	5,068	(3,276)	—	(3,276)
RSU dividends	—	115	(115)	—	—	—	—	—
Cash dividends (\$0.110 per share)	—	—	(15,599)	—	—	(15,599)	—	(15,599)
Balance at June 30, 2012	\$ 1,628	\$ 230,862	\$ 2,654,044	\$ (203,712)	\$ (731,253)	\$ 1,951,569	\$ 37,430	\$ 1,988,999

	Common Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total DENTSPLY International Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2012	\$ 1,628	\$ 246,548	\$ 2,818,461	\$ (144,200)	\$ (713,739)	\$ 2,208,698	\$ 40,745	\$ 2,249,443
Net income	—	—	158,913	—	—	158,913	2,351	161,264
Other comprehensive loss	—	—	—	(79,022)	—	(79,022)	(151)	(79,173)
Acquisition of noncontrolling interest	—	(3,926)	—	—	—	(3,926)	(5,034)	(8,960)
Exercise of stock options	—	(3,937)	—	—	35,150	31,213	—	31,213
Tax benefit from stock options exercised	—	1,122	—	—	—	1,122	—	1,122
Share based compensation expense	—	12,023	—	—	—	12,023	—	12,023
Funding of Employee Stock Ownership Plan	—	959	—	—	3,698	4,657	—	4,657
Treasury shares purchased	—	—	—	—	(62,278)	(62,278)	—	(62,278)
RSU distributions	—	(8,342)	—	—	4,959	(3,383)	—	(3,383)
RSU dividends	—	151	(151)	—	—	—	—	—
Cash dividends (\$0.125 per share)	—	—	(17,832)	—	—	(17,832)	—	(17,832)
Balance at June 30, 2013	\$ 1,628	\$ 244,598	\$ 2,959,391	\$ (223,222)	\$ (732,210)	\$ 2,250,185	\$ 37,911	\$ 2,288,096

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

DENTSPLY International Inc. and Subsidiaries

NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and the rules of the United States Securities and Exchange Commission (“SEC”). The year-end consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by US GAAP. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair statement of the results for interim periods have been included. Results for interim periods should not be considered indicative of results for a full year. These financial statements and related notes contain the accounts of DENTSPLY International Inc. and Subsidiaries (“DENTSPLY” or the “Company”) on a consolidated basis and should be read in conjunction with the consolidated financial statements and notes included in the Company’s most recent Form 10-K for the year ended December 31, 2012.

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the Company, as applied in the interim consolidated financial statements presented herein are substantially the same as presented in the Company’s Form 10-K for the year ended December 31, 2012, except as may be indicated below:

Accounts and Notes Receivable

The Company sells dental and certain healthcare products through a worldwide network of distributors and directly to end users. For customers on credit terms, the Company performs ongoing credit evaluations of those customers’ financial condition and generally does not require collateral from them. The Company establishes allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments based on historical averages of aged receivable balances and the Company’s experience in collecting those balances, customer specific circumstances, as well as changes in the economic and political environments. The Company records a provision for doubtful accounts, which is included in “Selling, general and administrative expenses.”

Accounts and notes receivables – trade, net are stated net of allowances for doubtful accounts and trade discounts, which was \$15.2 million at June 30, 2013 and \$14.5 million at December 31, 2012.

Marketable Securities

The Company’s marketable securities consist of corporate convertible bonds that are classified as available-for-sale in “Other noncurrent assets, net” on the Consolidated Balance Sheets as the instruments mature in December 2015. The Company determined the appropriate classification at the time of purchase and will re-evaluate such designation as of each balance sheet date. In addition, the Company reviews the securities each quarter for indications of possible impairment. If an impairment is identified, the determination of whether the impairment is temporary or other-than-temporary requires significant judgment. The primary factors that the Company considers in making this judgment include the extent and time the fair value of each investment has been below cost and the existence of a credit loss. If a decline in fair value is judged other-than-temporary, the basis of the securities is written down to fair value and the amount of the write-down is included as a realized loss in the consolidated statement of operations. Changes in fair value are reported in accumulated other comprehensive income (“AOCI”).

The convertible feature of the bonds has not been bifurcated from the underlying bonds as the feature does not contain a net-settlement feature, nor would the Company be able to achieve a hypothetical net-settlement that would substantially place the Company in a comparable cash settlement position. As such, the derivative is not accounted for separately from the bond. The cash paid by the Company was equal to the face value of the bonds issued, and therefore, the Company has not recorded any bond premium or discount on acquiring the bonds. The fair value of the bonds was \$61.6 million and \$75.1 million at June 30, 2013 and December 31, 2012, respectively. At June 30, 2013 and December 31, 2012, an unrealized holding gain of \$8.8 million and \$17.8 million, respectively, on available-for-sale securities, net of tax, had been recorded in AOCI.

New Accounting Pronouncements

In December 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2011-11, “Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities.” The standard requires entities to disclose both gross and net information about instruments and transactions that are offset in the Consolidated Balance Sheet, as well as instruments and transactions that are subject to an enforceable master netting agreement or similar agreement. In January

2013, The FASB issued ASU No. 2013-01, “Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities.” The standard clarifies the scope of the disclosure to apply only to derivatives, including bifurcated embedded derivatives, repurchase and reverse repurchase agreements as well as securities lending and borrowing transactions. The standard was effective January 1, 2013, with retrospective application required. The adoption of this standard did not have a material impact to the Company’s financial statements. The Company adopted this accounting standard during the quarter ended March 31, 2013.

In July 2012, the FASB issued ASU No. 2012-02, “Intangibles - Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment.” This newly issued accounting standard is intended to reduce the cost and complexity of the annual indefinite-lived intangible asset impairment test by providing entities an option to perform a qualitative assessment to determine whether further impairment testing is necessary. Under the revised standard, an entity has the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step impairment test. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that an indefinite-lived intangible asset is less than its carrying amount, the quantitative impairment test is required; otherwise, no further testing is required. Prior to the issuance of the revised standard, an entity was required to perform step one of the impairment test at least annually by calculating and comparing the fair value of an indefinite-lived intangible asset to its carrying amount. Under the revised standard, if an entity determines that step one is necessary and the indefinite-lived intangible asset is less than its carrying amount, then step two of the test will continue to be required to measure the amount of the impairment loss, if any. This ASU is effective for annual and interim indefinite-lived intangible asset impairment tests performed for fiscal years beginning after September 15, 2012. The adoption of this standard did not materially impact the Company’s financial position or results of operations. The Company adopted this accounting standard during the quarter ended March 31, 2013.

In February 2013, the FASB issued ASU No. 2013-02, “Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.” This newly issued accounting standard requires an entity to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of AOCI by the respective line items of net income in its entirety in the same period. For other amounts not required to be reclassified to net income in the same reporting period, a cross reference to other disclosures that provide additional detail about the reclassification amounts is required. Since the standard only impacts the disclosure requirements of AOCI and does not impact the accounting for accumulated comprehensive income, the standard did not have an impact on the Company’s consolidated financial statements. The Company adopted this accounting standard during the quarter ended March 31, 2013.

In March 2013, the FASB issued ASU No. 2013-05, “Foreign Currency Matters (Topic 830): Parent’s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity.” This newly issued accounting standard requires a cumulative translation adjustment (“CTA”) attached to the parent’s investment in a foreign entity should be released in a manner consistent with the derecognition guidance on investment entities. Thus the entire amount of CTA associated with the foreign entity would be released when there has been a sale of a subsidiary or group of net assets within a foreign entity and the sale represents a complete liquidation of the investment in the foreign entity, a loss of a controlling financial interest in an investment in a foreign entity, or step acquisition for a foreign entity. The adoption of this standard will not materially impact the Company’s financial position or results of operations. The Company expects to adopt this accounting standard for the quarter ending March 31, 2014.

NOTE 2 – STOCK COMPENSATION

The following table represents total stock based compensation expense for non-qualified stock options, restricted stock units (“RSU”) and the tax related benefit for the three and six months ended June 30, 2013 and 2012:

(in thousands)	Three Months Ended		Six Months Ended	
	2013	2012	2013	2012
Stock option expense	\$ 2,876	\$ 3,298	\$ 5,005	\$ 5,679
RSU expense	3,337	3,094	5,560	4,640
Total stock based compensation expense	\$ 6,213	\$ 6,392	\$ 10,565	\$ 10,319
Total related tax benefit	\$ 1,788	\$ 1,916	\$ 2,865	\$ 2,935

At June 30, 2013, the remaining unamortized compensation cost related to non-qualified stock options is \$15.6 million, which will be expensed over the weighted average remaining vesting period of the options, or 1.7 years. At June 30, 2013, the unamortized compensation cost related to RSU is \$26.3 million, which will be expensed over the remaining restricted period of the RSU, or 1.7 years.

The following table reflects the non-qualified stock option transactions from December 31, 2012 through June 30, 2013:

(in thousands, except per share data)	Outstanding			Exercisable		
	Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value	Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value
Balance at December 31, 2012	9,906	\$ 33.18	\$ 69,079	7,599	\$ 31.79	\$ 64,819
Granted	911	40.91				
Exercised	(1,110)	28.11				
Cancelled	(13)	43.19				
Forfeited	(116)	38.76				
Balance at June 30, 2013	9,578	\$ 34.43	\$ 66,655	7,400	\$ 33.05	\$ 62,541

At June 30, 2013, the weighted average remaining contractual term of all outstanding options is 5.9 years and the weighted average remaining contractual term of exercisable options is 5.0 years.

The following table summarizes the unvested RSU transactions from December 31, 2012 through June 30, 2013:

(in thousands, except per share data)	Shares	Weighted Average Grant Date Fair Value
	Balance at December 31, 2012	1,034
Granted	499	40.89
Vested	(236)	32.57
Forfeited	(120)	38.75
Balance at June 30, 2013	1,177	\$ 38.78

NOTE 3 – COMPREHENSIVE INCOME

During the quarter ended June 30, 2013, foreign currency translation adjustments included currency translation gains of \$1.3 million and gains on the Company's loans designated as hedges of net investments of \$4.0 million. During the quarter ended June 30, 2012, foreign currency translation adjustments included currency translation losses of \$175.3 million and losses of \$1.2 million on the Company's loans designated as hedges of net investments. During the six months ended June 30, 2013, foreign currency translation adjustments included currency losses of \$100.6 million and gains on the Company's loans designated as hedges of net investments of \$12.5 million. During the six months ended June 30, 2012, foreign currency translation adjustments included currency translation losses of \$48.5 million and gains on the Company's loans designated as hedges of net investments of \$4.1 million. These foreign currency translation adjustments were offset by movements on derivative financial instruments, which are discussed in Note 10, Financial Instruments and Derivatives.

The cumulative foreign currency translation adjustments included translation gains of \$77.1 million and \$177.7 million at June 30, 2013 and December 31, 2012, respectively, were offset by losses of \$110.9 million and \$123.4 million, respectively, on loans designated as hedges of net investments. These foreign currency translation adjustments were partially offset by movements on derivatives financial instruments, which are discussed in Note 10, Financial Instruments and Derivatives.

Changes in AOCI, net of tax, by component for the six months ended June 30, 2013 and 2012:

(in thousands)	Foreign Currency Translation Adjustments	Gains and (Loss) on Derivative Financial Instruments	Net Unrealized Holding Gain on Available- for-Sale Securities	Pension Liability Adjustments	Total
Balance at December 31, 2012	\$ 54,302	\$ (143,142)	\$ 17,822	\$ (73,182)	\$ (144,200)
Other comprehensive (loss) income before reclassifications	(88,105)	14,553	(8,989)	1,439	(81,102)
Amounts reclassified from accumulated other comprehensive income (loss)	—	203	—	1,877	2,080
Net (decrease) increase in other comprehensive income	(88,105)	14,756	(8,989)	3,316	(79,022)
Balance at June 30, 2013	\$ (33,803)	\$ (128,386)	\$ 8,833	\$ (69,866)	\$ (223,222)

(in thousands)	Foreign Currency Translation Adjustments	Gains and (Loss) on Derivative Financial Instruments	Net Unrealized Holding (Loss) Gain on Available-for- Sale Securities	Pension Liability Adjustments	Total
Balance at December 31, 2011	\$ (39,078)	\$ (117,390)	\$ (516)	\$ (33,986)	\$ (190,970)
Other comprehensive (loss) income before reclassifications	(44,411)	16,689	15,046	929	(11,747)
Amounts reclassified from accumulated other comprehensive income (loss)	—	(1,732)	—	737	(995)
Net (decrease) increase in other comprehensive income	(44,411)	14,957	15,046	1,666	(12,742)
Balance at June 30, 2012	\$ (83,489)	\$ (102,433)	\$ 14,530	\$ (32,320)	\$ (203,712)

Reclassification out of accumulated other comprehensive income (expense) for the three and six months ended June 30, 2013 and 2012:

(in thousands)

Details about AOCI Components	Amounts Reclassified from AOCI		Affected Line Item in the Statements of Operations
	Three Months Ended June 30, 2013	2012	
Gains and loss on derivative financial instruments:			
Interest rate swaps	\$ (918)	\$ (897)	Interest expense
Foreign exchange forward contracts	631	1,842	Cost of products sold
Foreign exchange forward contracts	(10)	226	SG&A expenses
Commodity contracts	45	96	Cost of products sold
	(252)	1,267	Net (loss) gain before tax
	171	(74)	Tax benefit (expense)
	\$ (81)	\$ 1,193	Net of tax
Amortization of defined benefit pension and other postemployment benefit items:			
Amortization of prior service benefits	\$ 33	\$ 33	(a)
Amortization of net actuarial losses	(1,357)	(551)	(a)
	(1,324)	(518)	Net loss before tax
	392	150	Tax benefit
	\$ (932)	\$ (368)	Net of tax
Total reclassifications for the period	\$ (1,013)	\$ 825	

(a) These accumulated other comprehensive income components are included in the computation of net periodic benefit cost for the three months ended June 30, 2013 and 2012 (see Note 8, Benefit Plans, for additional details)

(in thousands)

Details about AOCI Components	Amounts Reclassified from AOCI		Affected Line Item in the Statements of Operations
	Six Months Ended June 30, 2013	2012	
Gains and loss on derivative financial instruments:			
Interest rate swaps	\$ (1,830)	\$ (1,802)	Interest expense
Foreign exchange forward contracts	1,129	2,992	Cost of products sold
Foreign exchange forward contracts	(40)	457	SG&A expenses
Commodity contracts	202	50	Cost of products sold
	(539)	1,697	Net (loss) gain before tax
	336	35	Tax benefit (expense)
	\$ (203)	\$ 1,732	Net of tax
Amortization of defined benefit pension and other postemployment benefit items:			
Amortization of prior service benefits	\$ 67	\$ 70	(b)
Amortization of net actuarial losses	(2,725)	(1,107)	(b)
	(2,658)	(1,037)	Net loss before tax
	781	300	Tax benefit
	\$ (1,877)	\$ (737)	Net of tax
Total reclassifications for the period	\$ (2,080)	\$ 995	

(b) These accumulated other comprehensive income components are included in the computation of net periodic benefit cost for the six months ended June 30, 2013 and 2012 (see Note 8, Benefit Plans, for additional details)

NOTE 4 – EARNINGS PER COMMON SHARE

The dilutive effect of outstanding non-qualified stock options and RSU is reflected in diluted earnings per share by application of the treasury stock method. The following table sets forth the computation of basic and diluted earnings per common share for the three and six months ended June 30, 2013 and 2012:

Basic Earnings Per Common Share Computation

(in thousands, except per share amounts)

	Three Months Ended		Six Months Ended	
	2013	2012	2013	2012
Net income attributable to DENTSPLY International	\$ 87,228	\$ 80,764	\$ 158,913	\$ 134,049
Weighted average common shares outstanding	142,922	141,737	142,849	141,729
Earnings per common share - basic	\$ 0.61	\$ 0.57	\$ 1.11	\$ 0.95

Diluted Earnings Per Common Share Computation

(in thousands, except per share amounts)

Net income attributable to DENTSPLY International	\$ 87,228	\$ 80,764	\$ 158,913	\$ 134,049
Weighted average common shares outstanding	142,922	141,737	142,849	141,729
Incremental weighted average shares from assumed exercise of dilutive options from stock-based compensation awards	2,211	2,126	2,258	2,179
Total weighted average diluted shares outstanding	145,133	143,863	145,107	143,908
Earnings per common share - diluted	\$ 0.60	\$ 0.56	\$ 1.10	\$ 0.93

Options to purchase 2.9 million and 3.5 million shares of common stock that were outstanding during the three and six months ended June 30, 2013, respectively, were not included in the computation of diluted earnings per common share since the options' exercise price were greater than the average market price of the common shares and, therefore, the effect would be antidilutive. There were 3.8 million and 4.1 million antidilutive shares of common stock outstanding during the three and six months ended June 30, 2012, respectively.

NOTE 5 – BUSINESS ACQUISITIONS

During the six months ended June 30, 2013, the Company paid \$9.0 million to purchase the remaining outstanding shares of a consolidated subsidiary. As a result of the transaction, the Company recorded a decrease in noncontrolling interest of \$5.0 million and a reduction to additional paid in capital of \$3.9 million for the excess of the purchase price above the carrying value of the noncontrolling interest.

NOTE 6 – SEGMENT INFORMATION

The Company has numerous operating businesses covering a wide range of dental and certain healthcare products and geographic regions, primarily serving the professional dental market. Professional dental products represented approximately 88% and 89% of sales for the three months ended June 30, 2013 and 2012, respectively, and 89% of sales for both the six months ended June 30, 2013 and 2012.

The operating businesses are combined into operating groups, which have overlapping product offerings, geographical presence, customer bases, distribution channels, and regulatory oversight. These operating groups are considered the Company's reportable segments as the Company's chief operating decision-maker regularly reviews financial results at the operating group level and uses this information to manage the Company's operations. The accounting policies of the segments are consistent with those described in the Company's most recently filed Form 10-K in the summary of significant accounting policies. The Company measures segment income for reporting purposes as net operating income before restructuring and other costs, interest expense, interest income, other expense (income), net and provision for income taxes. Additionally, the operating segments are measured on net third party sales, excluding precious metal content. A description of the services provided within each of the Company's four reportable segments is provided below.

During the first six months of 2013, the Company realigned certain implant and implant related businesses as a result of changes to the business structure. The segment information below reflects the revised structure for all periods shown.

Dental Consumable and Laboratory Businesses

This segment includes responsibility for the design, manufacturing, sales and distribution of certain small equipment and chairside consumable products in the United States, Germany and certain other European regions. It also has responsibility for the sales and distribution of certain Endodontic products in Germany. This segment also includes the responsibility for the design, manufacture, sales and distribution of most dental laboratory products, excluding certain countries. This segment is also responsible for most of the Company's non-dental business excluding medical products.

Orthodontics/Canada/Mexico/Japan

This segment is responsible for the worldwide manufacturing, sales and distribution of the Company's Orthodontic products. It also has responsibility for the sales and distribution of most of the Company's dental products sold in Japan, Canada and Mexico.

Select Distribution Businesses

This segment includes responsibility for the sales and distribution for most of the Company's dental products sold in France, United Kingdom, Italy, Austria and certain other European countries, Middle Eastern countries, India and Africa. Operating margins of the segment are reflective of the intercompany transfer price of products manufactured by other operating segments.

Implants/Endodontics/Healthcare/Pacific Rim

This segment includes the responsibility for the design, manufacture, sales and distribution of most of the Company's dental implant and related products. This segment also includes the responsibility for the design and manufacturing of Endodontic products and is responsible for the sales and distribution of the Company's Endodontic products in the United States, Switzerland, and locations not covered by other selling divisions. In addition, this segment is also responsible for sales and distribution of certain Endodontic products in Germany, Asia and other parts of the world. Additionally, this segment is responsible for the design and manufacture of certain dental consumables and dental laboratory products and the sales and distribution of most dental products sold in Brazil, Latin America (excluding Mexico), Australia and most of Asia (excluding India and Japan). This segment is also responsible for the worldwide design, manufacturing, sales and distribution of the Company's healthcare products (non-dental) throughout most of the world.

Significant interdependencies exist among the Company's operations in certain geographic areas. Inter-group sales are at prices intended to provide a reasonable profit to the manufacturing unit after recovery of all manufacturing costs and to provide a reasonable profit for purchasing locations after coverage of marketing and general and administrative costs.

Generally, the Company evaluates performance of the segments based on the groups' operating income, excluding restructuring and other costs, and net third party sales, excluding precious metal content.

The following tables set forth information about the Company's segments for the three and six months ended June 30, 2013 and 2012:

Third Party Net Sales

(in thousands)	Three Months Ended		Six Months Ended	
	2013	2012	2013	2012
Dental Consumable and Laboratory Businesses	\$ 255,223	\$ 266,244	\$ 519,852	\$ 521,379
Orthodontics/Canada/Mexico/Japan	82,079	83,195	153,414	153,549
Select Distribution Businesses	66,115	63,753	126,929	122,846
Implants/Endodontics/Healthcare/Pacific Rim	358,453	352,657	695,097	685,802
All Other (a)	(860)	(2,855)	(2,198)	(4,169)
Total	\$ 761,010	\$ 762,994	\$ 1,493,094	\$ 1,479,407

(a) Includes amounts recorded at Corporate headquarters.

