DENTSPLY INTERNATIONAL INC /DE/
Form 10-K
February 12, 2016

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

FORM 10-K

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

For the fiscal year ended December 31, 2015
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)	17405-2558 (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value $.01 per share	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes x No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes o No x

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 x No o
Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, 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 x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

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 definitions of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

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

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

Yes o No x

The aggregate market value of the voting common stock held by non-affiliates of the registrant computed by reference to the closing price as of the last business day of the registrants most recently completed second quarter June 30, 2015, was $7,207,044,561.

The number of shares of the registrant's Common Stock outstanding as of the close of business on February 2, 2016 was 140,122,034.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the definitive Proxy Statement of DENTSPLY International Inc. (the "Proxy Statement") to be used in connection with the 2016 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K to the extent provided herein. Except as specifically incorporated by reference herein the Proxy Statement is not deemed to be filed as part of this Form 10-K.

DENTSPLY International Inc.
Table of Contents

PART I

FORWARD-LOOKING STATEMENTS

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,” “assumes” and similar expressions identify forward-looking statements. 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”) and elsewhere in this report 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.

PART I

Item 1. Business

History and Overview

DENTSPLY, a Delaware corporation which dates its history to 1899, believes it is the world’s largest designer, developer, manufacturer and marketer of a broad range of consumable dental products for the professional dental market. The Company also manufactures and markets other consumable medical device products. The Company’s principal product categories are dental consumable products, dental laboratory products, dental specialty products and consumable medical device products. The Company’s worldwide headquarters and executive offices are located in York, Pennsylvania.

Dental products accounted for approximately 88% of DENTSPLY’s consolidated net sales, excluding precious metal content, for the year ended December 31, 2015. The remaining consolidated net sales, excluding precious metal content, is primarily related to consumable medical device products, materials sold to the investment casting industry, and the refining of certain precious metals. The presentation of net sales, excluding precious metal content, is considered a measure not calculated in accordance with accounting principles generally accepted in the United States of America (“US GAAP”), and is therefore considered a non-US GAAP measure. This non-US GAAP measure is discussed further in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and a reconciliation of net sales to net sales, excluding precious metal content, is provided.

During the first quarter of 2015, the Company realigned reporting responsibilities for multiple locations as a result of changes to the management structure. The Company conducts its business through three operating segments. Prior period segment information has been recast to conform to the 2015 presentation. All of the Company’s segments are primarily engaged in the design, manufacture and distribution of dental and medical products in four principal product categories: 1) dental consumable products 2) dental laboratory products 3) dental specialty products and 4) consumable medical device products.

The Company conducts its business in the United States of America (“U.S.”), as well as in over 120 foreign countries, principally through its foreign subsidiaries. DENTSPLY has a long-established presence in the European market, particularly in Germany, Sweden, France, the United Kingdom (“UK”), Switzerland and Italy, as well as in Canada. The

Company also has a significant market presence in the countries of the Commonwealth of Independent States ("CIS"), Central and South America, the Middle-East region and the Pacific Rim.

Geographic Information

For 2015, 2014 and 2013, the Company's net sales, excluding precious metal content, to customers outside the U.S., including export sales, accounted for approximately 63%, 66% and 67%, respectively, of consolidated net sales, excluding precious metal content. Reference is made to the information about the Company's U.S. and foreign sales by shipment origin set forth in Note 5, Segment and Geographic Information, to the consolidated financial statements in this Form 10-K.

Segment Information

Information regarding the Company's operating segments for the years ended December 31, 2015, 2014 and 2013 can be found in Note 5, Segment and Geographic Information, to the consolidated financial statements in this Form 10-K.

Principal Products

The worldwide professional dental industry encompasses the diagnosis, treatment and prevention of disease and ailments of the teeth, gums and supporting bone. DENTSPLY's principal dental product categories are dental consumable products, dental laboratory products and dental specialty products. Additionally, the Company's consumable medical device products provide for urological and surgical applications. These products are produced by the Company in the U.S. and internationally and are distributed throughout the world under some of the most well-established brand names and trademarks in these industries, including ANKYLOS, AQUASIL ULTRA, ARTICADENT, ASTRA TECH, ATLANTIS, CALIBRA, CAULK, CAVITRON, CELTRA, CERAMCO, CITANEST, DELTON, DENTSPLY, DETREY, DYRACT, ESTHET.X, IN-OVATION, LOFRIC, MAILLEFER, MIDWEST, NUPRO, ORAQIX, ORIGO, OSSEOSPEED, PALODENT PLUS, PEPGEN P-15, PORTRAIT, PRIME & BOND, PROFILE, PROTAPER, RECIPROC, RINN, SANI-TIP, SENSE, STYLUS, SULTAN, SUREFIL, THERMAFIL, TRIODENT MATRIX SYSTEMS, TRUBYTE, VIPI, WAVEONE, WELLSPECT, XENO, XIVE, XYLOCAINE and ZHERMACK.