Third Party Net Sales, Excluding Precious Metal Content

(in thousands)	Three Months Ended		Six Months Ended	
	2013	2012	2013	2012
Dental Consumable and Laboratory Businesses	\$ 218,794	\$ 211,604	\$ 430,824	\$ 423,713
Orthodontics/Canada/Mexico/Japan	73,900	73,915	138,871	137,208
Select Distribution Businesses	65,981	63,592	126,698	122,524
Implants/Endodontics/Healthcare/Pacific Rim	358,140	352,224	694,410	684,830
All Other (b)	(860)	(2,855)	(2,198)	(4,169)
Total excluding precious metal content	715,955	698,480	1,388,605	1,364,106
Precious metal content	45,055	64,514	104,489	115,301
Total including precious metal content	\$ 761,010	\$ 762,994	\$ 1,493,094	\$ 1,479,407

(b) Includes amounts recorded at Corporate headquarters.

Inter-segment Net Sales

(in thousands)	Three Months Ended		Six Months Ended	
	2013	2012	2013	2012
Dental Consumable and Laboratory Businesses	\$ 54,907	\$ 56,852	\$ 106,739	\$ 109,321
Orthodontics/Canada/Mexico/Japan	937	1,054	1,766	2,233
Select Distribution Businesses	213	401	1,504	795
Implants/Endodontics/Healthcare/Pacific Rim	32,387	38,186	66,411	72,225
All Other (c)	60,238	56,328	117,665	110,309
Eliminations	(148,682)	(152,821)	(294,085)	(294,883)
Total	\$ —	\$ —	\$ —	\$ —

(c) Includes amounts recorded at Corporate headquarters and one distribution warehouse not managed by named segments.

Segment Operating Income (Loss)

(in thousands)	Three Months Ended		Six Months Ended	
	2013	2012	2013	2012
Dental Consumable and Laboratory Businesses	\$ 65,589	\$ 65,251	\$ 127,339	\$ 128,596
Orthodontics/Canada/Mexico/Japan	5,028	3,228	6,891	2,961
Select Distribution Businesses	(671)	(1,020)	(2,296)	(2,461)
Implants/Endodontics/Healthcare/Pacific Rim	78,503	77,095	142,354	142,478
All Other (d)	(23,414)	(33,119)	(54,730)	(71,743)
Segment operating income	125,035	111,435	219,558	199,831
Reconciling Items:				
Restructuring and other costs	2,169	2,528	2,834	3,765
Interest expense	11,507	14,323	26,728	30,105
Interest income	(2,243)	(1,984)	(4,418)	(3,862)
Other expense (income), net	4,223	982	7,141	1,045
Income before income taxes	\$ 109,379	\$ 95,586	\$ 187,273	\$ 168,778

(d) Includes the results of Corporate headquarters, inter-segment eliminations and one distribution warehouse not managed by named segments.

Assets

(in thousands)

	June 30, 2013	December 31, 2012
Dental Consumable and Laboratory Businesses	\$ 973,168	\$ 1,007,307
Orthodontics/Canada/Mexico/Japan	299,275	294,348
Select Distribution Businesses	170,824	192,684
Implants/Endodontics/Healthcare/Pacific Rim	3,157,931	3,195,382
All Other (e)	273,485	282,576
Total	<u>\$ 4,874,683</u>	<u>\$ 4,972,297</u>

(e) Includes the assets of Corporate headquarters, inter-segment eliminations and one distribution warehouse not managed by named segments.

NOTE 7 – INVENTORIES

Inventories are stated at the lower of cost or market. At June 30, 2013 and December 31, 2012, the cost of \$7.2 million and \$6.3 million, respectively, was determined by the last-in, first-out (“LIFO”) method. The cost of other inventories was determined by the first-in, first-out (“FIFO”) or average cost methods. If the FIFO method had been used to determine the cost of LIFO inventories, the amounts at which net inventories are stated would be higher than reported at June 30, 2013 and December 31, 2012 by \$6.0 million and \$5.9 million, respectively.

The Company establishes reserves for inventory estimated to be obsolete or unmarketable. Assumptions about future demand and market conditions are considered when estimating these reserves. The inventory valuation reserves were \$33.9 million and \$32.6 million at June 30, 2013 and December 31, 2012, respectively.

Inventories, net of inventory valuation reserves, consist of the following:

(in thousands)	June 30, 2013	December 31, 2012
Finished goods	\$ 263,590	\$ 248,870
Work-in-process	76,019	72,533
Raw materials and supplies	93,580	81,537
	<u>\$ 433,189</u>	<u>\$ 402,940</u>

NOTE 8 – BENEFIT PLANS

The following sets forth the components of net periodic benefit cost of the Company’s defined benefit plans and for the Company’s other postemployment benefit plans for the three and six months ended June 30, 2013 and 2012:

Defined Benefit Plans

(in thousands)

	Three Months Ended		Six Months Ended	
	2013	2012	2013	2012
Service cost	\$ 3,662	\$ 3,032	\$ 7,385	\$ 6,010
Interest cost	2,445	2,627	4,922	5,318
Expected return on plan assets	(1,230)	(1,189)	(2,477)	(2,414)
Amortization of prior service benefit	(33)	(33)	(67)	(70)
Amortization of net actuarial loss	1,269	494	2,549	992
Curtailements and settlement gains	(235)	—	(625)	—
Net periodic benefit cost	<u>\$ 5,878</u>	<u>\$ 4,931</u>	<u>\$ 11,687</u>	<u>\$ 9,836</u>

Other Postemployment Benefit Plans

(in thousands)	Three Months Ended		Six Months Ended	
	2013	2012	2013	2012
Service cost	\$ 61	\$ 18	\$ 123	\$ 37
Interest cost	122	118	243	235
Amortization of net actuarial loss	88	57	176	115
Net periodic benefit cost	\$ 271	\$ 193	\$ 542	\$ 387

The following sets forth the information related to the contributions to the Company's benefit plans for 2013:

(in thousands)	Pension Benefits	Other Postretirement Benefits
Actual contributions through June 30, 2013	\$ 6,609	\$ 162
Projected contributions for the remainder of the year	6,183	503
Total projected contributions	\$ 12,792	\$ 665

NOTE 9 – RESTRUCTURING AND OTHER COSTS**Restructuring Costs**

During the three and six months ended June 30, 2013, the Company recorded restructuring costs of \$2.1 million and \$2.8 million, respectively. These costs related primarily to closing locations as a result of integration activities. During the three and six months ended June 30, 2012, the Company recorded restructuring costs of \$2.1 million and \$3.5 million, respectively, related primarily to employee severance. These costs are recorded in "Restructuring and other costs" in the Consolidated Statements of Operations and the associated liabilities are recorded in "Accrued liabilities" in the Consolidated Balance Sheets.

At June 30, 2013, the Company's restructuring accruals were as follows:

(in thousands)	Severance			
	2011 and Prior Plans	2012 Plans	2013 Plans	Total
Balance at December 31, 2012	\$ 1,495	\$ 11,412	\$ —	\$ 12,907
Provisions and adjustments	—	687	541	1,228
Amounts applied	(555)	(4,137)	(244)	(4,936)
Change in estimates	—	(766)	—	(766)
Balance at June 30, 2013	\$ 940	\$ 7,196	\$ 297	\$ 8,433

(in thousands)	Lease/Contract Terminations			
	2011 and Prior Plans	2012 Plans	2013 Plans	Total
Balance at December 31, 2012	\$ 792	\$ 682	\$ —	\$ 1,474
Provisions and adjustments	—	28	1,317	1,345
Amounts applied	(69)	(653)	(395)	(1,117)
Change in estimate	—	(25)	—	(25)
Balance at June 30, 2013	\$ 723	\$ 32	\$ 922	\$ 1,677

(in thousands)	Other Restructuring Costs		
	2012 Plans	2013 Plans	Total
Balance at December 31, 2012	\$ 94	\$ —	\$ 94
Provisions and adjustments	563	613	1,176
Amounts applied	(618)	(262)	(880)
Change in estimate	11	—	11
Balance at June 30, 2013	\$ 39	\$ 351	\$ 401

The following table provides the year-to-date changes in the restructuring accruals by segment:

(in thousands)	December 31, 2012	Provisions and Adjustments	Amounts Applied	Change in Estimate	June 30, 2013
Dental Consumable and Laboratory Businesses	\$ 9,132	\$ 675	\$ (1,986)	\$ (593)	\$ 7,228
Orthodontics/Canada/Mexico/Japan	361	165	(400)	(4)	122
Select Distribution Businesses	222	329	(262)	—	289
Implants/Endodontics/Healthcare/Pacific Rim	4,760	2,580	(4,285)	(183)	2,872
	\$ 14,475	\$ 3,749	\$ (6,933)	\$ (780)	\$ 10,511

NOTE 10 – FINANCIAL INSTRUMENTS AND DERIVATIVES

Derivative Instruments and Hedging Activities

The Company's activities expose it to a variety of market risks, which primarily include the risks related to the effects of changes in foreign currency exchange rates, interest rates and commodity prices. These financial exposures are monitored and managed by the Company as part of its overall risk management program. The objective of this risk management program is to reduce the volatility that these market risks may have on the Company's operating results and equity. The Company employs derivative financial instruments to hedge certain anticipated transactions, firm commitments, or assets and liabilities denominated in foreign currencies. Additionally, the Company utilizes interest rate swaps to convert variable rate debt to fixed rate debt and to convert fixed rate debt to variable rate debt, cross currency basis swaps to convert debt denominated in one currency to another currency and commodity swaps to fix certain variable raw material costs.

Derivative Instruments Not Designated as Hedging

The Company enters into derivative financial instruments to hedge the foreign exchange revaluation risk associated with recorded assets and liabilities that are denominated in a non-functional currency. The gains and losses on these derivative transactions offset the gains and losses generated by the revaluation of the underlying non-functional currency balances and are recorded in "Other expense (income), net" on the Consolidated Statements of Operations. The Company primarily uses forward foreign exchange contracts and cross currency basis swaps to hedge these risks. The Company's significant contracts outstanding as of June 30, 2013 are summarized in the tables that follow.

On June 19, 2013, the Company terminated 347.8 million euros of cross currency basis swaps that had been used to offset the revaluation of a euro denominated intercompany note receivable at a U.S. dollar functional entity.

On June 27, 2013, the Company dedesignated 36.0 million euros of its net investment hedges. The change in the value of the dedesignated trade will be recorded in "Other expense (income), net" on the Consolidated Statement of Operations and going forward it will offset the change in the value of a euro denominated intercompany note receivable held at a U.S. dollar functional entity.

Cash Flow Hedges

Foreign Exchange Risk Management

The Company uses a layered hedging program to hedge select anticipated foreign currency cash flows to reduce volatility in both cash flows and reported earnings of the consolidated Company. The Company accounts for the foreign exchange forward contracts as cash flow hedges. As a result, the Company records the fair value of the contracts primarily through AOCI based on the tested effectiveness of the foreign exchange forward contracts. The Company measures the effectiveness of cash flow hedges of anticipated transactions on a spot-to-spot basis rather than on a forward-to-forward basis. Accordingly, the spot-to-spot change in the derivative fair value will be deferred in AOCI and released and recorded on the Consolidated Statements of Operations in the same period that the hedged transaction is recorded. The time value component of the fair value of the derivative is deemed ineffective and is reported currently in “Other expense (income), net” on the Consolidated Statements of Operations in the period which it is applicable. Any cash flows associated with these instruments are included in cash from operating activities in the Consolidated Statements of Cash Flows in accordance with the Company’s policy of classifying the cash flows from these instruments in the same category as the cash flows from the items being hedged.

These foreign exchange forward contracts generally have maturities up to eighteen months and the counterparties to the transactions are typically large international financial institutions. The Company’s significant contracts outstanding as of June 30, 2013 are summarized in the tables that follow.

Interest Rate Risk Management

The Company uses interest rate swaps to convert a portion of its variable interest rate debt to fixed interest rate debt. As of June 30, 2013, the Company has two groups of significant interest rate swaps. One of the groups of swaps has notional amounts totaling 12.6 billion Japanese yen, and effectively converts the underlying variable interest rates to an average fixed interest rate of 0.2% for a term of three years, ending in September 2014. Another swap has a notional amount of 65.0 million Swiss francs, and effectively converts the underlying variable interest rates to a fixed interest rate of 0.7% for a term of five years, ending in September 2016.

The Company enters into interest rate swap contracts infrequently as they are only used to manage interest rate risk on long-term debt instruments and not for speculative purposes. Any cash flows associated with these instruments are included in cash from financing activities in the Consolidated Statements of Cash Flows in accordance with the Company’s policy of classifying the cash flows from these instruments in the same category as the cash flows from the items being hedged. The Company’s significant contracts outstanding as of June 30, 2013 are summarized in the tables that follow.

Commodity Risk Management

The Company selectively enters into commodity swaps to effectively fix certain variable raw material costs. These swaps are used purely to stabilize the cost of components used in the production of certain of the Company’s products. The Company generally accounts for the commodity swaps as cash flow hedges. As a result, the Company records the fair value of the contracts primarily through AOCI based on the tested effectiveness of the commodity swaps. The Company measures the effectiveness of cash flow hedges of anticipated transactions on a spot-to-spot basis rather than on a forward-to-forward basis. Accordingly, the spot-to-spot change in the derivative fair value will be deferred in AOCI and released and recorded on the Consolidated Statements of Operations in the same period that the hedged transaction is recorded. The time value component of the fair value of the derivative is deemed ineffective and is reported currently in “Interest expense” on the Consolidated Statements of Operations in the period which it is applicable. Any cash flows associated with these instruments are included in cash from operating activities in the Consolidated Statements of Cash Flows in accordance with the Company’s policy of classifying the cash flows from these instruments in the same category as the cash flows from the items being hedged.

The following tables summarize the notional amounts and fair value of the Company's cash flow hedges and non-designated derivatives at June 30, 2013:

Foreign Exchange Forward Contracts (in thousands)	Notional Amounts Maturing in the Year			Fair Value Net Asset (Liability)
	2013	2014	2015	June 30, 2013
Forward sale, 17.9 million Australian dollars	\$ 12,817	\$ 4,000	\$ 140	\$ 906
Forward purchase, 9.4 million British pounds	(14,300)	—	—	(149)
Forward sale, 47.5 million Canadian dollars	24,091	20,441	1,195	1,472
Forward purchase, 21.1 million Danish kroner	(3,695)	—	—	(31)
Forward sale, 223.9 million euros	171,979	113,119	6,008	(1,007)
Forward purchase, 28.1 million Japanese yen	6,053	(6,364)	—	(2,181)
Forward sale, 171.6 million Mexican pesos	13,235	—	—	(41)
Forward purchase, 2.3 million Norwegian kroner	(380)	—	—	(14)
Forward sale, 17.2 million Polish zlotys	5,162	—	—	129
Forward sale, 3.0 million Singapore dollars	2,350	—	—	(27)
Forward sale, 8.0 billion South Korean won	7,021	—	—	(172)
Forward purchase, 1.4 billion Swedish kronor	(137,501)	(67,436)	(3,455)	(1,079)
Forward purchase, 51.9 million Swiss francs	(74,044)	18,822	892	153
Forward sale, 52.0 million Taiwanese dollars	1,737	—	—	(26)
Total foreign exchange forward contracts	\$ 14,525	\$ 82,582	\$ 4,780	\$ (2,067)

Interest Rate Swaps (in thousands)	Notional Amounts Maturing in the Year					Fair Value Net Asset (Liability)
	2013	2014	2015	2016	2017 and Beyond	June 30, 2013
Euro	\$ 614	\$ 940	\$ 940	\$ 940	\$ 1,175	\$ (399)
Japanese yen	—	126,518	—	—	—	255
Swiss francs	—	—	—	68,801	—	(643)
Total interest rate swaps	\$ 614	\$ 127,458	\$ 940	\$ 69,741	\$ 1,175	\$ (787)

Commodity Swap Contracts (in thousands)	Notional Amounts Maturing in the Year		Fair Value Net Asset (Liability)
	2013	2014	June 30, 2013
Silver swap - U.S. dollar	\$ 1,073	\$ 1,121	\$ (956)
Platinum swap - U.S. dollar	1,016	1,000	(302)
Total commodity swap contracts	\$ 2,089	\$ 2,121	\$ (1,258)

Cross Currency Basis Swap (in thousands)	Notional Amounts Maturing in the Year			Fair Value Net Asset (Liability)
	2013	2014	2015 and Beyond	June 30, 2013
449.8 million euro at \$1.45 pay U.S. dollar three-month LIBOR receive three-month EURIBOR	\$ —	\$ 585,211	\$ —	\$ (66,473)
36.0 million euro at \$1.32 pay three-month EURIBOR receive U.S. dollar three-month LIBOR	46,841	—	—	882
191.4 million Swiss franc at 0.93 pay Swiss franc three-month LIBOR receive U.S. dollar three-month LIBOR	52,924	105,848	43,805	3,472
Total cross currency basis swap	\$ 99,765	\$ 691,059	\$ 43,805	\$ (62,119)

At June 30, 2013, deferred net losses on derivative instruments of \$5.0 million, which were recorded in AOCI, are expected to be reclassified to current earnings during the next twelve months. This reclassification is primarily due to the sale of inventory that includes hedged purchases and recognized interest expense on interest rate swaps. The maximum term over which the Company is hedging exposures to variability of cash flows (for all forecasted transactions, excluding interest payments on variable interest rate debt) is eighteen months. Overall, the derivatives designated as cash flow hedges are highly effective. Any cash flows associated with these instruments are included in cash from operating activities in the Consolidated Statements of Cash Flows in accordance with the Company's policy of classifying the cash flows from these instruments in the same category as the cash flows from the items being hedged.

Hedges of Net Investments in Foreign Operations

The Company has significant investments in foreign subsidiaries. The net assets of these subsidiaries are exposed to volatility in currency exchange rates. Currently, the Company uses both non-derivative financial instruments, including foreign currency denominated debt held at the parent company level and derivative financial instruments to hedge some of this exposure. Translation gains and losses related to the net assets of the foreign subsidiaries are offset by gains and losses in the non-derivative and derivative financial instruments designated as hedges of net investments, which are included in AOCI.

At June 30, 2013 and December 31, 2012, the Company had Swiss franc-denominated and Japanese yen-denominated debt and cross currency basis swaps denominated in euro and Swiss franc to hedge the currency exposure related to a designated portion of the net assets of its European, Swiss and Japanese subsidiaries. The fair value of the cross currency interest rate swap agreements is the estimated amount the Company would (pay) receive at the reporting date, taking into account the effective interest rates, currency swap basis rates and foreign exchange rates. At June 30, 2013 and December 31, 2012, the estimated net fair values of the cross currency interest rate swap agreements was a liability of \$11.1 million and a liability of \$90.7 million, respectively, which are recorded in AOCI, net of tax effects. At June 30, 2013 and December 31, 2012, the accumulated translation gain (loss) on investments in foreign subsidiaries, primarily denominated in euros, Swiss francs, Japanese yen and Swedish kronor, net of these net investment hedges, were losses of \$143.4 million and \$71.4 million, respectively, which were included in AOCI, net of tax effects.

The following tables summarize the notional amounts and fair value of the Company's cross currency basis swaps that are designated as hedges of net investments in foreign operations at June 30, 2013:

Cross Currency Basis Swaps (in thousands)	Notional Amounts Maturing in the Year					Fair Value Net Asset (Liability)
	2013	2014	2015	2016	2017 and Beyond	June 30, 2013
432.5 million Swiss franc at 0.95 pay Swiss franc three-month LIBOR receive U.S. dollar three-month LIBOR	\$ —	\$ 85,102	\$ 59,910	\$ 105,848	\$ 206,933	\$ 6,672
582.0 million euro at \$1.27 pay three-month EURIBOR receive U.S. dollar three-month LIBOR	757,269	—	—	—	—	(17,802)
Total cross currency basis swaps	\$ 757,269	\$ 85,102	\$ 59,910	\$ 105,848	\$ 206,933	\$ (11,130)

Fair Value Hedges

The Company uses interest rate swaps to convert a portion of its fixed interest rate debt to variable interest rate debt. The Company has a group of U.S. dollar denominated interest rate swaps with an initial total notional value of \$150.0 million to effectively convert the underlying fixed interest rate of 4.1% on the Company's \$250.0 million Private Placement Notes ("PPN") to variable rate for a term of five years, ending February 2016. The notional value of the swaps will decline proportionately as portions of the PPN mature. These interest rate swaps are designated as fair value hedges of the interest rate risk associated with the hedged portion of the fixed rate PPN. Accordingly, the Company will carry the portion of the hedged debt at fair value, with the change in debt and swaps offsetting each other in the Consolidated Statement of Operations. At June 30, 2013, the estimated net fair value of these interest rate swaps was an asset of \$3.2 million.

The following tables summarize the notional amounts and fair value of the Company's fair value hedges at June 30, 2013:

Interest Rate Swap (in thousands)	Notional Amounts Maturing in the Year			Fair Value Net Asset (Liability)
	2014	2015	2016	June 30, 2013
U.S. dollar	\$ 45,000	\$ 60,000	\$ 45,000	\$ 3,193
Total interest rate swap	\$ 45,000	\$ 60,000	\$ 45,000	\$ 3,193

The following tables summarize the fair value and consolidated balance sheet location of the Company's derivatives at June 30, 2013 and December 31, 2012:

(in thousands)	June 30, 2013				
	Designated as Hedges	Prepaid Expenses and Other Current Assets	Other Noncurrent Assets, Net	Accrued Liabilities	Other Noncurrent Liabilities
Foreign exchange forward contracts	\$ 2,135	\$ 477	\$ 3,948	\$ 711	
Commodity contracts	—	—	1,137	121	
Interest rate swaps	745	2,802	543	199	
Cross currency basis swaps	14,868	6,563	32,561	—	
Total	\$ 17,748	\$ 9,842	\$ 38,189	\$ 1,031	
Not Designated as Hedges					
Foreign exchange forward contracts	\$ 3,040	\$ —	\$ 3,060	\$ —	
DIO equity option contracts	—	—	—	139	
Interest rate swaps	—	—	90	309	
Cross currency basis swaps	2,273	2,082	1,446	65,028	
Total	\$ 5,313	\$ 2,082	\$ 4,596	\$ 65,476	

December 31, 2012

(in thousands)	December 31, 2012			
Designated as Hedges	Prepaid Expenses and Other Current Assets	Other Noncurrent Assets, Net	Accrued Liabilities	Other Noncurrent Liabilities
Foreign exchange forward contracts	\$ 2,353	\$ 65	\$ 2,243	\$ 844
Commodity contracts	—	—	95	—
Interest rate swaps	2,192	2,535	525	948
Cross currency basis swaps	8,191	—	97,281	1,588
Total	\$ 12,736	\$ 2,600	\$ 100,144	\$ 3,380
Not Designated as Hedges				
Foreign exchange forward contracts	\$ 6,652	\$ —	\$ 1,353	\$ —
DIO equity option contracts	—	—	—	153
Interest rate swaps	—	—	114	416
Cross currency basis swaps	537	—	40,026	55,858
Total	\$ 7,189	\$ —	\$ 41,493	\$ 56,427

Balance Sheet Offsetting

Substantially all of the Company's derivative contracts are subject to netting arrangements, whereby the right to offset occurs in the event of default or termination in accordance with the terms of the arrangements with the counterparty. While these contracts contain the enforceable right to offset through netting arrangements, the Company elects to present them on a gross basis in the Consolidated Balance Sheets.

Offsetting of financial assets and liabilities under netting arrangements at June 30, 2013:

(in thousands)	Gross Amounts Recognized	Gross Amount Offset in the Consolidated Balance Sheets	Net Amounts Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets		Net Amount
				Financial Instruments	Cash Collateral Received/Pledged	
Assets						
Derivative contracts						
Counterparty A	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Counterparty B	5,584	—	5,584	(649)	—	4,935
Counterparty C	10,098	—	10,098	(10,098)	—	—
Counterparty D	5,147	—	5,147	(5,147)	—	—
Counterparty E	2,632	—	2,632	(2,632)	—	—
Counterparty F	1,663	—	1,663	(1,663)	—	—
All Other	9,861	—	9,861	(3,587)	—	6,274
Total Assets	\$ 34,985	\$ —	\$ 34,985	\$ (23,776)	\$ —	\$ 11,209

(in thousands)	Gross Amounts Recognized	Gross Amount Offset in the Consolidated Balance Sheets	Net Amounts Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets		Net Amount
				Financial Instruments	Cash Collateral Received/Pledged	
Liabilities						
Derivative contracts						
Counterparty A	\$ 13,086	\$ —	\$ 13,086	\$ —	\$ —	\$ 13,086
Counterparty B	649	—	649	(649)	—	—
Counterparty C	16,237	—	16,237	(10,098)	—	6,139
Counterparty D	11,485	—	11,485	(5,147)	—	6,338
Counterparty E	21,103	—	21,103	(2,632)	—	18,471
Counterparty F	34,917	—	34,917	(1,663)	—	33,254
All Other	11,815	—	11,815	(3,587)	—	8,228
Total Liabilities	<u>\$ 109,292</u>	<u>\$ —</u>	<u>\$ 109,292</u>	<u>\$ (23,776)</u>	<u>\$ —</u>	<u>\$ 85,516</u>

Offsetting of financial assets and liabilities under netting arrangements at December 31, 2012:

(in thousands)	Gross Amounts Recognized	Gross Amount Offset in the Consolidated Balance Sheets	Net Amounts Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets		Net Amount
				Financial Instruments	Cash Collateral Received/Pledged	
Assets						
Derivative contracts						
Counterparty A	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Counterparty B	2,110	—	2,110	(1,142)	—	968
Counterparty C	9,682	—	9,682	(9,682)	—	—
Counterparty D	1,618	—	1,618	(1,618)	—	—
Counterparty E	1,579	—	1,579	(1,579)	—	—
Counterparty F	183	—	183	(183)	—	—
All Other	7,353	—	7,353	(2,894)	—	4,459
Total Assets	<u>\$ 22,525</u>	<u>\$ —</u>	<u>\$ 22,525</u>	<u>\$ (17,098)</u>	<u>\$ —</u>	<u>\$ 5,427</u>

(in thousands)	Gross Amounts Recognized	Gross Amount Offset in the Consolidated Balance Sheets	Net Amounts Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets		Net Amount
				Financial Instruments	Cash Collateral Received/Pledged	
Liabilities						
Derivative contracts						
Counterparty A	\$ 40,176	\$ —	\$ 40,176	\$ —	\$ —	\$ 40,176
Counterparty B	1,142	—	1,142	(1,142)	—	—
Counterparty C	38,019	—	38,019	(9,682)	—	28,337
Counterparty D	10,432	—	10,432	(1,618)	—	8,814
Counterparty E	17,802	—	17,802	(1,579)	—	16,223
Counterparty F	84,260	—	84,260	(183)	—	84,077
All Other	9,613	—	9,613	(2,894)	—	6,719
Total Liabilities	\$ 201,444	\$ —	\$ 201,444	\$ (17,098)	\$ —	\$ 184,346

The following tables summarize the statements of operations impact of the Company's cash flow hedges for the three and six months ended June 30, 2013 and 2012:

Three Months Ended June 30, 2013

Derivatives in Cash Flow Hedging

(in thousands)	Gain (Loss) in AOCI	Classification of Gains (Losses)	Effective Portion Reclassified from AOCI into Income
Interest rate swaps	\$ 401	Interest expense	\$ (918)
Foreign exchange forward contracts	(5,324)	Cost of products sold	631
Foreign exchange forward contracts	(97)	SG&A expenses	(10)
Commodity contracts	(1,243)	Cost of products sold	45
Total	\$ (6,263)		\$ (252)

Derivatives in Cash Flow Hedging

(in thousands)	Classification of Gains (Losses)	Ineffective Portion Recognized in Income
Foreign exchange forward contracts	Other expense (income), net	\$ 202
Commodity contracts	Interest expense	(27)
Total		\$ 175

Three Months Ended June 30, 2012

Derivatives in Cash Flow Hedging

(in thousands)	Gain (Loss) in AOCI	Classification of Gains (Losses)	Effective Portion Reclassified from AOCI into Income
Interest rate swaps	\$ (727)	Interest expense	\$ (897)
Foreign exchange forward contracts	4,785	Cost of products sold	1,842
Foreign exchange forward contracts	391	SG&A expenses	226
Commodity contracts	(581)	Cost of products sold	96
Total	\$ 3,868		\$ 1,267

Derivatives in Cash Flow Hedging

(in thousands)	Classification of Gains (Losses)	Ineffective Portion Recognized in Income
Foreign exchange forward contracts	Other expense (income), net	\$ 278
Commodity contracts	Interest expense	11
Total		\$ 289

Six Months Ended June 30, 2013

Derivatives in Cash Flow Hedging

(in thousands)	Gain (Loss) in AOCI	Classification of Gains (Losses)	Effective Portion Reclassified from AOCI into Income
Interest rate swaps	\$ 593	Interest expense	\$ (1,830)
Foreign exchange forward contracts	(1,302)	Cost of products sold	1,129
Foreign exchange forward contracts	89	SG&A expenses	(40)
Commodity contracts	(1,259)	Cost of products sold	202
Total	\$ (1,879)		\$ (539)

Derivatives in Cash Flow Hedging

(in thousands)	Classification of Gains (Losses)	Ineffective Portion Recognized in Income
Foreign exchange forward contracts	Other expense (income), net	\$ 189
Commodity contracts	Interest expense	(40)
Total		\$ 149

Six Months Ended June 30, 2012

Derivatives in Cash Flow Hedging

(in thousands)	Gain (Loss) in AOCI	Classification of Gains (Losses)	Effective Portion Reclassified from AOCI into Income
Interest rate swaps	\$ (1,399)	Interest expense	\$ (1,802)
Foreign exchange forward contracts	3,351	Cost of products sold	2,992
Foreign exchange forward contracts	302	SG&A expenses	457
Commodity contracts	257	Cost of products sold	50
Total	\$ 2,511		\$ 1,697

Derivatives in Cash Flow Hedging

(in thousands)	Classification of Gains (Losses)	Ineffective Portion Recognized in Income
Foreign exchange forward contracts	Other expense (income), net	\$ 478
Commodity contracts	Interest expense	(6)
Total		\$ 472

The following tables summarize the statements of operations impact of the Company's hedges of net investments for the three and six months ended June 30, 2013 and 2012:

Three Months Ended June 30, 2013

Derivatives in Net Investment Hedging

(in thousands)	Gain (Loss) in AOCI	Classification of Gains (Losses)	Gain (Loss) Recognized in Income
Cross currency basis swaps	\$ (13,735)	Interest income	\$ 1,270
		Interest expense	1,345
Total	\$ (13,735)		\$ 2,615

Three Months Ended June 30, 2012

Derivatives in Net Investment Hedging

(in thousands)	Gain (Loss) in AOCI	Classification of Gains (Losses)	Gain (Loss) Recognized in Income
Cross currency basis swaps	\$ 73,784	Interest income	\$ 861
		Interest expense	(412)
Total	\$ 73,784		\$ 449

Six Months Ended June 30, 2013

Derivatives in Net Investment Hedging

(in thousands)	Gain (Loss) in AOCI	Classification of Gains (Losses)	Gain (Loss) Recognized in Income
Cross currency basis swaps	\$ 26,150	Interest income	\$ 2,657
		Interest expense	(257)
Total	\$ 26,150		\$ 2,400

Six Months Ended June 30, 2012

Derivatives in Net Investment Hedging

(in thousands)	Gain (Loss) in AOCI	Classification of Gains (Losses)	Gain (Loss) Recognized in Income
Cross currency basis swaps	\$ 23,415	Interest income	\$ 1,633
		Interest expense	(1,618)
Total	\$ 23,415		\$ 15

The following tables summarize the statements of operations impact of the Company's hedges of fair value for the three and six months ended June 30, 2013 and 2012:

Derivatives in Fair Value Hedging

(in thousands)	Classification of Gains (Losses)	Three Months Ended June 30,		Six Months Ended June 30,	
		2013	2012	2013	2012
Interest rate swaps	Interest expense	\$ (151)	\$ 646	\$ (89)	\$ 1,485
Total		\$ (151)	\$ 646	\$ (89)	\$ 1,485

The following table summarizes the statements of operations impact of the Company's hedges not designated as hedging for the three and six months ended June 30, 2013 and 2012:

Derivatives Not Designated as Hedging

(in thousands)	Classification of Gains (Losses)	Three Months Ended June 30,		Six Months Ended June 30,	
		2013	2012	2013	2012
Foreign exchange forward contracts (a)	Other expense (income), net	\$ 568	\$ (2,545)	\$ 3,083	\$ 306
DIO equity option contracts	Other expense (income), net	45	95	13	(178)
Interest rate swaps	Interest expense	11	(45)	21	(87)
Cross currency basis swaps (a)	Other expense (income), net	24,057	(30,661)	(1,376)	(12,116)
Total		\$ 24,681	\$ (33,156)	\$ 1,741	\$ (12,075)

(a) The gains and losses on these derivative transactions offset the gains and losses generated by the revaluation of the underlying non-functional currency balances which are recorded in "Other expense (income), net" on the Consolidated Statements of Operations.

Amounts recorded in AOCI related to cash flow hedging instruments for the three and six months ended June 30, 2013 and 2012:

(in thousands, net of tax)	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Beginning balance	\$ (13,852)	\$ (13,944)	\$ (17,481)	\$ (12,737)
Changes in fair value of derivatives	(5,010)	2,980	(1,503)	2,312
Reclassifications to earnings from equity	81	(1,193)	203	(1,732)
Total activity	(4,929)	1,787	(1,300)	580
Ending balance	\$ (18,781)	\$ (12,157)	\$ (18,781)	\$ (12,157)

Amounts recorded in AOCI related to hedges of net investments in foreign operations for the three and six months ended June 30, 2013 and 2012:

(in thousands, net of tax)	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Beginning balance	\$ (140,304)	\$ (42,524)	\$ (71,358)	\$ (143,730)
Foreign currency translation adjustment	1,316	(175,281)	(100,623)	(48,473)
Changes in fair value of:				
Foreign currency debt	4,014	(1,262)	12,518	4,062
Derivative hedge instruments	(8,433)	45,303	16,056	14,377
Total activity	(3,103)	(131,240)	(72,049)	(30,034)
Ending balance	\$ (143,407)	\$ (173,764)	\$ (143,407)	\$ (173,764)

NOTE 11 – FAIR VALUE MEASUREMENT

The Company records financial instruments at fair value with unrealized gains and losses related to certain financial instruments reflected in AOCI on the Consolidated Balance Sheets. In addition, the Company recognizes certain liabilities at fair value. The Company applies the market approach for recurring fair value measurements. Accordingly, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

The fair value of financial instruments is determined by reference to various market data and other valuation techniques as appropriate. The Company believes the carrying amounts of cash and cash equivalents, accounts receivable (net of allowance for doubtful accounts), prepaid expenses and other current assets, accounts payable, accrued liabilities, income taxes payable and notes payable approximate fair value due to the short-term nature of these instruments. The Company estimated the fair value and carrying value of total long-term debt, including the current portion, was \$1,480.0 million and \$1,450.3 million, respectively, at June 30, 2013. At December 31, 2012, the Company estimated the fair value and carrying value, including the current portion, was \$1,515.2 million and \$1,472.9 million respectively. The interest rate on the \$450.0 million Senior Notes, the \$300.0 million Senior Notes, and the \$250.0 million PPN are fixed rates of 4.1%, 2.8% and 4.1%, respectively, and their fair value is based on the interest rates as of June 30, 2013. The interest rates on variable rate term loan debt and commercial paper are consistent with current market conditions, therefore the fair value of these instruments approximates their carrying values.

The following tables set forth by level within the fair value hierarchy the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis at June 30, 2013 and December 31, 2012, which are classified as "Cash and cash equivalents," "Prepaid expenses and other current assets," "Other noncurrent assets, net," "Accrued liabilities," and "Other noncurrent liabilities" in the Consolidated Balance Sheets. Financial assets and liabilities that are recorded at fair value as of the balance sheet date are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

June 30, 2013

(in thousands)	Total	Level 1	Level 2	Level 3
Assets				
Interest rate swaps	\$ 3,547	\$ —	\$ 3,547	\$ —
Cross currency basis swaps	25,785	—	25,785	—
Foreign exchange forward contracts	5,652	—	5,652	—
DIO Corporate convertible bonds	61,558	—	—	61,558
Total assets	\$ 96,542	\$ —	\$ 34,984	\$ 61,558
Liabilities				
Interest rate swaps	\$ 1,141	\$ —	\$ 1,141	\$ —
Commodity contracts	1,258	—	1,258	—
Cross currency basis swaps	99,034	—	99,034	—
Foreign exchange forward contracts	7,719	—	7,719	—
Long term debt	153,214	—	153,214	—
DIO equity option contracts	139	—	—	139
Total liabilities	\$ 262,505	\$ —	\$ 262,366	\$ 139

December 31, 2012

(in thousands)	Total	Level 1	Level 2	Level 3
Assets				
Interest rate swaps	\$ 4,727	\$ —	\$ 4,727	\$ —
Cross currency basis swaps	8,728	—	8,728	—
Foreign exchange forward contracts	9,070	—	9,070	—
DIO Corporate convertible bonds	75,143	—	—	75,143
Total assets	\$ 97,668	\$ —	\$ 22,525	\$ 75,143
Liabilities				
Interest rate swaps	\$ 2,003	\$ —	\$ 2,003	\$ —
Commodity contracts	95	—	95	—
Cross currency basis swaps	194,753	—	194,753	—
Foreign exchange forward contracts	4,440	—	4,440	—
Long term debt	154,560	—	154,560	—
DIO equity option contracts	153	—	—	153
Total liabilities	\$ 356,004	\$ —	\$ 355,851	\$ 153

Derivative valuations are based on observable inputs to the valuation model including interest rates, foreign currency exchange rates, future commodities prices and credit risks. The commodity contracts, certain interest rate swaps and foreign exchange forward contracts are considered cash flow hedges and certain cross currency interest rate swaps are considered hedges of net investments in foreign operations as discussed in Note 10, Financial Instruments and Derivatives.

The Company uses the income method valuation technique to estimate the fair value of the DIO corporate bonds. The significant unobservable inputs for valuing the corporate bonds are DIO Corporation's stock volatility factor of approximately 40% and corporate bond rating which implies approximately a 15% discount rate on the valuation model. Significant observable inputs used to value the corporate bonds include foreign exchange rates and DIO Corporation's period-ending market stock price.

The Company has valued the DIO equity option contracts using a Monte Carlo simulation which uses several estimates and probability assumptions by management including the future stock price, the stock price as a multiple of DIO earnings and the probability of the sellers to reduce their shares held by selling into the open market. The fair value of equity option contracts are reported in "Other noncurrent liabilities," on the Consolidated Balance Sheets and changes in the fair value are reported in "Other expense (income), net" in the Consolidated Statements of Operations.

The following table presents a reconciliation of the Company's Level 3 holdings measured at fair value on a recurring basis using unobservable inputs:

(in thousands)	DIO Corporate Convertible Bonds	DIO Equity Options Contracts
Balance at December 31, 2012	\$ 75,143	\$ (153)
Unrealized loss:		
Reported in AOCI, pretax	(12,707)	—
Unrealized gain:		
Reported in other expense (income), net	—	13
Effects of exchange rate changes	(878)	1
Balance at June 30, 2013	<u>\$ 61,558</u>	<u>\$ (139)</u>

For the six months ended June 30, 2013, there were no purchases, issuances or transfers of Level 3 financial instruments.

NOTE 12 – INCOME TAXES

Uncertainties in Income Taxes

The Company recognizes in the consolidated financial statements, the impact of a tax position, if that position is more likely than not of being sustained on audit, based on the technical merits of the position.

It is reasonably possible that certain amounts of unrecognized tax benefits will significantly increase or decrease within twelve months of the reporting date of the Company's consolidated financial statements. Expiration of statutes of limitation in various jurisdictions during the next twelve months could include unrecognized tax benefits of approximately \$0.8 million.

NOTE 13 – GOODWILL AND INTANGIBLE ASSETS

The Company performed the required annual impairment tests of goodwill as of April 30, 2013 on thirteen reporting units. To determine the fair value of the Company's reporting units, the Company uses a discounted cash flow model with market-based support as its valuation technique to measure the fair value for its reporting units. The discounted cash flow model uses five-year forecasted cash flows plus a terminal value based on a multiple of earnings. In addition, the Company applies gross margin and operating expense assumptions consistent with historical trends. The total cash flows were discounted based on a range between 8.4% to 11.5%, which included assumptions regarding the Company's weighted-average cost of capital. The Company considered the current market conditions both in the U.S. and globally, when determining its assumptions. Lastly, the Company reconciled the aggregated fair values of its reporting units to its market capitalization, which included a reasonable control premium based on market conditions. As a result of the annual impairment tests of goodwill, no impairment was identified.