Dental Consumable Products

Dental consumable products consist of value added dental supplies and devices and small equipment used in dental offices for the treatment of patients. Net sales of dental consumable products, excluding precious metal content, accounted for approximately 29%, 28% and 28% of the Company's consolidated net sales, excluding precious metal content, for the years ended December 31, 2015, 2014 and 2013, respectively.

DENTSPLY's dental supplies and devices in the dental consumable products category include dental anesthetics, prophylaxis paste, dental sealants, impression materials, restorative materials, tooth whiteners and topical fluoride. The Company manufactures thousands of different dental consumable products marketed under more than one hundred brand names.

Small equipment products in the dental consumable products category consist of various durable goods used in dental offices for the treatment of patients. DENTSPLY's small equipment products include dental handpieces, intraoral curing light systems, dental diagnostic systems and ultrasonic scalers and polishers.

Dental Laboratory Products

Dental laboratory products are used in the preparation of dental appliances by dental laboratories. Net sales of dental laboratory products, excluding precious metal content, accounted for approximately 9%, 10% and 10% of the Company's consolidated net sales, excluding precious metal content, for each of the years ended December 31, 2015, 2014 and 2013, respectively.

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 design and machining (CAD/CAM) ceramic systems and porcelain furnaces.

Dental Specialty Products

Dental specialty products are specialized treatment products used within the dental office and laboratory settings. Net sales of dental specialty products, excluding precious metal content, accounted for approximately 50%, 49% and 49% of the Company's consolidated net sales, excluding precious metal content, for the years ended December 31, 2015, 2014 and 2013, respectively. DENTSPLY's products in this category include endodontic (root canal) instruments and

materials, implants and related products, 3D digital scanning and treatment planning software, dental and orthodontic appliances and accessories.

Consumable Medical Device Products

Consumable medical device products consist mainly of urology catheters, certain surgical products, medical drills and other products. Net sales of consumable medical device products, excluding precious metal content, accounted for approximately 12%, 13% and 13% of the Company's consolidated net sales, excluding precious metal content, for the years ended December 31, 2015, 2014 and 2013, respectively.

Markets, Sales and Distribution

The Company believes that the market for its products will grow over the long-term based on the following factors:

- Increasing worldwide population.

- Aging mix of population in developed countries - The U.S., Europe, Japan and other regions have aging population with significant needs for dental care and healthcare, the elderly in these regions are well positioned to pay for the required procedures since they control sizable amounts of discretionary income.

- Natural teeth are being retained longer - Individuals with natural teeth are much more likely to visit a dentist in a given year than those without any natural teeth remaining.

- The changing dental practice in North America and Western Europe - Dentistry in these regions has been transformed from a profession primarily dealing with pain, infections and tooth decay to one with increased emphasis on preventive care and cosmetic dentistry.

- The demands for patient comfort and ease of product use and handling.

- Per capita and discretionary incomes are increasing in emerging markets - As personal incomes continue to rise in the emerging nations of the Pacific Rim, CIS and Latin America, obtaining healthcare, including dental services, is a growing priority. Many surveys indicate the middle class population will expand significantly within these emerging markets.

- The Company’s business is less susceptible than many other industries to general downturns in the economies in which it operates. Many of the products the Company offers relate to dental procedures and health conditions that are considered necessary by patients regardless of the economic environment. Dental specialty products and products that support discretionary dental procedures are the most susceptible to changes in economic conditions.

DENTSPLY believes that demand in a given geographic market for its dental and medical products vary according to the stage of social, economic and technical development of the particular market. Geographic markets for DENTSPLY’s dental and medical products can be categorized into the following two stages of development:

Developed Markets

The U.S., Canada, Western Europe, Japan, Australia and certain other countries are highly developed markets that demand the most advanced dental and health products and have the highest level of expenditures for dental and medical care. These markets account for approximately 80% to 85% of the Company’s net sales. In these markets, dental care is increasingly focused upon preventive care and specialized dentistry, in addition to basic procedures, such as excavation of teeth and filling of cavities, tooth extraction and denture replacement. These markets require varied and complex dental products, utilize sophisticated diagnostic and imaging equipment and demand high levels of attention to protect against infection and patient cross-contamination. A broader segment of the population in these markets can afford higher end treatments in both dental and medical care.