A reconciliation of changes in the Company's goodwill is as follows:

(in thousands)	Dental Consumable and Laboratory Businesses	Orthodontics/Canada/Mexico/Japan	Select Distribution Businesses	Implants/Endodontics/Healthcare/Pacific Rim	Total
Balance at December 31, 2012	\$ 488,206	\$ 102,065	\$ 92,473	\$ 1,528,209	\$ 2,210,953
Business unit transfer (a)	—	(4,364)	(13,770)	18,134	—
Effects of exchange rate changes	(2,773)	(3,568)	(970)	(45,113)	(52,424)
Balance at June 30, 2013	<u>\$ 485,433</u>	<u>\$ 94,133</u>	<u>\$ 77,733</u>	<u>\$ 1,501,230</u>	<u>\$ 2,158,529</u>

(a) Goodwill moved represents the business unit's relative fair value within the segment from which it was moved from as required by US GAAP.

Identifiable definite-lived and indefinite-lived intangible assets consist of the following:

(in thousands)	June 30, 2013			December 31, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Patents	\$ 178,253	\$ (85,481)	\$ 92,772	\$ 179,512	\$ (81,390)	\$ 98,122
Trademarks	81,372	(34,859)	46,513	83,073	(33,129)	49,944
Licensing agreements	31,423	(19,801)	11,622	30,695	(18,966)	11,729
Customer relationships	477,507	(64,650)	412,857	491,859	(50,632)	441,227
Total definite-lived	\$ 768,555	\$ (204,791)	\$ 563,764	\$ 785,139	\$ (184,117)	\$ 601,022
Trademarks and In-process R&D	\$ 222,903	\$ —	\$ 222,903	\$ 229,620	\$ —	\$ 229,620
Total identifiable intangible assets	\$ 991,458	\$ (204,791)	\$ 786,667	\$ 1,014,759	\$ (184,117)	\$ 830,642

NOTE 14 – COMMITMENTS AND CONTINGENCIES

Litigation

On June 18, 2004, Marvin Weinstat, DDS and Richard Nathan, DDS filed a class action suit in San Francisco County, California alleging that the Company misrepresented that its Cavitron® ultrasonic scalers are suitable for use in oral surgical procedures. The Complaint seeks a recall of the product and refund of its purchase price to dentists who have purchased it for use in oral surgery. The Court certified the case as a class action in June 2006 with respect to the breach of warranty and unfair business practices claims. The class that was certified is defined as California dental professionals who, at any time during the period beginning June 18, 2000 through September 14, 2012, purchased and used one or more Cavitron® ultrasonic scalers for the performance of oral surgical procedures on their patients, which Cavitrons® were accompanied by Directions for Use that “Indicated” Cavitron® use for “periodontal debridement for all types of periodontal disease.” A Class Notice was mailed on September 14, 2012. The Company is filing a Motion for Decertification which will be the subject of a hearing in mid-August. The case is currently scheduled for trial in September 2013.

On December 12, 2006, a Complaint was filed by Carole Hildebrand, DDS and Robert Jaffin, DDS in the Eastern District of Pennsylvania (the Plaintiffs subsequently added Dr. Mitchell Goldman as a named class representative). The case was filed by the same law firm that filed the Weinstat case in California. The Complaint asserts putative class action claims on behalf of dentists located in New Jersey and Pennsylvania. The Complaint seeks damages and asserts that the Company’s Cavitron® ultrasonic scaler was negligently designed and sold in breach of contract and warranty arising from misrepresentations about the potential uses of the product because it cannot assure the delivery of potable or sterile water. Following dismissal of the case for lack of jurisdiction, the plaintiffs filed a second complaint under the name of Dr. Hildebrand’s corporate practice. The Company’s motion to dismiss this new complaint was denied and the case will now proceed under the name “Center City Periodontists.” The Court recently granted the Company’s Motion and dismissed plaintiffs’ New Jersey Consumer Fraud and negligent design claims, leaving only a breach of express warranty claim.

The Company does not believe a loss is probable related to the above litigation. Further a reasonable estimate of a possible range of loss cannot be made. In the event that one or more of these matters is unfavorably resolved, it is possible the Company’s results from operations could be materially impacted.

In 2012, the Company received subpoenas from the United States Attorney’s Office for the Southern District of Indiana (the “USAO”) and from the Office of Foreign Assets Control of the United States Department of the Treasury (“OFAC”) requesting documents and information related to compliance with export controls and economic sanctions regulations by certain of its subsidiaries. The Company has voluntarily contacted OFAC and the Bureau of Industry and Security of the United States Department of Commerce (“BIS”), in connection with these matters as well as regarding compliance with export controls and economic sanctions regulations by certain other business units of the Company identified in connection with an ongoing internal review by the Company. The Company is cooperating with the USAO, OFAC and BIS with respect to these matters.

At this stage of the inquiries, the Company is unable to predict the ultimate outcome of these matters or what impact, if any, the outcome of these matters might have on the Company's consolidated financial position, results of operations or cash flows. Violations of export control or economic sanctions laws or regulations could result in a range of governmental enforcement actions, including fines or penalties, injunctions and/or criminal or other civil proceedings, which actions could have a material adverse effect on the Company's reputation, business, financial condition and results of operations. At this time, no claims have been made against the Company.

In addition to the matters disclosed above, the Company is, from time to time, subject to a variety of litigation and similar proceedings incidental to its business. These legal matters primarily involve claims for damages arising out of the use of the Company's products and services and claims relating to intellectual property matters, employment matters, tax matters, commercial disputes, competition and sales and trading practices, personal injury and insurance coverage. The Company may also become subject to lawsuits as a result of past or future acquisitions or as a result of liabilities retained from, or representations, warranties or indemnities provided in connection with, divested businesses. Some of these lawsuits may include claims for punitive and consequential, as well as compensatory damages. Based upon the Company's experience, current information and applicable law, it does not believe that these proceedings and claims will have a material adverse effect on its consolidated results of operations, financial position or liquidity. However, in the event of unexpected further developments, it is possible that the ultimate resolution of these matters, or other similar matters, if unfavorable, may be materially adverse to the Company's business, financial condition, results of operations or liquidity.

While the Company maintains general, products, property, workers' compensation, automobile, cargo, aviation, crime, fiduciary and directors' and officers' liability insurance up to certain limits that cover certain of these claims, this insurance may be insufficient or unavailable to cover such losses. In addition, while the Company believes it is entitled to indemnification from third parties for some of these claims, these rights may also be insufficient or unavailable to cover such losses.

Purchase Commitments

From time to time, the Company enters into long-term inventory purchase commitments with minimum purchase requirements for raw materials and finished goods to ensure the availability of products for production and distribution. These commitments may have a significant impact on levels of inventory maintained by the Company.

Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations

This report contains information that may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Generally, the use of terms such as “may,” “could,” “expect,” “intend,” “believe,” “plan,” “estimate,” “forecast,” “project,” “anticipate,” and similar expressions identify forward-looking statements. All statements that address operating performance, events or developments that DENTSPLY International Inc. (“DENTSPLY” or the “Company”) expects or anticipates will occur in the future are forward-looking statements. Forward-looking statements are based on management’s current expectations and beliefs, and are inherently susceptible to uncertainty, risks, and changes in circumstances that could cause actual results to differ materially from the Company’s historical experience and our present expectations or projections. These risks and uncertainties include, but are not limited to, those described in Part I, Item 1A (“Risk Factors”) of the Company’s Form 10-K for the year ended December 31, 2012 and those described from time to time in our future reports filed with the Securities and Exchange Commission. The Company undertakes no duty and has no obligation to update forward-looking statements as a result of future events or developments.

OVERVIEW

Highlights

- For the quarter ended June 30, 2013, worldwide internal sales growth, excluding precious metal content, was 2.7%, with the United States experiencing strong internal sales growth of 6.2% for the quarter, followed by Europe with 1.0% and rest of world with 0.9%. For the first six months of 2013, internal growth was 2.1%, with the United States growing at 4.1%, Europe up 0.9% and the rest of world up 1.8%.
- The second quarter 2013 earnings per share of \$0.60 grew 7.1% from \$0.56 in the same period in 2012. On an adjusted basis, a non-GAAP measure, earnings per share of \$0.66 grew 6.5% from \$0.62 in the second quarter of 2012. For the first six months of 2013 earnings per diluted share was \$1.10 compared with \$0.93 in the same prior year period. Adjusted earnings per share, a non-GAAP measure, were \$1.18 in 2013 and \$1.14 in the same 2012 period.
- Operating cash flow in the first six months of 2013 was \$132 million, a 28% increase versus \$103 million for the first six months 2012.

Company Profile

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. The Company also has strategically located distribution centers to enable it to better serve its customers and increase its operating efficiency. While the United States and Europe are the Company’s largest markets, the Company serves all major markets worldwide.

Principal Products

The Company has four principal product categories: 1) Dental Consumable Products; 2) Dental Laboratory Products; 3) Dental Specialty Products; and 4) Consumable Medical Device Products.

Dental consumable products consist of dental sundries and small equipment used in dental offices in the treatment of patients. The Company manufactures a wide variety of different dental sundry consumable products marketed under more than one hundred brand names. DENTSPLY’s dental sundry products within this category include dental anesthetics, prophylaxis paste, dental sealants, impression materials, restorative materials, tooth whiteners and topical fluoride. Small equipment products in the dental consumable category consist of various durable goods used in dental offices for treatment of patients. DENTSPLY’s small equipment products include high and low speed handpieces, intraoral curing light systems, dental diagnostic systems, and ultrasonic scalers and polishers.

DENTSPLY’s products in the dental laboratory products category include dental prosthetics, including artificial teeth, precious metal dental alloys, dental ceramics and crown and bridge materials. Equipment in this category includes computer aided machining (CAM) ceramic systems and porcelain furnaces.

Dental specialty products are specialized treatment products used within the dental office and laboratory settings. DENTSPLY's products in this category include endodontic (root canal) instruments and materials, implants and related products, bone grafting materials, 3D digital implantology, dental lasers and orthodontic appliances and accessories.

Consumable medical device products consist mainly of urological products including catheters, certain surgical products, medical drills and other non-medical products.

Principal Measurements

The principal measurements used by the Company in evaluating its business are: (1) internal growth by geographic region; (2) constant currency growth by geographic region; (3) operating margins of each reportable segment including product pricing and cost controls; (4) the development, introduction and contribution of innovative new products; and (5) growth through acquisition.

The Company defines "internal growth" as the increase or decrease in net sales from period to period, excluding (1) precious metal content; (2) the impact of changes in currency exchange rates; and (3) net acquisition growth. The Company defines "net acquisition growth" as the net sales for a period of twelve months following the transaction date of businesses that have been acquired, less the net sales for a period of twelve months prior to the transaction date of businesses that have been divested. The Company defines "constant currency growth" as internal growth plus net acquisition growth.

Management believes that internal growth in the range of 3% to 6% is a long-term targeted rate for the Company. The internal growth rate may vary outside of this range based on economic conditions. Historical trends show that growth in the dental industry generally performs better than the overall economy; however, it typically lags the economic trend going into and coming out of slower growth or recessionary periods. Over the past several years, growth in the global dental markets has been restrained by lower market growth in Western Europe compared to historical averages. There can be no assurance that the Company's assumptions concerning the growth rates in its markets will continue in the future. If such rates are less than expected, the Company's projected growth rates and results of operations may be adversely affected.

Price changes, other marketing and promotional programs offered to customers from time to time, the management of inventory levels by distributors and the implementation of strategic initiatives may impact sales and inventory levels in a given period.

The Company has a focus on minimizing costs and achieving operational efficiencies. Management continues to evaluate the consolidation of operations or functions to reduce costs. In addition, the Company remains focused on enhancing efficiency through expanded use of technology and process improvement initiatives. The Company believes that the benefits from these initiatives will improve the cost structure and help offset areas of rising costs such as energy, employee benefits and regulatory oversight and compliance.

Product innovation is a key component of the Company's overall growth strategy. New advances in technology are anticipated to have a significant influence on future products in the professional dental and consumable medical device markets in which the Company operates. As a result, the Company continues to pursue research and development initiatives to support technological development, including collaborations with various research institutions and dental schools. In addition, the Company licenses and purchases technologies developed by third parties. Although the Company believes these activities will lead to new innovative dental and consumable medical device products, they involve new technologies and there can be no assurance that commercialized products will be developed.

The Company intends to continue to pursue opportunities to expand the Company's product offerings through acquisitions. Although the professional dental and the consumable medical device markets in which the Company operates have experienced consolidation, they are still fragmented industries. Management believes that there will continue to be adequate opportunities to participate as a consolidator in the industries for the foreseeable future, however it plans to be very focused in the near-term on the integration of its recent acquisitions and associated debt reduction.

Impact of Foreign Currencies

Due to the international nature of DENTSPLY's business, movements in foreign exchange rates may impact the consolidated statements of operations. With approximately two-thirds of the Company's sales located in regions outside the United States, the Company's consolidated net sales are impacted negatively by the strengthening or positively by the weakening of the U.S. dollar against various foreign currencies. Additionally, movements in certain foreign exchange rates may unfavorably or favorably impact the Company's results of operations, financial condition and liquidity.

Reclassification of Prior Year Amounts

In the first half of 2013, the Company realigned certain implant and implant related businesses as a result of changes to the business structure. The segment information below reflects the revised structure for all periods shown.

RESULTS OF OPERATIONS, QUARTER ENDED JUNE 30, 2013 COMPARED TO QUARTER ENDED JUNE 30, 2012

Net Sales

Management believes that the presentation of net sales, excluding precious metal content, provides useful information to investors because a significant portion of DENTSPLY's net sales is comprised of sales of precious metals generated through sales of the Company's precious metal dental alloy products, which are used by third parties to construct crown and bridge materials. 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, DENTSPLY reports net 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. The Company uses its cost of precious metal purchased as a proxy for the precious metal content of sales, as the precious metal content of sales is not separately tracked and invoiced to customers. The Company believes that it is reasonable to use the cost of precious metal content purchased in this manner since precious metal dental alloy sale prices are typically adjusted when the prices of underlying precious metals change.

The presentation of net sales, excluding precious metal content, is considered a measure not calculated in accordance with the generally accepted accounting principles in the United States ("US GAAP"), and is therefore considered a non-US GAAP measure. The Company provides the following reconciliation of net sales to net sales, excluding precious metal content. The Company's definitions and calculations of net sales, excluding precious metal content, and other operating measures derived using net sales, excluding precious metal content, may not necessarily be the same as those used by other companies.

(in millions)	Three Months Ended June 30,			
	2013	2012	\$ Change	% Change
Net sales	\$ 761.0	\$ 763.0	\$ (2.0)	(0.3%)
Less: precious metal content of sales	45.0	64.5	(19.5)	(30.2%)
Net sales, excluding precious metal content	\$ 716.0	\$ 698.5	\$ 17.5	2.5%

Net sales, excluding precious metal content, for the three months ended June 30, 2013 was \$716.0 million, an increase of 2.5% over the second quarter of 2012. The change in net sales, excluding precious metal content, was primarily a result of internal growth. Precious metal content of sales declined primarily as a result of lower refinery volume as compared to the same year ago period.

Constant Currency and Internal Sales Growth

The following table includes growth rates for net sales, excluding precious metal content, for the three months ended June 30, 2013 compared with the three months ended June 30, 2012.

	Three Months Ended June 30, 2013			
	United States	Europe	All Other Regions	Worldwide
Internal sales growth	6.2%	1.0%	0.9%	2.7%
Acquisition sales growth	—%	0.1%	—%	—%
Constant currency sales growth	6.2%	1.1%	0.9%	2.7%

United States

Net sales, excluding precious metal content, increased by 6.2% in the second quarter of 2013 as compared to the second quarter of 2012, led by strong internal sales growth in dental specialty products.

Europe

Net sales, excluding precious metal content, increased by 1.1% in the second quarter of 2013 on a constant currency basis, including 1.0% of internal sales growth. The internal growth reflects growth in sales of dental consumable and dental laboratory products, while sales of dental specialty products contracted slightly.

All Other Regions

Net sales, excluding precious metal content, in the other regions of the world increased by 0.9% in the second quarter of 2013 on a constant currency and internal sales growth basis primarily due to the increased demand for dental consumable products. Growth was negatively impacted by the Company's strategic decision in the second quarter to modify its distribution channel in the Middle East by discontinuing sales to certain dealers in the region.

Gross Profit

(in millions)	Three Months Ended			
	June 30,			
	2013	2012	\$ Change	% Change
Gross profit	\$ 415.0	\$ 407.5	\$ 7.5	1.8%
Gross profit as a percentage of net sales, including precious metal content	54.5%	53.4%		
Gross profit as a percentage of net sales, excluding precious metal content	58.0%	58.3%		

Gross profit as a percentage of net sales, excluding precious metal content, decreased by 30 basis points for the quarter ended June 30, 2013 compared to the same quarter of 2012. The margin rate was primarily impacted by the medical device federal excise tax under the Affordable Care Act effective January 1, 2013.

Operating Expenses

(in millions)	Three Months Ended			
	June 30,			
	2013	2012	\$ Change	% Change
Selling, general and administrative expenses ("SG&A")	\$ 289.9	\$ 296.0	\$ (6.1)	(2.1%)
Restructuring and other costs	\$ 2.2	\$ 2.5	\$ (0.3)	(12.0%)
SG&A as a percentage of net sales, including precious metal content	38.1%	38.8%		
SG&A as a percentage of net sales, excluding precious metal content	40.5%	42.4%		

SG&A Expenses

SG&A expenses as a percentage of net sales, excluding precious metal content, decreased in the quarter ended June 30, 2013 by 190 basis points when compared to the same quarter of 2012. This improvement was primarily due to cost savings across a number of businesses and synergies from the integration of recent acquisitions, including lower marketing expenses.

Restructuring and Other Costs

During the quarter ended June 30, 2013, the Company recorded net restructuring and other costs of \$2.2 million. In the same quarter of 2012, the Company incurred costs of \$2.5 million (See also Note 9, Restructuring and Other Costs, of the Notes to Unaudited Interim Consolidated Financial Statements).

Other Income and Expense

(in millions)	Three Months Ended June 30,		Change
	2013	2012	
Net interest expense	\$ 9.3	\$ 12.3	\$ (3.0)
Other expense (income), net	4.2	1.0	3.2
Net interest and other expense	\$ 13.5	\$ 13.3	\$ 0.2

Net Interest Expense

Net interest expense for the second quarter of 2013 was \$3.0 million lower compared to the three months ended June 30, 2012. The net decrease is a result of lower average debt levels in 2013 compared to the same period of 2012 and non-cash fair value adjustments of \$1.1 million related to cross currency basis swaps designated as net investment hedges and credit risk adjustment on the fair value of the Company's total hedge portfolio.

Other Expense (Income), Net

Other expense (income), net in the second quarter of 2013 was \$3.2 million higher compared to the three months ended June 30, 2012. Other expense (income), net in the three months ended June 30, 2013 of \$4.2 million is comprised primarily of \$2.8 million of non-cash charges relating to fair value adjustments on cross currency basis swaps not designated as hedges that offset currency risk on intercompany loans and \$1.1 million currency transaction losses. Other expense (income), net in the three months ended June 30, 2012 was \$1.0 million including \$0.6 million of currency transaction losses.

Income Taxes and Net Income

(in millions, except per share data)	Three Months Ended June 30,		\$ Change
	2013	2012	
Effective income tax rate	20.9%	15.6%	
Equity in net earnings of unconsolidated affiliated company	\$ 2.2	\$ 1.3	\$ 0.9
Net income attributable to noncontrolling interests	\$ 1.5	\$ 1.3	\$ 0.2
Net income attributable to DENTSPLY International	\$ 87.2	\$ 80.8	\$ 6.4
Earnings per common share - diluted	\$ 0.60	\$ 0.56	

Provision for Income Taxes

The Company's effective tax rate for the second quarter of 2013 and 2012 was 20.9% and 15.6%, respectively. The Company's effective tax rate for the three months of 2013 was favorably impacted by the Company's post-acquisition restructuring activities. The second quarter of 2012 included a favorable impact to the tax rate of \$5.5 million as a result of a favorable resolution of tax contingencies that did not impact the same period in 2013.

The Company's effective income tax rate for 2013 includes the impact of amortization on purchased intangibles assets, integration and restructuring and other costs, income related to credit risk adjustments on outstanding derivatives and various income tax adjustments which impacted income before income taxes and the provision for income taxes by \$15.6 million and \$4.6 million, respectively.

In 2012, the Company's effective income tax rate included the impact of amortization on purchased intangibles assets, integration and restructuring and other costs and various income tax adjustments which impacted income before income taxes and the provision for income taxes by \$20.7 million and \$12.0 million, respectively.

Equity in net earnings of unconsolidated affiliated company

The Company's 17% ownership investment of DIO Corporation ("DIO") resulted in a net income of \$2.2 million and \$1.3 million on an after-tax basis for the second quarter of 2013 and 2012, respectively. The equity earnings of DIO includes the result of mark-to-market changes related to the derivative accounting for the convertible bonds issued by DIO to DENTSPLY. The Company's portion of the mark-to-market net income recorded by DIO for the second quarter of 2013 and 2012 was approximately \$2.4 million and \$1.0 million, respectively.

Net Income attributable to DENTSPLY International

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, including legal settlements.* 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. Following a significant acquisition 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 at 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.

(in thousands, except per share amounts)	Three Months Ended June 30, 2013	
	Net Income	Per Diluted Common Share
Net income attributable to DENTSPLY International	\$ 87,228	\$ 0.60
Amortization of purchased intangible assets, net of tax	8,002	0.06
Restructuring and other costs, including legal settlements, net of tax	1,962	0.01
Acquisition related activities, net of tax	746	0.01
Credit risk and fair value adjustments to outstanding derivatives, net of tax	457	—
Income tax related adjustments	(118)	—
Gain on fair value adjustments at an unconsolidated affiliated company, net of tax	(2,446)	(0.02)
Adjusted non-US GAAP earnings	<u>\$ 95,831</u>	<u>\$ 0.66</u>

(in thousands, except per share amounts)	Three Months Ended June 30, 2012	
	Net Income	Per Diluted Common Share
Net income attributable to DENTSPLY International	\$ 80,764	\$ 0.56
Amortization of purchased intangible assets, net of tax	9,007	0.06
Acquisition related activities, net of tax	2,993	0.02
Restructuring and other costs, net of tax	1,990	0.02
Orthodontics business continuity costs, net of tax	213	—
Gain on fair value adjustments at an unconsolidated affiliated company, net of tax	(1,060)	(0.01)
Income tax related adjustments	(5,380)	(0.03)
Adjusted non-US GAAP earnings	<u>\$ 88,527</u>	<u>\$ 0.62</u>

Operating Segment Results

Third Party Net Sales, Excluding Precious Metal Content

(in millions)	Three Months Ended June 30,		\$ Change	% Change
	2013	2012		
Dental Consumable and Laboratory Businesses	\$ 218.8	\$ 211.6	\$ 7.2	3.4%
Orthodontics/Canada/Mexico/Japan	\$ 73.9	\$ 73.9	\$ —	NM
Select Distribution Businesses	\$ 66.0	\$ 63.6	\$ 2.4	3.8%
Implants/Endodontics/Healthcare/Pacific Rim	\$ 358.1	\$ 352.2	\$ 5.9	1.7%

Segment Operating Income

(in millions)	Three Months Ended			
	June 30,		\$ Change	% Change
2013	2012			
Dental Consumable and Laboratory Businesses	\$ 65.6	\$ 65.3	\$ 0.3	0.5%
Orthodontics/Canada/Mexico/Japan	\$ 5.0	\$ 3.2	\$ 1.8	NM
Select Distribution Businesses	\$ (0.7)	\$ (1.0)	\$ 0.3	NM
Implants/Endodontics/Healthcare/Pacific Rim	\$ 78.5	\$ 77.1	\$ 1.4	1.8%

NM – Not meaningful

Dental Consumable and Laboratory Businesses

Net sales, excluding precious metal content, increased \$7.2 million, or 3.4% during the three months ended June 30, 2013 compared to 2012. On a constant currency basis, net sales, excluding precious metal content, increased 2.6% as compared to the same period in 2012 mostly as a result of increased sales of dental consumables products.

Operating income increased \$0.3 million for the three months ended June 30, 2013 compared to 2012. Gross margins increased \$2.1 million due to higher sales volume partially offset by higher SG&A expenses.

Orthodontics/Canada/Mexico/Japan

Net sales, excluding precious metal content, were flat for the three months ended June 30, 2013 compared to 2012. On a constant currency basis, net sales, excluding precious metal content, increased 4.3% due to stronger sales across all businesses. Currency translation had a negative 3.7% impact on net sales, excluding precious metal content, primarily due the weakening of the Japanese yen.

Operating income increased \$1.8 million compared to the same year ago period primarily due to increased sales and the continuing improved operating leverage in the orthodontic business as it recovered from a supply outage in 2011 and 2012.

Select Distribution Businesses

Net sales, excluding precious metal content, increased \$2.4 million, or 3.8% during the three months ended June 30, 2013 compared to 2012. On a constant currency basis, net sales, excluding precious metal content, increased 2.2% when compared to the same period of 2012. The growth was primarily related to increased sales of dental consumable and endodontic products.

Operating income improved \$0.3 million during the three months ended June 30, 2013 compared to 2012. Gross profit increased \$2.6 million due to higher sales volume which was partially offset by higher SG&A expenses for the emerging markets during the three months ended June 30, 2013 compared to 2012.

Implants/Endodontics/Healthcare/Pacific Rim

Net sales, excluding precious metal content, increased \$5.9 million, or 1.7%, during the three months ended June 30, 2013 compared to 2012. On a constant currency basis, net sales, excluding precious metal content, increased 1.9% primarily driven by sales growth in endodontic and consumable medical device products partially offset by slightly lower sales of implant products.

Operating income for the three months ended June 30, 2013 increased \$1.4 million or 1.8%, compared to 2012. SG&A decreased \$4.8 million due to lower integration and marketing expenses partially offset by negative sales mix within the segment primarily as a result of the integration of the implant business in Germany.

RESULTS OF OPERATIONS, SIX MONTHS ENDED JUNE 30, 2013 COMPARED TO SIX MONTHS ENDED JUNE 30, 2012

Net Sales

(in millions)	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Net sales	\$ 1,493.1	\$ 1,479.4	\$ 13.7	0.9 %
Less: precious metal content of sales	104.5	115.3	(10.8)	(9.4%)
Net sales, excluding precious metal content	\$ 1,388.6	\$ 1,364.1	\$ 24.5	1.8 %

Net sales, excluding precious metal content, for the six months ended June 30, 2013 was \$1,388.6 million, an increase of 1.8% over the same period of 2012. The change in net sales, excluding precious metal content, was primarily a result of the 2.1% of internal growth partially offset by negative foreign currency translation. Precious metal content of sales declined primarily as a result of lower volume of precious metal alloys as compared to the same year ago period.

Constant Currency and Internal Sales Growth

The following table includes growth rates for net sales, excluding precious metal content, for the six months ended June 30, 2013 compared with the six months ended June 30, 2012.

	Six Months Ended June 30, 2013			
	United States	Europe	All Other Regions	Worldwide
Internal sales growth	4.1%	0.9%	1.8%	2.1%
Acquisition sales growth	—%	0.2%	—%	0.1%
Constant currency sales growth	4.1%	1.1%	1.8%	2.2%

United States

Net sales, excluding precious metal content, increased by 4.1% in the six months ended June 30, 2013 as compared to the June 30, 2012, led primarily by internal sales growth in dental specialty products.

Europe

Net sales, excluding precious metal content, increased by 1.1% in the six months ended June 30, 2013 on a constant currency basis, including 0.9% of internal sales growth. The internal growth was primarily driven by increased sales of dental consumable products.

All Other Regions

Net sales, excluding precious metal content, in the other regions of the world increased by 1.8% in the six months ended June 30, 2013 on a constant currency and internal sales growth basis, primarily due to the increased sales across all product categories. Growth was negatively impacted by the Company's strategic decision in the second quarter to modify its distribution channel in the Middle East by discontinuing sales to certain dealers in the region.

Gross Profit

(in millions)	Six Months Ended June 30,			
	2013	2012	\$ Change	% Change
Gross profit	\$ 803.2	\$ 800.2	\$ 3.0	0.4%
Gross profit as a percentage of net sales, including precious metal content	53.8%	54.1%		
Gross profit as a percentage of net sales, excluding precious metal content	57.8%	58.7%		

Gross profit as a percentage of net sales, excluding precious metal content, decreased by 90 basis points for the six months ended June 30, 2013 compared to the same six month period of 2012. The margin rate was primarily impacted by the medical device federal excise tax under the Affordable Care Act effective January 1, 2013 and unfavorable sales mix.

Operating Expenses

(in millions)	Six Months Ended June 30,			
	2013	2012	\$ Change	% Change
Selling, general and administrative expenses ("SG&A")	\$ 583.6	\$ 600.4	\$ (16.8)	(2.8%)
Restructuring and other costs	\$ 2.8	\$ 3.8	\$ (1.0)	(26.3%)
SG&A as a percentage of net sales, including precious metal content	39.1%	40.6%		
SG&A as a percentage of net sales, excluding precious metal content	42.0%	44.0%		

NM – Not meaningful

SG&A Expenses

SG&A expenses as a percentage of net sales, excluding precious metal content, decreased 2.0 percentage points for the six months ended June 30, 2013 when compared to the same period of 2012. This improvement was primarily due to cost savings across a number of businesses and synergies from the integration of recent acquisitions, including lower marketing expenses.

Restructuring and Other Costs

During the six months ended June 30, 2013, the Company recorded net restructuring and other costs of \$2.8 million. In the same period of 2012, the Company incurred costs of \$3.8 million (See also Note 9, Restructuring and Other Costs, of the Notes to Unaudited Interim Consolidated Financial Statements).

Other Income and Expense

(in millions)	Six Months Ended June 30,			Change
	2013	2012		
Net interest expense	\$ 22.3	\$ 26.2	\$ (3.9)	
Other expense (income), net	7.1	1.0	6.1	
Net interest and other expense	\$ 29.4	\$ 27.2	\$ 2.2	

Net Interest Expense

Net interest expense for the six months ended June 30, 2013 was \$3.9 million lower compared to the six months ended June 30, 2012. The net decrease is a result of lower average debt levels in 2013 compared to the same period in 2012, partially offset by non-cash fair value adjustments of \$1.6 million related to cross currency basis swaps designated as net investment hedges and a credit risk adjustment on the fair value of the Company's total hedge portfolio.

Other Expense (Income), Net

Other expense (income), net for the six months ended June 30, 2013 was \$6.1 million higher compared to the six months ended June 30, 2012. Other expense (income), net in the six months ended June 30, 2013 was \$7.1 million, comprised primarily of \$5.6 million of fair value adjustments on cross currency basis swaps not designated as hedges that offset currency risk on intercompany loans and \$1.3 million of currency transaction losses. Other expense (income), net in the six months ended June 30, 2012 was \$1.0 million, including \$0.9 million of currency transaction losses.

Income Taxes and Net Income

(in millions, except per share data)	Six Months Ended June 30,		\$ Change
	2013	2012	
Effective income tax rate	14.1%	17.5%	
Equity in net earnings (loss) of unconsolidated affiliated company	\$ 0.4	\$ (2.9)	\$ 3.3
Net income attributable to noncontrolling interests	\$ 2.4	\$ 2.2	\$ 0.2
Net income attributable to DENTSPLY International	\$ 158.9	\$ 134.0	\$ 24.9
Earnings per common share - diluted	\$ 1.10	\$ 0.93	

Provision for Income Taxes

The Company's effective tax rate for the first six months of 2013 and 2012 was 14.1% and 17.5%, respectively. The Company's effective tax rate for the six months of 2013 was favorably impacted by the Company's post-acquisition restructuring activities and the recording of tax benefits of \$9.4 million related to U.S. federal legislative changes enacted in January 2013, relating to 2012, a benefit of \$1.4 million related to the settlement of various tax matters and a benefit of \$1.9 million related to prior year tax matters. During the first six months of 2012, the Company recorded a tax benefit of \$6.9 million as a result of favorable resolution of tax contingencies.

The Company's effective income tax rate for 2013 includes the impact of amortization on purchased intangibles assets, income related to credit risk adjustments on outstanding derivatives, integration and restructuring and other costs and various income tax adjustments which impacted income before income taxes and the provision for income taxes by \$34.9 million and \$22.3 million, respectively.

In 2012, the Company's effective income tax rate included the impact of amortization on purchased intangibles assets, integration and restructuring and other costs and various income tax adjustments which impacted income before income taxes and the provision for income taxes by \$46.3 million and \$20.0 million, respectively.

Equity in net earnings (loss) of unconsolidated affiliated company

The Company's 17% ownership investment of DIO resulted in net income of \$0.4 million on an after-tax basis for the six months ended June 30, 2013 and a net loss of \$2.9 million on an after-tax basis for the same period in 2012. The equity earnings of DIO includes the result of mark-to-market changes related to the derivative accounting for the convertible bonds issued by DIO to DENTSPLY. The Company's portion of the mark-to-market gain recorded by DIO for the six months ended June 30, 2013 was approximately \$0.5 million and a mark-to-market loss recorded by DIO of approximately \$3.5 million for the same period in 2012.

Net Income attributable to DENTSPLY International

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, including legal settlements.* 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. Following a significant acquisition 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 at 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.

(in thousands, except per share amounts)	Six Months Ended June 30, 2013	
	Net Income	Per Diluted Common Share
Net income attributable to DENTSPLY International	\$ 158,913	\$ 1.10
Amortization of purchased intangible assets, net of tax	16,378	0.11
Credit risk and fair value adjustments to outstanding derivatives, net of tax	3,190	0.02
Restructuring and other costs, including legal settlements, net of tax	2,501	0.02
Acquisition related activities, net of tax	2,099	0.01
Gain on fair value adjustments at an unconsolidated affiliated company, net of tax	(519)	—
Income tax related adjustments	(11,505)	(0.08)
Adjusted non-US GAAP earnings	<u>\$ 171,057</u>	<u>\$ 1.18</u>

(in thousands, except per share amounts)	Six Months Ended June 30, 2012	
	Net Income	Per Diluted Common Share
Net income attributable to DENTSPLY International	\$ 134,049	\$ 0.93
Amortization of purchased intangible assets, net of tax	19,989	0.14
Acquisition related activities, net of tax	7,789	0.05
Loss on fair value adjustments at an unconsolidated affiliated company, net of tax	3,595	0.03
Restructuring and other costs, net of tax	3,154	0.02
Orthodontics business continuity costs, net of tax	621	—
Income tax related adjustments	(5,414)	(0.03)
Adjusted non-US GAAP earnings	<u>\$ 163,783</u>	<u>\$ 1.14</u>

Operating Segment Results

Third Party Net Sales, Excluding Precious Metal Content

(in millions)	Six Months Ended June 30,			
	2013	2012	\$ Change	% Change
Dental Consumable and Laboratory Businesses	\$ 430.8	\$ 423.7	\$ 7.1	1.7%
Orthodontics/Canada/Mexico/Japan	\$ 138.9	\$ 137.2	\$ 1.7	1.2%
Select Distribution Businesses	\$ 126.7	\$ 122.5	\$ 4.2	3.4%
Implants/Endodontics/Healthcare/Pacific Rim	\$ 694.4	\$ 684.8	\$ 9.6	1.4%

Segment Operating Income

(in millions)	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Dental Consumable and Laboratory Businesses	\$ 127.3	\$ 128.6	\$ (1.3)	(1.0%)
Orthodontics/Canada/Mexico/Japan	\$ 6.9	\$ 3.0	\$ 3.9	NM
Select Distribution Businesses	\$ (2.3)	\$ (2.5)	\$ 0.2	(8.0%)
Implants/Endodontics/Healthcare/Pacific Rim	\$ 142.4	\$ 142.5	\$ (0.1)	(0.1%)

NM – Not meaningful

Dental Consumable and Laboratory Businesses

Net sales, excluding precious metal content, increased \$7.1 million during the six months ended June 30, 2013 compared to 2012. On a constant currency basis, net sales, excluding precious metal content, increased 1.3% as compared to the same period in 2012, primarily due to increased sales of dental consumable products partially offset by lower sales of dental laboratory products.

Operating income decreased \$1.3 million for the six months ended June 30, 2013 compared to 2012. SG&A expenses increased \$3.0 million in 2013 primarily due to higher pension expense and costs related to a biannual marketing event. Gross profit increased \$1.8 million in 2013 primarily due to the sales growth noted above.

Orthodontics/Canada/Mexico/Japan

Net sales, excluding precious metal content, increased \$1.7 million, during the six months ended June 30, 2013 compared to 2012. On a constant currency basis, net sales, excluding precious metal content, increased 4.9% primarily due to increased dental specialty product sales from the orthodontic businesses.

Operating income increased \$3.9 million compared to the same year ago period primarily due to lower SG&A expenses in 2013 from improved operating leverage in the orthodontic business as it recovered from a supply outage in 2011 and 2012.

Select Distribution Businesses

Net sales, excluding precious metal content, increased \$4.2 million during the six months ended June 30, 2013 compared to 2012. On a constant currency basis, net sales, excluding precious metal content, increased 3.0% when compared to the same period of 2012. The growth was primarily related to increased sales of dental consumable and dental specialty products.

Operating income improved \$0.2 million during the six months ended June 30, 2013 compared to 2012. Gross profit increased \$3.1 million due to higher sales volumes noted above partially offset by higher SG&A expenses in emerging markets.

Implants/Endodontics/Healthcare/Pacific Rim

Net sales, excluding precious metal content, increased \$9.6 million during the six months ended June 30, 2013 compared to 2012. On a constant currency basis, net sales, excluding precious metal content, increased 1.8% primarily driven by sales growth in endodontic and consumable medical device products partially offset by slightly lower sales in implants.

Operating income for the six months ended June 30, 2013 decreased \$0.1 million, compared to 2012. Gross profit decreased \$10.5 million as result of the negative sales mix within the segment primarily as a result of the integration of the implant business in Germany, offset by lower SG&A expenses compared to 2012, due to lower integration and marketing expenses.

CRITICAL ACCOUNTING POLICIES

Except as noted below, there have been no other significant material changes to the critical accounting policies as disclosed in the Company's Form 10-K for the year ended December 31, 2012.

Annual Goodwill Impairment Testing

Goodwill is not amortized; instead, it is tested for impairment annually or more frequently if indicators of impairment exist or if a decision is made to sell a business. The valuation date for annual impairment testing is April 30.

The performance of the Company's 2013 annual impairment tests did not result in any impairment of the Company's goodwill. The WACC rates utilized in the 2013 analysis ranged from 8.4% to 11.5%. If the fair value of each of the Company's reporting units had been hypothetically reduced by 10% at April 30, 2013, the fair value of those reporting units would still exceed their net book value. Had the WACC rate of each of the Company's reporting units been hypothetically increased by 50 basis points at April 30, 2013, the fair value of all reporting units still exceed their net book value.

LIQUIDITY AND CAPITAL RESOURCES

Six months ended June 30, 2013

Cash flow from operating activities during the six months ended June 30, 2013 was \$131.9 million compared to \$103.4 million during the six months ended June 30, 2012. Net income during the six month period ended June 30, 2013 increased by \$25.0 million to \$161.3 million compared to the prior year period. Depreciation and amortization expense for the six months ended June 30, 2013 decreased by \$3.2 million compared to the prior year period. Working capital during the six month period ended June 30, 2013 decreased by \$9.3 million compared to the prior year. On a constant currency basis, as of June 30, 2013, reported days for inventory increased by 10 days to 116 days and accounts receivable increased by 6 days to 59 days, respectively, as compared to December 31, 2012. The Company anticipates that inventory levels may continue to increase slightly for a couple of more quarters and then gradually return to more normal levels during 2014.

Investing activities during the first six months of 2013 include capital expenditures of \$45.2 million and the settlement of Swiss franc net investment hedges totaling \$87.3 million. The Company expects capital expenditures to be approximately \$100 million for the full year 2013. Financing activities included the buyout of minority shareholders of a consolidated subsidiary for \$9.0 million.

At June 30, 2013, the Company had authorization to maintain up to 34.0 million shares of treasury stock under the stock repurchase program as approved by the Board of Directors. During the three months ended June 30, 2013, the Company purchased 1.5 million shares of common stock at cost of \$62.3 million at an average price of \$41.77 per share. As of June 30, 2013, the Company held 20.6 million shares of treasury stock. The Company received proceeds of \$31.2 million as a result of the exercise of 1.1 million of stock options during the six months ended June 30, 2013.

The Company's total borrowings increased by a net of \$19.9 million during the six months ended June 30, 2013. This change included an increase of \$40.2 million in short-term commercial paper and a decrease of \$20.3 million due to exchange rate fluctuations on debt denominated in foreign currencies. At June 30, 2013, the Company's ratio of total net debt to total capitalization was 39.3% compared to 39.0% at December 31, 2012. The Company defines net debt as total debt, including current and long-term portions, less cash and cash equivalents and total capitalization as the sum of net debt plus equity.

Under its five-year multi-currency revolving credit agreement, the Company is able to borrow up to \$500.0 million through July 27, 2016. The facility is unsecured and contains certain affirmative and negative covenants relating to the operations and financial condition of the Company. The most restrictive of these covenants pertain to asset dispositions and prescribed ratios of indebtedness to total capital and operating income plus depreciation and amortization to interest expense. At June 30, 2013, the Company was in compliance with these covenants. The Company also has available an aggregate \$500.0 million under a U.S. dollar commercial paper facility. The five-year revolver serves as a back-up to the commercial paper facility, thus the total available credit under the commercial paper facility and the multi-currency revolving credit facilities in the aggregate is \$500.0 million. At June 30, 2013, outstanding borrowings were \$84.7 million under the multi-currency revolving facility.