Emerging Markets

In certain countries in Central America, South America, Eastern Europe, Pacific Rim, Middle East and Africa, most dental care is often limited to excavation of teeth and filling of cavities and other restorative techniques, reflecting more modest per capita expenditures for dental and medical care. These markets account for approximately 15% to 20% of the Company’s net sales. The Company markets products with a diverse price range including dual-brand alternatives to address patient and professional needs. However, there is also a portion of the population in these markets that receive a level of dental and medical care similar to that received in developed countries. As such, many of our premium products are actively sold into these regions.

The Company offers products and equipment for use in markets at both of these stages of development. The Company believes that demand for more technically advanced products will increase as each of these markets develop. The Company also believes that its recognized brand names, high quality innovative products, clinical education, technical support services and strong international distribution capabilities position it well to benefit from opportunities in virtually any market.

DENTSPLY employs approximately 3,600 highly trained, product-specific sales and technical staff to provide comprehensive marketing and service tailored to the particular sales and technical support requirements of its distributors, dealers and the end-users.

Dental

DENTSPLY distributes approximately half of its dental products through third-party distributors. Certain highly technical products such as precious metal dental alloys, dental ceramics, crown and bridge porcelain products, endodontic instruments and materials, orthodontic appliances, implants, and bone substitute and grafting materials are often sold directly to the dental laboratory or dental professionals in some markets. In 2015, one customer, Henry Schein Incorporated, a dental distributor, accounted for 11% of DENTSPLY's consolidated net sales. No other single customer represented ten percent or more of DENTSPLY'S consolidated net sales during 2015. During 2014 and 2013, the Company did not have a single customer that represented ten percent or more of DENTSPLY'S consolidated net sales.

Although many of its dental sales are made to distributors, dealers and importers, DENTSPLY focuses its marketing efforts on the dentists, dental hygienists, dental assistants, dental laboratories and dental schools which are the end-users of its products. As part of this end-user "pull through" marketing approach, the Company conducts extensive distributor, dealer and end-user marketing programs. Additionally, the Company trains laboratory technicians, dental hygienists, dental assistants and dentists in the proper use of its products and introduces them to the latest technological developments at its educational courses conducted throughout the world. The Company also maintains ongoing consulting and educational relationships with various dental associations and recognized worldwide opinion leaders in the dental field.

Medical

The Company's urology products are sold directly in approximately 15 countries throughout Europe and North America, and through distributors in approximately 20 additional markets. The Company's largest markets include the UK, Germany and France. Key customers include urologists, urology nurses, general practitioners and direct-to-patients.

Historical reimbursement levels within Europe have been higher for intermittent catheters which explain a greater penetration of single-use catheter products in that market. In the U.S., which the Company considers an important growth market, the reimbursement environment has improved since 2008 as the infection control cost benefits of disposable catheters gain acceptance among payers.

The Company's surgery products are sold directly in approximately 13 countries and through distributors in approximately 20 additional markets. The Company's largest markets include Australia, Norway and the UK. Key customers include surgeons, hospital nurses, physiotherapists, hospital purchasing departments and medical supply distributors.

The Company also maintains ongoing consulting and educational relationships with various medical associations and recognized worldwide opinion leaders in this field.

Product Development

Innovation and successful product development are critical to keeping market leadership position in key product categories and growing market share in other products categories while strengthening the Company's prominence in the dental and medical markets that it serves. While many of DENTSPLY's existing products undergo brand extensions, the Company also continues to focus efforts on successfully launching innovative products that represent fundamental change.

New advances in technology are also anticipated to have a significant influence on future products in dentistry and in select areas of healthcare. As a result, the Company pursues research and development initiatives to support this technological development, including collaborations with external research institutions, dental and medical schools. Through its own internal research centers as well as through its collaborations with external research institutions, dental and medical schools, the Company directly invested $74.9 million, $80.8 million and $85.1 million in 2015, 2014 and 2013, respectively, in connection with the development of new products, improvement of existing products and advances in technology. The year-over-year investment for all years was reduced by foreign currency translation, which increased reported expense variations. The continued development of these areas is a critical step in meeting the Company's strategic goal as a leader in defining the future of dentistry and in select areas in health care.