The Company also has access to \$74.1 million in uncommitted short-term financing under lines of credit from various financial institutions. The lines of credit have no major restrictions and are provided under demand notes between the Company and the lending institutions. At June 30, 2013, the Company had \$5.9 million outstanding under these short-term lines of credit. At June 30, 2013, the Company had total unused lines of credit related to the revolving credit agreement and the uncommitted short-term lines of credit of \$483.5 million.

At June 30, 2013, the Company held \$80.1 million of precious metals on consignment from several financial institutions. The consignment agreements allow the Company to acquire the precious metal at market rates at a point in time which is approximately the same time and for the same price as alloys are sold to the Company's customers. In the event that the financial institutions would discontinue offering these consignment arrangements, and if the Company could not obtain other comparable arrangements, the Company may be required to obtain third party financing to fund an ownership position in the required precious metal inventory levels.

At June 30, 2013, the majority of the Company's cash and cash equivalents were held outside of the United States. Most of these balances could be repatriated to the United States, however, under current law, may potentially be subject to U.S. federal income tax, less applicable foreign tax credits. The Company expects to repatriate its foreign excess free cash flow (the amount in excess of capital investment and acquisition needs), subject to current regulations, in order to repay a portion of its commercial paper. Historically, the Company has generated more than sufficient operating cash flows in the United States to fund domestic operations. Further, the Company expects on an ongoing basis, to be able to finance domestic and international cash requirements, including capital expenditures, stock repurchases, debt service, operating leases and potential future acquisitions, from the funds generated from operations and amounts available under its existing credit facilities. The Company intends to finance the current portion of long-term debt due in 2013 utilizing available commercial paper, cash and other financing.

There have been no material changes to the Company's scheduled contractual cash obligations disclosed in its Form 10-K for the year ended December 31, 2012.

NEW ACCOUNTING PRONOUNCEMENTS

Refer to Part 1, Item 1, Note 1, Significant Accounting Policies, to the Unaudited Interim Consolidated Financial Statements for a discussion of recent accounting standards and pronouncements.

Item 3 – Quantitative and Qualitative Disclosures about Market Risk

There have been no significant material changes to the market risks as disclosed in the Company's Form 10-K for the year ended December 31, 2012.

Item 4 – Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended) as of the end of the period covered by this report were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that it is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting that occurred during the most recent quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1 – Legal Proceedings

Reference to Part I, Item 1, Note 14, Commitments and Contingencies, to the Unaudited Interim Consolidated Financial Statements.

Item 1A – Risk Factors

There have been no significant material changes to the risk factors as disclosed in the Company's Form 10-K for the year ended December 31, 2012.

Item 2 – Unregistered Sales of Securities and Use of Proceeds

At June 30, 2013, the Company had authorization to maintain up to 34.0 million shares of treasury stock under the stock repurchase program as approved by the Board of Directors. During the quarter ended June 30, 2013, the Company had the following activity with respect to this repurchase program:

(in thousands, except per share amounts)

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Cost of Shares Purchased	Number of Shares that May be Purchased Under the Share Repurchase Program
April 1, 2013 to April 30, 2013	—	\$ —	\$ —	14,452.9
May 1, 2013 to May 31, 2013	936.6	41.71	39,064.9	13,970.2
June 1, 2013 to June 30, 2013	554.3	41.88	23,212.9	13,448.8
	<u>1,490.9</u>	\$ 41.77	<u>\$ 62,277.8</u>	

Item 6 – Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Restated Certification of Incorporation
3.2	By-Laws, as amended
31	Section 302 Certification Statements
32	Section 906 Certification Statements
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Signatures

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.

DENTSPLY International Inc.

/s/ <u>Bret W. Wise</u>	<u>August 1, 2013</u>
Bret W. Wise	Date
Chairman of the Board and	
Chief Executive Officer	

/s/ <u>Christopher T. Clark</u>	<u>August 1, 2013</u>
Christopher T. Clark	Date
President and	
Chief Financial Officer	

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
DENTSPLY International Inc.**

The present name of the corporation is DENTSPLY International Inc. (the “Corporation”) and the name under which the Corporation was originally incorporated is Gendex Corporation. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was February 15, 1983. This Amended and Restated Certificate of Incorporation of the Corporation, which restates and integrates and also further amends the provisions of the Corporation’s Certificate of Incorporation, was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware. The Certificate of Incorporation is hereby amended, integrated and restated to read in its entirety as follows:

1. The name of the corporation is DENTSPLY International Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent at such address is The Corporation Trust Company.
3. The nature and business or purposes to be conducted or promoted is:
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- 4A. Number of Shares and Classes. The aggregate number of shares of stock which the corporation shall have authority to issue is Two Hundred Million Two Hundred Fifty Thousand (200,250,000) shares, which shall be divided into two classes as follows:
 - (1) Two Hundred Million (200,000,000) shares of Common Stock, the par value of each of such shares is One Cent (\$.01), amounting in the aggregate to Two Million Dollars (\$2,000,000.00); and
 - (2) Two Hundred Fifty Thousand (250,000) shares of Preferred Stock, the par value of each of which shares is One Dollar (\$1.00), amounting in the aggregate to Two Hundred Fifty Thousand Dollars (\$250,000.00).
- 4B. Preferred Stock. The corporation’s board of directors is hereby expressly authorized to provide by resolution or resolutions from time to time for the issue of the Preferred Stock in one or more series, the shares of each of which series may have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualification, limitations or restrictions thereof, as shall be permitted under the General Corporation Law of the State of Delaware and as shall be stated in the resolution or resolutions providing for the issue of such stock adopted by the board of directors pursuant to the authority expressly vested in the board of directors hereby.
- 4C. Common Stock.

- (1) Voting. Except as otherwise required by the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation or any series of Preferred Stock designated by the board of directors, all of the voting power of the corporation shall be vested in the holders of the Common Stock and each holder of the Common Stock shall have one (1) vote for each share of such Common Stock held by him of record on all matters voted upon by the Stockholders.
 - (2) Dividends. Whenever all accrued dividends on any series of Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside, the board of directors of the corporation may declare a dividend on the Common Stock out of the remaining unreserved and unrestricted surplus of the corporation, and the holders of the Common Stock shall share ratably in such dividend in proportion to the number of shares of such Common Stock held by each.
 - (3) Liquidation. Except as otherwise required by any series of Preferred Stock designated by the board of directors, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, after distribution in full of the preferential amounts to be distributed to the holders of any series of Preferred Stock, the remaining assets of the corporation shall be distributed ratably among the holders of the Common Stock in proportion to the number of shares of such Common Stock held by each.
5. The business and affairs of the corporation shall be managed by or under the direction of a board of directors consisting of such number of directors as is determined from time to time by resolution adopted by affirmative vote of a majority of the entire board of directors; provided, however, that in no event shall the number of directors be less than three (3). ~~The directors shall be divided into three (3) classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third (1/3) of the total number of directors constituting the entire board of directors. Effective upon the filing of this Restated Certificate of Incorporation, Class I directors shall be elected for a term ending upon the next succeeding annual meeting of Stockholders, Class II directors for a term ending upon the second succeeding annual meeting of stockholders and Class III directors for a term ending upon the third succeeding annual meeting of stockholders. At each succeeding annual meeting of stockholders beginning with the annual meeting immediately succeeding the filing of this Restated Certificate of Incorporation, successors to the class of directors whose term expires at such annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class. The term of office for the class of directors elected in 2011 shall expire at the annual meeting of stockholders to be held in 2014, the term of office~~

for the class of directors elected in 2012 shall expire at the annual meeting of stockholders to be held in 2015, and the term of office for the class of directors elected in 2013 shall expire at the annual meeting of stockholders to be held in 2016, with the members of each class to hold office until their successors are elected and qualified. Commencing at the annual meeting of stockholders to be held in 2014, directors succeeding those whose terms are then expired shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the year following the year of their election and until their successors are elected and qualified. Commencing with the annual meeting of stockholders to be held in 2016, the classification of the board of directors shall terminate and all directors shall be of one class. Any additional director elected to fill a vacancy resulting from an increase in the number of directors shall hold office until the next annual meeting of stockholders, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, incapacitation or removal from office. Except as otherwise required by law, any vacancy on the board of directors that results from an increase in the number of directors shall be filled only by a majority of the board of directors then in office, provided that a quorum is present, and any other vacancy occurring in the board of directors shall be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor. A director may be removed only for cause by the stockholders.

6. The corporation is to have perpetual existence.
7. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation or the corporation's by-laws (and notwithstanding the fact that some lesser percentage may be specified by law, this Amended and Restated Certificate of Incorporation or the corporation's by-laws, this Amended and Restated Certificate of Incorporation or the corporation's by-laws), the corporation's by-laws may be amended, altered or repealed, and new by-laws enacted, only by the affirmative vote of not less than two-thirds (2/3) of the outstanding shares of capital stock of the corporation entitled to vote at a meeting of stockholders duly called for such purpose, or by a vote of not less than three-quarters (3/4) of the entire board of directors then in office.
8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.
9. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve

intentional misconduct or knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

10. The stockholders of the corporation shall have no authority to call a special meeting of the stockholders.
11. No action required to be taken or which may be taken at any annual or special meeting of stockholders of the corporation may be taken without a meeting, and the power of the stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

IN WITNESS WHEREOF, DENTSPLY International Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by Deborah M. Rasin, its Vice President, Secretary and General Counsel this 10th day of July, 2013.

DENTSPLY International Inc.

By: _____

Deborah M. Rasin

Vice President, Secretary and General Counsel

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF

DENTSPLY International Inc.

The present name of the corporation is DENTSPLY International Inc. (the “Corporation”) and the name under which the Corporation was originally incorporated is Gendex Corporation. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was February 15, 1983. This Amended and Restated Certificate of Incorporation of the Corporation, which restates and integrates and also further amends the provisions of the Corporation’s Certificate of Incorporation, was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware. The Certificate of Incorporation is hereby amended, integrated and restated to read in its entirety as follows:

1. The name of the corporation is DENTSPLY International Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent at such address is The Corporation Trust Company.
3. The nature and business or purposes to be conducted or promoted is:
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- 4A. Number of Shares and Classes. The aggregate number of shares of stock which the corporation shall have authority to issue is Two Hundred Million Two Hundred Fifty Thousand (200,250,000) shares, which shall be divided into two classes as follows:
 - (3) Two Hundred Million (200,000,000) shares of Common Stock, the par value of each of such shares is One Cent (\$.01), amounting in the aggregate to Two Million Dollars (\$2,000,000.00); and
 - (4) Two Hundred Fifty Thousand (250,000) shares of Preferred Stock, the par value of each of which shares is One Dollar (\$1.00), amounting in the aggregate to Two Hundred Fifty Thousand Dollars (\$250,000.00).
- 4B. Preferred Stock. The corporation’s board of directors is hereby expressly authorized to provide by resolution or resolutions from time to time for the issue of the Preferred Stock in one or more series, the shares of each of which series may have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualification, limitations or restrictions thereof, as shall be permitted under the General Corporation Law of the State of Delaware and as shall be stated in the resolution or resolutions providing for the issue of such stock adopted by the board of directors pursuant to the authority expressly vested in the board of directors hereby.
- 4C. Common Stock.

- (2) Voting. Except as otherwise required by the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation or any series of Preferred Stock designated by the board of directors, all of the voting power of the corporation shall be vested in the holders of the Common Stock and each holder of the Common Stock shall have one (1) vote for each share of such Common Stock held by him of record on all matters voted upon by the Stockholders.
 - (2) Dividends. Whenever all accrued dividends on any series of Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside, the board of directors of the corporation may declare a dividend on the Common Stock out of the remaining unreserved and unrestricted surplus of the corporation, and the holders of the Common Stock shall share ratably in such dividend in proportion to the number of shares of such Common Stock held by each.
 - (3) Liquidation. Except as otherwise required by any series of Preferred Stock designated by the board of directors, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, after distribution in full of the preferential amounts to be distributed to the holders of any series of Preferred Stock, the remaining assets of the corporation shall be distributed ratably among the holders of the Common Stock in proportion to the number of shares of such Common Stock held by each.
5. The business and affairs of the corporation shall be managed by or under the direction of a board of directors consisting of such number of directors as is determined from time to time by resolution adopted by affirmative vote of a majority of the entire board of directors; provided, however, that in no event shall the number of directors be less than three (3). The term of office for the class of directors elected in 2011 shall expire at the annual meeting of stockholders to be held in 2014, the term of office for the class of directors elected in 2012 shall expire at the annual meeting of stockholders to be held in 2015, and the term of office for the class of directors elected in 2013 shall expire at the annual meeting of stockholders to be held in 2016, with the members of each class to hold office until their successors are elected and qualified. Commencing at the annual meeting of stockholders to be held in 2014, directors succeeding those whose terms are then expired shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the year following the year of their election and until their successors are elected and qualified. Commencing with the annual meeting of stockholders to be held in 2016, the classification of the board of directors shall terminate and all directors shall be of one class. Any additional director elected to fill a vacancy resulting from an increase in the number of directors shall hold office until the next annual meeting of stockholders, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to

prior death, resignation, incapacitation or removal from office. Except as otherwise required by law, any vacancy on the board of directors that results from an increase in the number of directors shall be filled only by a majority of the board of directors then in office, provided that a quorum is present, and any other vacancy occurring in the board of directors shall be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor. A director may be removed only for cause by the stockholders.

6. The corporation is to have perpetual existence.
7. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation or the corporation's by-laws (and notwithstanding the fact that some lesser percentage may be specified by law, this Amended and Restated Certificate of Incorporation or the corporation's by-laws, this Amended and Restated Certificate of Incorporation or the corporation's by-laws), the corporation's by-laws may be amended, altered or repealed, and new by-laws enacted, only by the affirmative vote of not less than two-thirds (2/3) of the outstanding shares of capital stock of the corporation entitled to vote at a meeting of stockholders duly called for such purpose, or by a vote of not less than three-quarters (3/4) of the entire board of directors then in office.
8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.
9. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.
10. The stockholders of the corporation shall have no authority to call a special meeting of the stockholders.
11. No action required to be taken or which may be taken at any annual or special meeting of stockholders of the corporation may be taken without a meeting, and the power of the stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

IN WITNESS WHEREOF, DENTSPLY International Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by Deborah M. Rasin, its Vice President, Secretary and General Counsel this 10th day of July, 2013.

DENTSPLY International Inc.

By: /s/ Deborah M. Rasin

Deborah M. Rasin

Vice President, Secretary and General Counsel

DENTSPLY International Inc.

AMENDED AND RESTATED BY-LAWS

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AMENDED AND RESTATED BY-LAWS

OF

DENTSPLY INTERNATIONAL INC.

(formerly GENDEX Corporation)

ARTICLE I

STOCKHOLDERS' MEETINGS

Section 1. Annual Meetings. The annual meeting of the stockholders, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting, shall be held on such date and at such time as shall be designated from time to time by the Board of Directors.

Section 2. Special Meetings. Except as otherwise required by law and subject to the rights of the holders of any class or series of capital stock having a preference over the common stock as to dividends or upon liquidation, special meetings of stockholders of the corporation may be called only by the Chairman of the Board, the Chief Executive Officer or the President pursuant to a resolution adopted by the Board of Directors.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Delaware, as the place of meeting for any annual meeting, or for any special meeting called pursuant to Article I, Section 2, above. A waiver of notice signed by all stockholders entitled to vote at a meeting may designate any place, either within or without the State of Delaware, as the place for the holding of such meeting. If no designation is made, or if a special meeting shall be otherwise called, the place of meeting shall be the principal office of the corporation.

Section 4. Notice of Meeting. Written notice stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting either personally or by mail, by or at the discretion of the Chief Executive Officer, the President or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock record books of the corporation, with postage thereon prepaid.

Section 5. Fixing of Record Date.

(a) For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors of the corporation may fix, in advance, a date as the record date for any such determination of stockholders,

July 10, 2013

such date in any case to be not more than sixty (60) nor less than ten (10) days prior to the date of any proposed meeting of stockholders. In no event shall the stock transfer books be closed. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this Section, such determination shall be applied to any adjournment thereof.

(b) For the purpose of determining stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights, or in order to make a determination of stockholders for any other lawful purpose, the Board of Directors of the corporation may fix a date as the record date for any such determination of stockholders, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. In no event shall the stock transfer books be closed.

Section 6. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. Provided that a meeting has been duly convened in accordance herewith, any meeting of the stockholders may be adjourned from time to time without further notice. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. Any meeting (a) at which all of the outstanding shares are present in person or represented by proxy and at which none of such shares attend for the purpose of objecting, at the beginning of the meeting, to the transaction of any business thereat because the meeting was not lawfully called or convened, or (b) at which all of the outstanding stock has waived notice, or (c) for which notice shall have been duly given as provided herein, shall be deemed a properly constituted meeting of the stockholders.

Section 7. Proxies. At all meetings of stockholders, a stockholder entitled to vote may vote by proxy appointed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid only at the meeting for which it has been given or any adjournment thereof.

Section 8. Voting of Shares. At each meeting of stockholders, every stockholder entitled to vote thereat shall be entitled to vote in person or by a duly authorized proxy, which proxy may be appointed by an instrument in writing executed by such stockholder or his duly authorized attorney or through electronic means, if applicable, such as the internet. Subject to the provisions of applicable law and the corporation's Certificate of Incorporation, each holder of common stock shall be entitled to one (1) vote for each share of stock standing registered in his name at the close of business on the day fixed by the Board of Directors as the record date for the determination of the stockholders entitled to notice of and vote at such meeting. Shares standing in the name of another corporation may be voted by any officer of such corporation or any proxy

appointed by any officer of such corporation in the absence of express notice of such corporation given in writing to the Secretary of this corporation in connection with the particular meeting, that such officer has no authority to vote such shares.

Section 9. List of Stockholders. A complete list of the stockholders entitled to vote at the ensuing meeting, arranged in alphabetical order and showing the address of each stockholder and the number of shares registered in the name of each stockholder, shall be prepared by the Secretary, or other officer of the corporation having charge of said stock ledger. Such list shall be open to the examination of any stockholder during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where said meeting is to be held, and the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and shall be subject to the inspection of any stockholder who may be present.

Section 10. Waiver of Notice by Stockholders. Whenever any notice whatever is required to be given to any stockholder of the corporation under the provisions of these By-Laws or under the provisions of the Certificate of Incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the stockholder entitled to such notice, shall be deemed equivalent to the giving of such notice.

Section 11. Advance Notice of Stockholder-Proposed Business at Annual Meetings. No business may be transacted at an annual meeting of stockholders, other than business that is either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors (or any duly authorized committee thereof), (b) otherwise properly brought before the annual meeting by or at the direction of the Board of Directors (or any duly authorized committee thereof), or (c) otherwise properly brought before the annual meeting by any stockholder of the corporation (i) who is a stockholder of record on the date of the giving of the notice provided for in this Section 11 and on the record date for the determination of stockholders entitled to notice of and to vote at such annual meeting and (ii) who complies with the notice procedures set forth in this Section 11.

In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a stockholder, such stockholder must have given timely notice thereof in proper written form to the Secretary of the corporation.

To be timely, a stockholder's notice to the Secretary must be delivered to or mailed and received at the principal executive offices of the corporation not less than ninety (90) days nor more than one hundred twenty (120) days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that in the event that the annual meeting is called for a date that is not within twenty-five (25) days before or after such anniversary date, notice by the stockholder in order to be timely must be so received not later than the close of business on the tenth (10th) day following the day on which such notice of

the date of the annual meeting was mailed or such public disclosure of the date of the annual meeting was made, whichever first occurs.

To be in proper written form, a stockholder's notice to the Secretary must set forth as to each matter such stockholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting, the reasons for conducting such business at the annual meeting and any material interest in such business of such stockholder and any Stockholder Associated Person (as defined below), individually or in the aggregate, including any anticipated benefit to the stockholder or the Stockholder Associated Person therefrom, (ii) the name and record address of such stockholder, (iii) as to the stockholder giving the notice and any Stockholder Associated Person, (A) the class, series and number of all shares of stock of the corporation which are owned by such stockholder and by such Stockholder Associated Person, if any (B) the nominee holder for, and number of, shares owned beneficially but not of record by such stockholder and by any such Stockholder Associated Person, and (C) any derivative positions held or beneficially held by the stockholder and by any such Stockholder Associated Person and whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price changes for, or to increase or decrease the voting power of, such stockholder or any such Stockholder Associated Person with respect to any share of stock of the corporation; (iv) as to the stockholder giving the notice and any Stockholder Associated Person covered by clause (iii) of this paragraph, the name and address of such stockholder, as they appear on the corporation's stock ledger, and current name and address, if different, and of such Stockholder Associated Person; (v) a description of all proxy, contract, arrangement, understanding, or relationship between such stockholder and any other person or persons (including their names) in connection with the proposal of such business by such stockholder; and (vi) a representation that such stockholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting.

Notwithstanding anything in these By-Laws to the contrary, no business shall be conducted at the annual meeting except business brought before the annual meeting in accordance with the procedures set forth in this Section 11; provided, however, that, once business has been properly brought before the annual meeting in accordance with such procedures, nothing in this Section 11 shall be deemed to preclude discussion by any stockholder of any such business. If the chairman of an annual meeting determines that business was not properly brought before the annual meeting in accordance with the foregoing procedures, the chairman shall declare to the meeting that the business was not properly brought before the meeting and such business shall not be transacted.

For purposes of this Section 11 and Section 12 of this Article I, "Stockholder Associated Person" of any stockholder shall mean (i) any person controlling, directly or indirectly, or acting in concert with, such stockholder, (ii) any beneficial owner of shares of stock of the corporation owned of record or beneficially by such stockholder and (iii) any person controlling, controlled by or under common control with such Stockholder Associated Person.

Section 12. Procedure for Nomination of Directors. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the corporation, except as may be otherwise provided in the Certificate of Incorporation with respect to the right of holders of preferred stock of the corporation to nominate and elect a specified number of directors in certain circumstances. Nominations of persons for election to the Board of Directors may be made at any annual meeting of stockholders, or at any special meeting of stockholders called for the purpose of electing directors, (a) by or at the direction of the Board of Directors (or any duly authorized committee thereof) , or (b) by any stockholder of the corporation (i) who is a stockholder of record on the date of the giving of the notice provided for in this Section 12 and on the record date for the determination of stockholders entitled to notice of and to vote at such meeting and (ii) who complies with the notice procedures set forth in this Section 12.

In addition to any other applicable requirements, for a nomination to be made by a stockholder, such stockholder must have given timely notice thereof in proper written form to the Secretary of the corporation.

To be timely, a stockholder's notice to the Secretary must be delivered to or mailed and received at the principal executive offices of the corporation (a) in the case of an annual meeting, not less than ninety (90) days nor more than one hundred twenty (120) days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that in the event that the annual meeting is called for a date that is not within twenty-five (25) days before or after such anniversary date, notice by the stockholder in order to be timely must be so received not later than the close of business on the tenth (10th) day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure of the date of the annual meeting was made, whichever first occurs; and (b) in the case of a special meeting of stockholders called for the purpose of electing directors, not later than the close of business on the tenth (10th) day following the day on which notice of the date of the special meeting was mailed or public disclosure of the date of the special meeting was made, whichever first occurs.

To be in proper written form, a stockholder's notice to the Secretary must set forth (a) as to each person whom the stockholder proposes to nominate for election as a director (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class or series and number of shares of capital stock of the corporation which are owned beneficially or of record by the person, and (iv) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder; and (b) as to the stockholder giving the notice and any Stockholder Associated Person, (i) the name and record address of such stockholder, (ii) the class, series and number of all shares of stock of the corporation which are owned by such stockholder and by such Stockholder Associated Person, if any, (iii) the nominee holder for, and number of, shares owned beneficially but not of record by such stockholder and

by any such Stockholder Associated Person, (iv) any derivative positions held or beneficially held by the stockholder and by any such Stockholder Associated Person and whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price changes for, or to increase or decrease the voting power of, such stockholder or any such Stockholder Associated Person with respect to any share of stock of the corporation, (v) a description of all arrangements or understandings between such stockholder or any such Stockholder Associated Person and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder, (vi) as to the stockholder giving the notice, a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice and (vii) any other information relating to the stockholder giving the notice that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder. Such notice must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

No person shall be eligible for election as a director of the corporation unless nominated in accordance with the procedures set forth in this Section 12. If the Chairman of the meeting determines that a nomination was not made in accordance with the foregoing procedures, the Chairman shall declare to the meeting that the nomination was defective and such defective nomination shall be disregarded.

Section 13. Election of Directors. Except as provided in Section 8 of Article II of these bylaws, a nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Article I, Section 12 of these bylaws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the fourteenth day before the date the Corporation first mails to the stockholders its notice of such meeting. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee, but only to withhold their vote.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may adopt, amend or repeal by-laws adopted by the Board or by the stockholders.

Section 2. Number of Directors, Tenure and Qualifications. The number of members of the Board of Directors shall be not less than three (3) nor more than thirteen (13) as determined from time to time by the Board of Directors. The directors need not be stockholders of the corporation. ~~The directors shall be divided into three (3) classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third (1/3) of the total number of directors constituting the entire Board of Directors.~~ Effective immediately upon the filing of the Certificate of Amendment to the Restated Certificate of Incorporation of the corporation dated June 11, 1993, Class I directors shall be elected for a term ending upon the next succeeding annual meeting of stockholders, Class II directors for a term ending upon the second succeeding annual meeting of stockholders and Class III directors for a term ending upon the third succeeding annual meeting of stockholders. At each succeeding annual meeting of stockholders beginning with the annual meeting immediately succeeding the filing of the Certificate of Incorporation, successors to the class of directors whose term expires at such annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class, the term of office for the class of directors elected in 2011 shall expire at the annual meeting of stockholders to be held in 2014, the term of office for the class of directors elected in 2012 shall expire at the annual meeting of stockholders to be held in 2015, and the term of office for the class of directors elected in 2013 shall expire at the annual meeting of stockholders to be held in 2016, with the members of each class to hold office until their successors are elected and qualified. Commencing at the annual meeting of stockholders to be held in 2014, directors succeeding those whose terms are then expired shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the year following the year of their election and until their successors are elected and qualified. Commencing with the annual meeting of stockholders to be held in 2016, the classification of the board of directors shall terminate and all directors shall be of one class. Any additional director elected to fill a vacancy resulting from an increase in such classthe number of directors shall hold office for a term that shall coincide with the remaining term of that class until the next annual meeting of stockholders, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, incapacitation or removal from office, and except as otherwise required by law. In the event such election is not held at the annual meeting of stockholders, it shall be held at any adjournment thereof or a special meeting. Except as otherwise required by law, any vacancy on the board of directors that results from an increase in the number of directors shall be filled only by a majority of the board of directors then in office, provided that a quorum is present, and any other vacancy occurring in the board of directors shall be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor. A director may be removed only for cause by the stockholders.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held without any other notice than this By-Law immediately after, and at the same place as,

the annual meeting of stockholders, and each adjourned session thereof. The Board of Directors may designate the time and place, either within or without the State of Delaware, for the holding of additional regular meetings without other notice than such designation.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the Chief Executive Officer, the President or by members of the Board of Directors constituting no less than three-fourths (3/4) of the total number of directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place either within or without the State of Delaware, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered or mailed to each director at his last known address, or at least forty-eight (48) hours previously thereto by personal delivery or by facsimile to a telephone number provided to the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered when transmitted with receipt confirmed. Whenever any notice whatever is required to be given to any director of the corporation under the provisions of these By-Laws or under the provisions of the Certificate of Incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. Two-Thirds (2/3) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting. The act of the majority of the directors then in office shall be the act of the Board of Directors, unless the act of a greater number is required by these By-Laws or By-Law.

Section 8. Vacancies. Except as otherwise required by law, any vacancy on the Board of Directors that results from an increase in the number of directors shall be filled only by a majority of the Board of Directors then in office, provided that a quorum is present, and any other vacancy occurring on the Board of Directors shall be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor. The resignation of a director shall be effective upon receipt by the corporation, unless some subsequent time is fixed in the resignation, and then from that time. Acceptance of such resignation by the corporation shall not be required.

Section 9. Compensation. The Board of Directors, by affirmative vote of a majority of the directors, and irrespective of any personal interest of any of its members, may establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise, or may delegate such authority to an appropriate committee.

Section 10. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 11. Committees. The Board of Directors by resolution may designate one (1) or more committees, each committee to consist of one (1) or more directors elected by the Board of Directors, which to the extent provided in such resolution, as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, except action with respect to amendment of the Certificate of Incorporation or By-Laws, adoption of an agreement of merger or consolidation (other than the adoption of a Certificate of Ownership and Merger in accordance with Section 253 of the General Corporation Law of the State of Delaware, as such law may be amended or supplemented), recommendation to the stockholders of the sale, lease or exchange of all or substantially all of the corporation's property or assets, recommendation to the stockholders of the dissolution or the revocation of a dissolution of the corporation, election of officers or the filling of vacancies on the Board of Directors or on committees created pursuant to this Section or declaration of dividends. The Board of Directors may elect one (1) or more of its members as alternate members of any such committee who may take the place of any absent or disqualified member or members at any meeting of such committee, upon request by the Chairman of the Board, the Chief Executive Officer or the President or upon request by the chairman of such meeting. Each such committee may fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

Section 12. Removal of Directors. Exclusive of directors, if any, elected by the holders of one (1) or more classes of preferred stock, no director of the corporation may be removed from office, except for cause and by the affirmative vote of two-thirds (2/3) of the outstanding shares of capital stock of the corporation entitled to vote at a meeting of the stockholders duly called for such purpose. As used in this Article II, the meaning of "cause" shall be limited to malfeasance arising from the performance of a director's duty which has a materially adverse effect on the business of the corporation.

Section 13. Action of the Board by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting of the Board of Directors or any committee thereof if prior to such action a written consent thereto is signed by all members of the Board or of the committee, as the

case may be, and such written consent is filed with the minutes of the proceedings of the Board or the committee.

Section 14. Conferences. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 14 shall constitute presence in person at such meeting.

ARTICLE III

OFFICERS

Section 1. Number. The officers of the corporation shall consist of a Chairman of the Board and a Chief Executive Officer. The Board of Directors may appoint as officers a Vice Chairman of the Board, President, such number of Senior Vice Presidents and Vice Presidents, a Secretary, a Treasurer, one (1) or more Assistant Treasurers, one (1) or more Assistant Secretaries, and such other officers as are created by the Board from time to time. The same person may hold two (2) or more of such offices.

Section 2. Election and Term of Office. The Chairman of the Board and the Vice Chairman of the Board shall be elected by the directors from among their own number; other officers need not be directors. In addition to the powers conferred upon them by these By-Laws, all officers elected or appointed by the Board of Directors shall have such authority and shall perform such duties as from time to time may be prescribed by the Board of Directors by resolution.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors and meetings of the stockholders. He shall also perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 5. Vice Chairman of the Board. In the absence of the Chairman of the Board because of death or physical disability which prevents the Chairman of the Board from performing his duties, or in the event of his inability or refusal to act, the Vice Chairman of the Board shall perform the duties of the Chairman of the Board and, when so acting, have the powers of and be subject to all of the restrictions upon the Chairman of the Board.

Section 6. Chief Executive Officer. The Chief Executive Officer shall be the principal executive officer of the corporation and shall have the general charge of and control

over the business, affairs, and personnel of the corporation, subject to the authority of the Board of Directors. The Chief Executive Officer may, together with the Secretary, sign all certificates for shares of the capital stock of the corporation and shall perform such other duties as shall be delegated to him by the Board of Directors. Except as may be specified by the Board of Directors, the Chief Executive Officer shall have the power to enter into contracts and make commitments on behalf of the corporation and shall have the right to execute deeds, mortgages, bonds, contracts and other instruments necessary or proper to be executed in connection with the corporation's regular business and may authorize the President, and any other officer of the corporation, to sign, execute and acknowledge such documents and instruments in his place and stead.

Section 7. President. The President shall be the chief operating officer of the corporation, and shall report to the Chief Executive Officer. The President may, together with the Secretary, sign all certificates for shares of the capital stock of the corporation and may, together with the Secretary, execute on behalf of the corporation any contract, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or the Chief Executive Officer to some other officer or agent, and shall perform such duties as are assigned to him by the Board of Directors or the Chief Executive Officer.

Section 8. Senior Vice President and Vice Presidents. Each Senior Vice President or Vice President shall perform such duties and have such authority as from time to time may be assigned to him by the Board of Directors, the Chief Executive Officer or the President.

Section 9. Secretary and Assistant Secretaries. The Secretary shall have custody of the seal of the corporation and of all books, records and papers of the corporation, except such as shall be in the charge of the Treasurer or some other person authorized to have custody and be in possession thereof by resolution of the Board of Directors. The Secretary shall record the proceedings of the meetings of the stockholders and of the Board of Directors in books kept by him for that purpose and may, at the direction of the Board of Directors, give any notice required by statute or by these By-Laws of all such meetings. The Secretary shall, together with the Chief Executive Officer or the President, sign certificates for shares of the capital stock of the corporation. Any Assistant Secretaries elected by the Board of Directors, in order of their seniority, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary as aforesaid. The Secretary or any Assistant Secretary may, together with the Chief Executive Officer, the President or any other authorized officer, execute on behalf of the corporation any contract which has been approved by the Board of Directors, and shall perform such other duties as the Board of Directors, the Chief Executive Officer or the President shall prescribe.

Section 10. Treasurer and Assistant Treasurer. The Treasurer shall keep accounts of all moneys of the corporation received and disbursed, and shall deposit all monies and valuables of the corporation in its name and to its credit in such banks and depositories as the Board of Directors shall designate. Any Assistant Treasurers elected by the Board of Directors, in order of their seniority, shall, in the absence or disability of the Treasurer, perform the duties

and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors, the Chief Executive Officer or the President shall prescribe.

Section 11. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

Section 12. Representation in Other Companies. Unless otherwise ordered by the Board of Directors, the Chief Executive Officer, the President or a Vice President designated by the President shall have full power and authority on behalf of the corporation to attend and to act and to vote at any meetings of security holders of corporations in which the corporation may hold securities, and at such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such securities, and which as the owner thereof the corporation might have possessed and exercised, if present. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

ARTICLE IV

STOCK AND TRANSFER OF STOCK

Section 1. Shares of Stock. The shares of capital stock of the corporation shall be represented by a certificate, unless and until the Board of Directors of the corporation adopts a resolution permitting shares to be uncertificated. Notwithstanding the adoption of any such resolution providing for uncertificated shares, every holder of capital stock of the corporation theretofore represented by certificates and, upon request, every holder of uncertificated shares, shall be entitled to have a certificate for shares of capital stock of the corporation signed by the Chief Executive Officer or the President and by the Secretary. To the extent that shares are represented by certificates, the certificates shall be in such form as shall be determined by the Board of Directors and shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. With respect to certificated shares of stock, all certificates surrendered to the corporation for transfer shall be canceled and no new certificate or uncertificated shares shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate, a new certificate or uncertificated shares may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. Transfer of Shares. Stock of the corporation shall be transferable in the manner prescribed by applicable law and in these By-Laws. Transfers of stock shall be made on the books of the corporation, and in the case of certificated shares of stock, only by the person named in the certificate or by such person's attorney lawfully constituted in writing and upon the surrender of the certificate therefor, properly endorsed for transfer and payment of all necessary transfer taxes; or, in the case of uncertificated shares of stock, upon receipt of proper transfer instructions from the registered holder of the shares or by such person's attorney lawfully

constituted in writing, and upon payment of all necessary transfer taxes and compliance with appropriate procedures for transferring shares in uncertificated form; provided, however, that such surrender and endorsement, compliance or payment of taxes shall not be required in any case in which the officers of the corporation shall determine to waive such requirement. Prior to due presentment for registration of transfer of a certificate representing shares of capital stock of the corporation or of proper transfer instructions with respect to uncertificated shares, the corporation may treat the registered owner of such shares as the person exclusively entitled to vote, to receive notifications and otherwise to exercise all the rights and powers of an owner. Where a certificate for shares is presented to the corporation with a request to register for transfer, the corporation shall not be liable to the owner or any other person suffering loss as a result of such registration of transfer if (a) there were on or with the certificate the necessary endorsements, and (b) the corporation had no duty to inquire into adverse claims or has discharged any such duty. The corporation may require reasonable assurance that said endorsements are genuine and effective and in compliance with such other regulations as may be prescribed under the authority of the Board of Directors.

ARTICLE V

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Indemnification Generally. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or is alleged to have violated the Employee Retirement Income Security Act of 1974, as amended, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions By or In the Right Of the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a

director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense and settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of 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 Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

Section 3. Success on the Merits; Indemnification Against Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article V, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Determination that Indemnification is Proper. Any indemnification under Section 1 or Section 2 of this Article V, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances under the standard of conduct set forth in such Section 1 or Section 2 of this Article V, as the case may be. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding;
- (b) If such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
- (c) By the stockholders.

Section 5. Insurance; Indemnification Agreements. The corporation may, but shall not be required to, supplement the right of indemnification under this Article V by any lawful means, including, without limitation by reason of enumeration, (i) the purchase and maintenance of insurance on behalf of any one or more of such indemnitees, whether or not the corporation would be obligated to indemnify such person under this Article V or otherwise, and (ii) individual or group indemnification agreements with any one or more of such indemnities.

Section 6. Advancement of Expenses. Expenses (including attorneys' fees) incurred by an indemnitee in defending any civil, criminal, administrative or investigative action,

suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as to such amounts.

Section 7. Rights Not Exclusive. The indemnification and advancement of expenses provided by this Article V shall be not deemed exclusive of any other right to which an indemnified person may be entitled under Section 145 of the General Corporation Law of the State of Delaware (or any successor provision) or otherwise under applicable law, or under any agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8. Severability. To the extent that any court of competent jurisdiction shall determine that the indemnification provided under this Article V shall be invalid as applied to a particular claim, issue or matter, the provisions hereof shall be deemed amended to allow indemnification to the maximum extent permitted by law.

Section 9. Modification. This Article V shall be deemed to be a contract between the corporation and each previous, current or future director, officer, employee or agent. The provisions of this Article V shall be applicable to all actions, claims, suits or proceedings, commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article V shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding which is based in any material respect from any alleged action or failure to act prior to such amendment, modification or repeal.

DENTSPLY International Inc.

AMENDED AND RESTATED BY-LAWS

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AMENDED AND RESTATED BY-LAWS

OF

DENTSPLY INTERNATIONAL INC.

(formerly GENDEX Corporation)

ARTICLE I

STOCKHOLDERS' MEETINGS

Section 1. Annual Meetings. The annual meeting of the stockholders, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting, shall be held on such date and at such time as shall be designated from time to time by the Board of Directors.

Section 2. Special Meetings. Except as otherwise required by law and subject to the rights of the holders of any class or series of capital stock having a preference over the common stock as to dividends or upon liquidation, special meetings of stockholders of the corporation may be called only by the Chairman of the Board, the Chief Executive Officer or the President pursuant to a resolution adopted by the Board of Directors.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Delaware, as the place of meeting for any annual meeting, or for any special meeting called pursuant to Article I, Section 2, above. A waiver of notice signed by all stockholders entitled to vote at a meeting may designate any place, either within or without the State of Delaware, as the place for the holding of such meeting. If no designation is made, or if a special meeting shall be otherwise called, the place of meeting shall be the principal office of the corporation.

Section 4. Notice of Meeting. Written notice stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting either personally or by mail, by or at the discretion of the Chief Executive Officer, the President or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock record books of the corporation, with postage thereon prepaid.

Section 5. Fixing of Record Date.

(c) For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors of the corporation may fix, in

advance, a date as the record date for any such determination of stockholders, such date in any case to be not more than sixty (60) nor less than ten (10) days prior to the date of any proposed meeting of stockholders. In no event shall the stock transfer books be closed. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this Section, such determination shall be applied to any adjournment thereof.

(d) For the purpose of determining stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights, or in order to make a determination of stockholders for any other lawful purpose, the Board of Directors of the corporation may fix a date as the record date for any such determination of stockholders, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. In no event shall the stock transfer books be closed.

Section 6. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. Provided that a meeting has been duly convened in accordance herewith, any meeting of the stockholders may be adjourned from time to time without further notice. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. Any meeting (a) at which all of the outstanding shares are present in person or represented by proxy and at which none of such shares attend for the purpose of objecting, at the beginning of the meeting, to the transaction of any business thereat because the meeting was not lawfully called or convened, or (b) at which all of the outstanding stock has waived notice, or (c) for which notice shall have been duly given as provided herein, shall be deemed a properly constituted meeting of the stockholders.

Section 7. Proxies. At all meetings of stockholders, a stockholder entitled to vote may vote by proxy appointed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid only at the meeting for which it has been given or any adjournment thereof.

Section 8. Voting of Shares. At each meeting of stockholders, every stockholder entitled to vote thereat shall be entitled to vote in person or by a duly authorized proxy, which proxy may be appointed by an instrument in writing executed by such stockholder or his duly authorized attorney or through electronic means, if applicable, such as the internet. Subject to the provisions of applicable law and the corporation's Certificate of Incorporation, each holder of common stock shall be entitled to one (1) vote for each share of stock standing registered in his name at the close of business on the day fixed by the Board of Directors as the record date for the determination of the stockholders entitled to notice of and vote at such

meeting. Shares standing in the name of another corporation may be voted by any officer of such corporation or any proxy appointed by any officer of such corporation in the absence of express notice of such corporation given in writing to the Secretary of this corporation in connection with the particular meeting, that such officer has no authority to vote such shares.