In addition to the direct investment in product development and improvement, the Company also invests in these activities through acquisitions, by entering into licensing agreements with third parties, and by purchasing technologies developed by third parties.

Merger and Acquisition Activities

On September 15, 2015, the Company and Sirona Dental Systems, Inc. (“Sirona”) announced that the Board of Directors of both companies had unanimously approved a definitive Agreement and Plan of Merger (the “Merger Agreement”) under which the companies will combine in an all-stock merger of equals. Sirona develops, manufactures and markets several lines of dental products including CAD/CAM restoration systems, digital intra-oral, panoramic and 3D imaging systems, dental treatment centers and instruments. The Merger Agreement provides that, upon the terms and subject to the conditions set forth in the Merger Agreement, a wholly-owned subsidiary of the Company (“Merger Sub”) will merge with and into Sirona, with Sirona surviving as a wholly-owned subsidiary of the Company (the “Merger”). Upon completion of the Merger, the Company's name will be changed to Dentsply Sirona Inc. Subject to the terms and conditions of the Merger Agreement, if the merger is completed, each outstanding share of Sirona common stock will be converted into the right to receive 1.8142 shares of common stock of the Company, with cash paid in lieu of any fractional shares of common stock of the Company that a Sirona stockholder would otherwise have been entitled to receive.

On January 11, 2016, the respective stockholders of the Company and Sirona approved the proposed transaction. The transaction, which is expected to be completed in the first quarter of 2016, remains subject to the receipt of certain regulatory approvals and other customary closing conditions. For additional information related to the Merger refer to the Company's Registration Statement on Form S-4 (File No. 333-207669) filed with the SEC.

DENTSPLY believes that the dental products industry continues to experience consolidation with respect to both product manufacturing and distribution, although it remains fragmented thereby creating a number of acquisition opportunities. DENTSPLY also seeks to expand its position in consumable medical device products through acquisitions.

The Company views acquisitions as a key part of its growth strategy. These acquisition activities are intended to supplement the Company’s core growth and assure ongoing expansion of its business, including new technologies, additional products, organizational strength and geographic breadth.

Operating and Technical Expertise

DENTSPLY believes that its manufacturing capabilities are important to its success. The manufacturing processes of the Company’s products require substantial and varied technical expertise. Complex materials technology and processes are necessary to manufacture the Company’s products. The Company endeavors to automate its global manufacturing operations in order to improve quality and customer service and lower costs.

Financing

Information about DENTSPLY’s working capital, liquidity and capital resources is provided in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Form 10-K.

Competition

The Company conducts its operations, both domestic and foreign, under highly competitive market conditions. Competition in the dental and medical products industries is based primarily upon product performance, quality, safety and ease of use, as well as price, customer service, innovation and acceptance by clinicians, technicians and patients. DENTSPLY believes that its principal strengths include its well-established brand names, its reputation for

high quality and innovative products, its leadership in product development and manufacturing, its global sales force, the breadth of its product line and distribution network, its commitment to customer satisfaction and support of the Company's products by dental and medical professionals.

The size and number of the Company's competitors vary by product line and from region to region. There are many companies that produce some, but not all, of the same types of products as those produced by the Company.

Regulation

The development, manufacture, sale and distribution of the Company's products are subject to comprehensive governmental regulation both within and outside the United States. The following sections describe certain, but not all, of the significant regulations that apply to the Company. For a description of the risks related to the regulations that the Company is subject to, please refer to "Item 1A. Risk Factors."

Certain of the Company's products are classified as medical devices under the United States Food, Drug, and Cosmetic Act (the "FDCA"). The FDCA requires these products, when sold in the United States, to be safe and effective for their intended use and to comply with the regulations administered by the United States Food and Drug Administration ("FDA"). Certain medical device products are also regulated by comparable agencies in non-U.S. countries in which they are produced or sold.

Dental and medical devices of the types sold by DENTSPLY are generally classified by the FDA into a category that renders them subject only to general controls that apply to all medical devices, including regulations regarding alteration, misbranding, notification, record-keeping and good manufacturing practices. In the European Union, DENTSPLY's products are subject to the medical devices laws of the various member states, which are based on a Directive of the European Commission. Such laws generally regulate the safety of the products in a similar way to the FDA regulations. DENTSPLY products in Europe bear the CE mark showing that such products adhere to European regulations.