Section 9. List of Stockholders. A complete list of the stockholders entitled to vote at the ensuing meeting, arranged in alphabetical order and showing the address of each stockholder and the number of shares registered in the name of each stockholder, shall be prepared by the Secretary, or other officer of the corporation having charge of said stock ledger. Such list shall be open to the examination of any stockholder during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where said meeting is to be held, and the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and shall be subject to the inspection of any stockholder who may be present.

Section 10. Waiver of Notice by Stockholders. Whenever any notice whatever is required to be given to any stockholder of the corporation under the provisions of these By-Laws or under the provisions of the Certificate of Incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the stockholder entitled to such notice, shall be deemed equivalent to the giving of such notice.

Section 11. Advance Notice of Stockholder-Proposed Business at Annual Meetings. No business may be transacted at an annual meeting of stockholders, other than business that is either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors (or any duly authorized committee thereof), (b) otherwise properly brought before the annual meeting by or at the direction of the Board of Directors (or any duly authorized committee thereof), or (c) otherwise properly brought before the annual meeting by any stockholder of the corporation (i) who is a stockholder of record on the date of the giving of the notice provided for in this Section 11 and on the record date for the determination of stockholders entitled to notice of and to vote at such annual meeting and (ii) who complies with the notice procedures set forth in this Section 11.

In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a stockholder, such stockholder must have given timely notice thereof in proper written form to the Secretary of the corporation.

To be timely, a stockholder's notice to the Secretary must be delivered to or mailed and received at the principal executive offices of the corporation not less than ninety (90) days nor more than one hundred twenty (120) days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that in the event that the annual meeting is called for a date that is not within twenty-five (25) days before or after such anniversary date, notice by the stockholder in order to be timely must be so received not later than the close of business on the tenth (10th) day following the day on which such notice of

the date of the annual meeting was mailed or such public disclosure of the date of the annual meeting was made, whichever first occurs.

To be in proper written form, a stockholder's notice to the Secretary must set forth as to each matter such stockholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting, the reasons for conducting such business at the annual meeting and any material interest in such business of such stockholder and any Stockholder Associated Person (as defined below), individually or in the aggregate, including any anticipated benefit to the stockholder or the Stockholder Associated Person therefrom, (ii) the name and record address of such stockholder, (iii) as to the stockholder giving the notice and any Stockholder Associated Person, (A) the class, series and number of all shares of stock of the corporation which are owned by such stockholder and by such Stockholder Associated Person, if any, (B) the nominee holder for, and number of, shares owned beneficially but not of record by such stockholder and by any such Stockholder Associated Person, and (C) any derivative positions held or beneficially held by the stockholder and by any such Stockholder Associated Person and whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price changes for, or to increase or decrease the voting power of, such stockholder or any such Stockholder Associated Person with respect to any share of stock of the corporation; (iv) as to the stockholder giving the notice and any Stockholder Associated Person covered by clause (iii) of this paragraph, the name and address of such stockholder, as they appear on the corporation's stock ledger, and current name and address, if different, and of such Stockholder Associated Person; (v) a description of all proxy, contract, arrangement, understanding, or relationship between such stockholder and any other person or persons (including their names) in connection with the proposal of such business by such stockholder; and (vi) a representation that such stockholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting.

Notwithstanding anything in these By-Laws to the contrary, no business shall be conducted at the annual meeting except business brought before the annual meeting in accordance with the procedures set forth in this Section 11; provided, however, that, once business has been properly brought before the annual meeting in accordance with such procedures, nothing in this Section 11 shall be deemed to preclude discussion by any stockholder of any such business. If the chairman of an annual meeting determines that business was not properly brought before the annual meeting in accordance with the foregoing procedures, the chairman shall declare to the meeting that the business was not properly brought before the meeting and such business shall not be transacted.

For purposes of this Section 11 and of Section 12 of this Article I, "Stockholder Associated Person" of any stockholder shall mean (i) any person controlling, directly or indirectly, or acting in concert with, such stockholder, (ii) any beneficial owner of shares of stock of the corporation owned of record or beneficially by such stockholder and (iii) any person controlling, controlled by or under common control with such Stockholder Associated Person.

Section 12. Procedure for Nomination of Directors. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the corporation, except as may be otherwise provided in the Certificate of Incorporation with respect to the right of holders of preferred stock of the corporation to nominate and elect a specified number of directors in certain circumstances. Nominations of persons for election to the Board of Directors may be made at any annual meeting of stockholders, or at any special meeting of stockholders called for the purpose of electing directors, (a) by or at the direction of the Board of Directors (or any duly authorized committee thereof) or (b) by any stockholder of the corporation (i) who is a stockholder of record on the date of the giving of the notice provided for in this Section 12 and on the record date for the determination of stockholders entitled to notice of and to vote at such meeting and (ii) who complies with the notice procedures set forth in this Section 12.

In addition to any other applicable requirements, for a nomination to be made by a stockholder, such stockholder must have given timely notice thereof in proper written form to the Secretary of the corporation.

To be timely, a stockholder's notice to the Secretary must be delivered to or mailed and received at the principal executive offices of the corporation (a) in the case of an annual meeting, not less than ninety (90) days nor more than one hundred twenty (120) days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that in the event that the annual meeting is called for a date that is not within twenty-five (25) days before or after such anniversary date, notice by the stockholder in order to be timely must be so received not later than the close of business on the tenth (10th) day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure of the date of the annual meeting was made, whichever first occurs; and (b) in the case of a special meeting of stockholders called for the purpose of electing directors, not later than the close of business on the tenth (10th) day following the day on which notice of the date of the special meeting was mailed or public disclosure of the date of the special meeting was made, whichever first occurs.

To be in proper written form, a stockholder's notice to the Secretary must set forth (a) as to each person whom the stockholder proposes to nominate for election as a director (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class or series and number of shares of capital stock of the corporation which are owned beneficially or of record by the person and (iv) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder; and (b) as to the stockholder giving the notice and any Stockholder Associated Person, (i) the name and record address of such stockholder, (ii) the class, series and number of all shares of stock of the corporation which are owned by such stockholder and by such Stockholder Associated Person, if any, (iii) the nominee holder for, and number of, shares owned beneficially but not of record by such stockholder and

by any such Stockholder Associated Person, (iv) any derivative positions held or beneficially held by the stockholder and by any such Stockholder Associated Person and whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price changes for, or to increase or decrease the voting power of, such stockholder or any such Stockholder Associated Person with respect to any share of stock of the corporation, (v) a description of all arrangements or understandings between such stockholder or any such Stockholder Associated Person and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder, (vi) as to the stockholder giving the notice, a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice and (vii) any other information relating to the stockholder giving the notice that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder. Such notice must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

No person shall be eligible for election as a director of the corporation unless nominated in accordance with the procedures set forth in this Section 12. If the Chairman of the meeting determines that a nomination was not made in accordance with the foregoing procedures, the Chairman shall declare to the meeting that the nomination was defective and such defective nomination shall be disregarded.

Section 13. Election of Directors. Except as provided in Section 8 of Article II of these bylaws, a nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Article I, Section 12 of these bylaws and (ii) such nomination has not been withdrawn by such stockholder on or prior to the fourteenth day before the date the Corporation first mails to the stockholders its notice of such meeting. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee, but only to withhold their vote.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may adopt, amend or repeal by-laws adopted by the Board or by the stockholders.

Section 2. Number of Directors, Tenure and Qualifications. The number of members of the Board of Directors shall be not less than three (3) nor more than thirteen (13), as determined from time to time by the Board of Directors. The directors need not be stockholders of the corporation. Effective immediately upon the filing of the Certificate of Amendment to the Restated Certificate of Incorporation of the corporation, the term of office for the class of directors elected in 2011 shall expire at the annual meeting of stockholders to be held in 2014, the term of office for the class of directors elected in 2012 shall expire at the annual meeting of stockholders to be held in 2015, and the term of office for the class of directors elected in 2013 shall expire at the annual meeting of stockholders to be held in 2016, with the members of each class to hold office until their successors are elected and qualified. Commencing at the annual meeting of stockholders to be held in 2014, directors succeeding those whose terms are then expired shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the year following the year of their election and until their successors are elected and qualified. Commencing with the annual meeting of stockholders to be held in 2016, the classification of the board of directors shall terminate and all directors shall be of one class. Any additional director elected to fill a vacancy resulting from an increase in the number of directors shall hold office until the next annual meeting of stockholders, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, incapacitation or removal from office, and except as otherwise required by law. In the event such election is not held at the annual meeting of stockholders, it shall be held at any adjournment thereof or a special meeting. Except as otherwise required by law, any vacancy on the board of directors that results from an increase in the number of directors shall be filled only by a majority of the board of directors then in office, provided that a quorum is present, and any other vacancy occurring in the board of directors shall be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor. A director may be removed only for cause by the stockholders.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held without any other notice than this By-Law immediately after, and at the same place as, the annual meeting of stockholders, and each adjourned session thereof. The Board of Directors may designate the time and place, either within or without the State of Delaware, for the holding of additional regular meetings without other notice than such designation.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the Chief Executive Officer, the President or by members of the Board of Directors constituting no less than three-fourths (3/4) of the total number of directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place either within or without the State of Delaware, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered or mailed to each director at his last known address, or at least forty-eight (48) hours previously thereto by personal delivery or by facsimile to a telephone number provided to the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered when transmitted with receipt confirmed. Whenever any notice whatever is required to be given to any director of the corporation under the provisions of these By-Laws or under the provisions of the Certificate of Incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. Two-Thirds (2/3) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting. The act of the majority of the directors then in office shall be the act of the Board of Directors, unless the act of a greater number is required by these By-Laws or By-Law.

Section 8. Vacancies. Except as otherwise required by law, any vacancy on the Board of Directors that results from an increase in the number of directors shall be filled only by a majority of the Board of Directors then in office, provided that a quorum is present, and any other vacancy occurring on the Board of Directors shall be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor. The resignation of a director shall be effective upon receipt by the corporation, unless some subsequent time is fixed in the resignation, and then from that time. Acceptance of such resignation by the corporation shall not be required.

Section 9. Compensation. The Board of Directors, by affirmative vote of a majority of the directors, and irrespective of any personal interest of any of its members, may establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise, or may delegate such authority to an appropriate committee.

Section 10. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 11. Committees. The Board of Directors by resolution may designate one (1) or more committees, each committee to consist of one (1) or more directors elected by the Board of Directors, which to the extent provided in such resolution, as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, except action with respect to amendment of the Certificate of Incorporation or By-Laws, adoption of an agreement of merger or consolidation (other than the adoption of a Certificate of Ownership and Merger in accordance with Section 253 of the General Corporation Law of the State of Delaware, as such law may be amended or supplemented), recommendation to the stockholders of the sale, lease or exchange of all or substantially all of the corporation's property or assets, recommendation to the stockholders of the dissolution or the revocation of a dissolution of the corporation, election of officers or the filling of vacancies on the Board of Directors or on committees created pursuant to this Section or declaration of dividends. The Board of Directors may elect one (1) or more of its members as alternate members of any such committee who may take the place of any absent or disqualified member or members at any meeting of such committee, upon request by the Chairman of the Board, the Chief Executive Officer or the President or upon request by the chairman of such meeting. Each such committee may fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

Section 12. Removal of Directors. Exclusive of directors, if any, elected by the holders of one (1) or more classes of preferred stock, no director of the corporation may be removed from office, except for cause and by the affirmative vote of two-thirds (2/3) of the outstanding shares of capital stock of the corporation entitled to vote at a meeting of the stockholders duly called for such purpose. As used in this Article II, the meaning of "cause" shall be limited to malfeasance arising from the performance of a director's duty which has a materially adverse effect on the business of the corporation.

Section 13. Action of the Board by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting of the Board of Directors or any committee thereof if prior to such action a written consent thereto is signed by all members of the Board or of the committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or the committee.

Section 14. Conferences. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 14 shall constitute presence in person at such meeting.

ARTICLE III

OFFICERS

Section 1. Number. The officers of the corporation shall consist of a Chairman of the Board and a Chief Executive Officer. The Board of Directors may appoint as officers a Vice Chairman of the Board, President, such number of Senior Vice Presidents and Vice Presidents, a Secretary, a Treasurer, one (1) or more Assistant Treasurers, one (1) or more Assistant Secretaries, and such other officers as are created by the Board from time to time. The same person may hold two (2) or more of such offices.

Section 2. Election and Term of Office. The Chairman of the Board and the Vice Chairman of the Board shall be elected by the directors from among their own number; other officers need not be directors. In addition to the powers conferred upon them by these By-Laws, all officers elected or appointed by the Board of Directors shall have such authority and shall perform such duties as from time to time may be prescribed by the Board of Directors by resolution.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors and meetings of the stockholders. He shall also perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 5. Vice Chairman of the Board. In the absence of the Chairman of the Board because of death or physical disability which prevents the Chairman of the Board from performing his duties, or in the event of his inability or refusal to act, the Vice Chairman of the Board shall perform the duties of the Chairman of the Board and, when so acting, have the powers of and be subject to all of the restrictions upon the Chairman of the Board.

Section 6. Chief Executive Officer. The Chief Executive Officer shall be the principal executive officer of the corporation and shall have the general charge of and control over the business, affairs, and personnel of the corporation, subject to the authority of the Board of Directors. The Chief Executive Officer may, together with the Secretary, sign all certificates for shares of the capital stock of the corporation and shall perform such other duties as shall be delegated to him by the Board of Directors. Except as may be specified by the Board of Directors, the Chief Executive Officer shall have the power to enter into contracts and make commitments on behalf of the corporation and shall have the right to execute deeds, mortgages, bonds, contracts and other instruments necessary or proper to be executed in connection with the corporation's regular business and may authorize the President, and any other officer of the corporation, to sign, execute and acknowledge such documents and instruments in his place and stead.

Section 7. President. The President shall be the chief operating officer of the corporation, and shall report to the Chief Executive Officer. The President may, together with the Secretary, sign all certificates for shares of the capital stock of the corporation and may, together with the Secretary, execute on behalf of the corporation any contract, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or the Chief Executive Officer to some other officer or agent, and shall perform such duties as are assigned to him by the Board of Directors or the Chief Executive Officer.

Section 8. Senior Vice President and Vice Presidents. Each Senior Vice President or Vice President shall perform such duties and have such authority as from time to time may be assigned to him by the Board of Directors, the Chief Executive Officer or the President.

Section 9. Secretary and Assistant Secretaries. The Secretary shall have custody of the seal of the corporation and of all books, records and papers of the corporation, except such as shall be in the charge of the Treasurer or some other person authorized to have custody and be in possession thereof by resolution of the Board of Directors. The Secretary shall record the proceedings of the meetings of the stockholders and of the Board of Directors in books kept by him for that purpose and may, at the direction of the Board of Directors, give any notice required by statute or by these By-Laws of all such meetings. The Secretary shall, together with the Chief Executive Officer or the President, sign certificates for shares of the capital stock of the corporation. Any Assistant Secretaries elected by the Board of Directors, in order of their seniority, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary as aforesaid. The Secretary or any Assistant Secretary may, together with the Chief Executive Officer, the President or any other authorized officer, execute on behalf of the corporation any contract which has been approved by the Board of Directors, and shall perform such other duties as the Board of Directors, the Chief Executive Officer or the President shall prescribe.

Section 10. Treasurer and Assistant Treasurer. The Treasurer shall keep accounts of all moneys of the corporation received and disbursed, and shall deposit all monies and valuables of the corporation in its name and to its credit in such banks and depositories as the Board of Directors shall designate. Any Assistant Treasurers elected by the Board of Directors, in order of their seniority, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors, the Chief Executive Officer or the President shall prescribe.

Section 11. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

Section 12. Representation in Other Companies. Unless otherwise ordered by the Board of Directors, the Chief Executive Officer, the President or a Vice President designated by the President shall have full power and authority on behalf of the corporation to attend and to act and to vote at any meetings of security holders of corporations in which the

corporation may hold securities, and at such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such securities, and which as the owner thereof the corporation might have possessed and exercised, if present. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

ARTICLE IV

STOCK AND TRANSFER OF STOCK

Section 1. Shares of Stock. The shares of capital stock of the corporation shall be represented by a certificate, unless and until the Board of Directors of the corporation adopts a resolution permitting shares to be uncertificated. Notwithstanding the adoption of any such resolution providing for uncertificated shares, every holder of capital stock of the corporation theretofore represented by certificates and, upon request, every holder of uncertificated shares, shall be entitled to have a certificate for shares of capital stock of the corporation signed by the Chief Executive Officer or the President and by the Secretary. To the extent that shares are represented by certificates, the certificates shall be in such form as shall be determined by the Board of Directors and shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. With respect to certificated shares of stock, all certificates surrendered to the corporation for transfer shall be canceled and no new certificate or uncertificated shares shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate, a new certificate or uncertificated shares may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. Transfer of Shares. Stock of the corporation shall be transferable in the manner prescribed by applicable law and in these By-Laws. Transfers of stock shall be made on the books of the corporation, and in the case of certificated shares of stock, only by the person named in the certificate or by such person's attorney lawfully constituted in writing and upon the surrender of the certificate therefor, properly endorsed for transfer and payment of all necessary transfer taxes; or, in the case of uncertificated shares of stock, upon receipt of proper transfer instructions from the registered holder of the shares or by such person's attorney lawfully constituted in writing, and upon payment of all necessary transfer taxes and compliance with appropriate procedures for transferring shares in uncertificated form; provided, however, that such surrender and endorsement, compliance or payment of taxes shall not be required in any case in which the officers of the corporation shall determine to waive such requirement. Prior to due presentment for registration of transfer of a certificate representing shares of capital stock of the corporation or of proper transfer instructions with respect to uncertificated shares, the corporation may treat the registered owner of such shares as the person exclusively entitled to vote, to receive notifications and otherwise to exercise all the rights and powers of an owner. Where a certificate for shares is presented to the corporation with a request to register for transfer, the corporation shall not be liable to the owner or any other person suffering loss as a result of such registration of transfer if (a) there were on or with the certificate the necessary

endorsements, and (b) the corporation had no duty to inquire into adverse claims or has discharged any such duty. The corporation may require reasonable assurance that said endorsements are genuine and effective and in compliance with such other regulations as may be prescribed under the authority of the Board of Directors.

ARTICLE V

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Indemnification Generally. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or is alleged to have violated the Employee Retirement Income Security Act of 1974, as amended, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions By or In the Right Of the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense and settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of 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 Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

Section 3. Success on the Merits; Indemnification Against Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article V, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Determination that Indemnification is Proper. Any indemnification under Section 1 or Section 2 of this Article V, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances under the standard of conduct set forth in such Section 1 or Section 2 of this Article V, as the case may be. Such determination shall be made:

(d) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding;

(e) If such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

(f) By the stockholders.

Section 5. Insurance; Indemnification Agreements. The corporation may, but shall not be required to, supplement the right of indemnification under this Article V by any lawful means, including, without limitation by reason of enumeration, (i) the purchase and maintenance of insurance on behalf of any one or more of such indemnitees, whether or not the corporation would be obligated to indemnify such person under this Article V or otherwise, and (ii) individual or group indemnification agreements with any one or more of such indemnities.

Section 6. Advancement of Expenses. Expenses (including attorneys' fees) incurred by an indemnitee in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as to such amounts.

Section 7. Rights Not Exclusive. The indemnification and advancement of expenses provided by this Article V shall be not deemed exclusive of any other right to which an indemnified person may be entitled under Section 145 of the General Corporation Law of the State of Delaware (or any successor provision) or otherwise under applicable law, or under any agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall

continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8. Severability. To the extent that any court of competent jurisdiction shall determine that the indemnification provided under this Article V shall be invalid as applied to a particular claim, issue or matter, the provisions hereof shall be deemed amended to allow indemnification to the maximum extent permitted by law.

Section 9. Modification. This Article V shall be deemed to be a contract between the corporation and each previous, current or future director, officer, employee or agent. The provisions of this Article V shall be applicable to all actions, claims, suits or proceedings, commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article V shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding which is based in any material respect from any alleged action or failure to act prior to such amendment, modification or repeal.

Section 302 Certifications Statement

I, Bret W. Wise, certify that:

1. I have reviewed this Form 10-Q of DENTSPLY International Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 1, 2013

/s/ Bret W. Wise
Bret W. Wise
Chairman of the Board and
Chief Executive Officer

Section 302 Certifications Statement

I, Christopher T. Clark, certify that:

1. I have reviewed this Form 10-Q of DENTSPLY International Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 1, 2013

/s/ Christopher T. Clark
Christopher T. Clark
President and
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of DENTSPLY International Inc. (the "Company") on Form 10-Q for the period ending June 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), We, Bret W. Wise, Chairman of the Board of Directors and Chief Executive Officer of the Company and Christopher T. Clark, President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of our knowledge and belief:

- (1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company as of the date of the Report.

/s/ Bret W. Wise
Bret W. Wise
Chairman of the Board and
Chief Executive Officer

/s/ Christopher T. Clark
Christopher T. Clark
President and
Chief Financial Officer

August 1, 2013