All dental amalgam filling materials, including those manufactured and sold by DENTSPLY, contain mercury. Various groups have alleged that dental amalgam containing mercury is harmful to human health and have actively lobbied state and federal lawmakers and regulators to pass laws or adopt regulatory changes restricting the use, or requiring a warning against alleged potential risks, of dental amalgams. The FDA, the National Institutes of Health and the U.S. Public Health Service have each indicated that there are no demonstrated direct adverse health effects due to exposure to dental amalgam. In response to concerns raised by certain consumer groups regarding dental amalgam, the FDA formed an advisory committee in 2006 to review peer-reviewed scientific literature on the safety of dental amalgam. In July 2009, the FDA concluded its review of dental amalgam, confirming its use as a safe and effective restorative material. Also, as a result of this review, the FDA classified amalgam and its component parts, elemental mercury and powder alloy, as a Class II medical device. Previously there was no classification for encapsulated amalgam, and dental mercury (Class I) and alloy (Class II) were classified separately. This new regulation places encapsulated amalgam in the same class of devices as most other restorative materials, including composite and gold fillings, and makes amalgam subject to special controls by FDA. In that respect, the FDA recommended that certain information about dental amalgam be provided, which includes information indicating that dental amalgam releases low levels of mercury vapor, and that studies on people ages six and over as well as FDA estimated exposures of children under six, have not indicated any adverse health risk associated with the use of dental amalgam. After the FDA issued this regulation, several petitions were filed asking the FDA to reconsider its position. Another advisory panel was established by the FDA to consider these petitions. Hearings of the advisory panel were held in December 2010. The FDA has taken no action as of the filing date of this Form 10-K from the 2010 advisory panel meeting.

In Europe, particularly in Scandinavia and Germany, the contents of mercury in amalgam filling materials have been the subject of public discussion. As a consequence, in 1994 the German health authorities required suppliers of dental amalgam to amend the instructions for use of amalgam filling materials to include a precaution against the use of amalgam for children less than eighteen years of age and to women of childbearing age. Additionally, some groups have asserted that the use of dental amalgam should be prohibited because of concerns about environmental impact from the disposition of mercury within dental amalgam, which has resulted in the sale of mercury containing products being banned in Sweden and severely curtailed in Norway. In the United States, the Environmental Protection Agency proposed in September 2014 certain effluent limitation guidelines and standards under the Clean Water Act to help cut discharges of mercury-containing dental amalgam to the environment. The rule would require affected dentists to use best available technology (amalgam separators) and other best management practices to control mercury discharges to publicly-owned treatment works. The Company strongly recommends adherence to the American Dental Association's Best Management Practices for Amalgam Waste and includes this in every package of dental amalgam. DENTSPLY also manufactures and sells non-amalgam dental filling materials that do not contain mercury.

The Company is also subject to the United States Foreign Corrupt Practices Act and similar anti-bribery laws applicable in non-United States jurisdictions that generally prohibit companies and their intermediaries from improperly offering or paying anything of value to non-United States government officials for the purpose of obtaining or retaining business. Some of our customer relationships outside of the United States are with governmental entities and therefore may be subject to such anti-bribery laws. In the sale, delivery and servicing of our products outside of the United States, we must also comply with various export control and trade embargo laws and regulations, including those administered by the Department of Treasury's Office of Foreign Assets Control ("OFAC") and the Department of Commerce's Bureau of Industry and Security ("BIS") which may require licenses or other authorizations for transactions relating to certain countries and/or with certain individuals identified by the United States government. Despite our internal compliance program, our policies and procedures may not always protect us from reckless or criminal acts committed by our employees or agents. Violations of these requirements are punishable by criminal or civil sanctions, including substantial fines and imprisonment.

The Company is subject to laws and regulations governing data privacy, including in the United States, the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") as amended by the Health Information Technology for Economic and

Clinical Health Act of 2009, which restricts the use and disclosure of personal health information, mandates the adoption of standards relating to the privacy and security of individually identifiable health information and requires us to report certain breaches of unsecured, individually identifiable health information.

The U. S. Federal Anti-Kickback Statute prohibits persons from knowingly and willfully soliciting, offering, receiving or providing remuneration, directly or indirectly, in exchange for or to induce either the referral of an individual, or the furnishing or arranging for a good or service, for which payment may be made under a federal health care program, such as Medicare or Medicaid.

The Physician Payments Sunshine Provisions of the Patient Protection and Affordable Care Act require the Company to record all transfers of value to physicians and teaching hospitals and to report this data to the Centers for Medicare and Medicaid Services for public disclosure. Similar reporting requirements have also been enacted in several states, and an increasing number of countries worldwide either have adopted or are considering similar laws requiring transparency of interactions with health care professionals.

The Company believes it is in substantial compliance with the laws and regulations that regulate its business.

Sources and Supply of Raw Materials and Finished Goods

The Company manufactures the majority of the products sold by the Company. Most of the raw materials used by the Company in the manufacture of its products are purchased from various suppliers and are typically available from numerous sources. No single supplier accounts for more than 10% of DENTSPLY’s supply requirements.

Intellectual Property

Products manufactured by DENTSPLY are sold primarily under its own trademarks and trade names. DENTSPLY also owns and maintains more than 2,500 patents throughout the world and is licensed under a number of patents owned by others.

DENTSPLY’s policy is to protect its products and technology through patents and trademark registrations both in the U.S. and in significant international markets. The Company carefully monitors trademark use worldwide and promotes enforcement of its patents and trademarks in a manner that is designed to balance the cost of such protection against obtaining the greatest value for the Company. DENTSPLY believes its patents and trademark properties are important and contribute to the Company’s marketing position but it does not consider its overall business to be materially dependent upon any individual patent or trademark.

Employees

At December 31, 2015, the Company and its subsidiaries employed approximately 11,400 employees. Of these employees, approximately 3,300 were employed in the United States and 8,100 in countries outside of the United States. Less than 5% of employees in the United States are covered by collective bargaining agreements. Some employees outside of the United States are covered by collective bargaining, union contract or other similar type program. The Company believes that it generally has a positive relationship with its employees.

Environmental Matters

DENTSPLY believes that its operations comply in all material respects with applicable environmental laws and regulations. Maintaining this level of compliance has not had, and is not expected to have, a material effect on the Company’s capital expenditures or on its business.

Other Factors Affecting the Business

Approximately two-thirds of the Company's sales are located in regions outside the U.S., and the Company's consolidated net sales can be impacted negatively by the strengthening or positively by the weakening of the U.S. dollar. Additionally, movements in certain foreign exchange rates may unfavorably or favorably impact the Company's results of operations, financial condition and liquidity as a number of the Company's manufacturing and distribution operations are located outside of the U.S.

The Company's business is subject to quarterly fluctuations of consolidated net sales and net income. The Company typically implements most of its price changes in the beginning of the first or fourth quarter. Price changes, other marketing and promotional programs as well as the management of inventory levels by distributors and the implementation of strategic initiatives, may impact sales levels in a given period. Sales for the industry and the Company are generally strongest in the second and fourth calendar

quarters and weaker in the first and third calendar quarters, due to the effects of the items noted above and due to the impact of holidays and vacations, particularly throughout Europe.

The Company tries to maintain short lead times within its manufacturing, as such, the backlog on products is generally not material to the financial statements.

Securities and Exchange Act Reports

The U.S. Securities and Exchange Commission ("SEC") maintains a website that contains reports, proxy and information statements, and other information regarding issuers, including the Company, that file electronically with the SEC. The public can obtain any documents that the Company files with the SEC at http://www.sec.gov. The Company files annual reports, quarterly reports, proxy statements and other documents with the SEC under the Securities Exchange Act of 1934, as amended ("Exchange Act"). The public may read and copy any materials the Company files with the SEC at its Public Reference Room at the following address:

The Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

The public may obtain information on the operation of this Public Reference Room by calling the SEC at 1-800-SEC-0330.

DENTSPLY also makes available free of charge through its website at www.DENTSPLY.com its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such materials are filed with or furnished to the SEC.

Item 1A. Risk Factors

The following are the significant risk factors that could materially impact DENTSPLY's business, financial condition or future results. The order in which these factors appear should not be construed to indicate their relative importance or priority.

The proposed business combination transaction between the Company and Sirona Dental Systems, Inc. may present certain risks to the Company's business and operations.

On September 15, 2015, the Company and Sirona Dental Systems, Inc. ("Sirona") entered into an Agreement and Plan of Merger (the "Merger Agreement") providing for a "merger of equals" business combination transaction. Pursuant to the terms of the Merger Agreement, which was approved by the boards of directors of the Company and Sirona, at the closing of the transaction each outstanding share of Sirona common stock will be converted into the right to receive 1.8142 shares of Company common stock. On January 11, 2016, the respective stockholders of the Company and Sirona approved the proposed transaction. The Company expects the transaction, which remains subject to certain regulatory clearances and the satisfaction or waiver of closing conditions contained in the Merger Agreement, to close in the first quarter of 2016.

Risks Related to the Merger

The Merger is subject to the receipt of consents and clearances from foreign regulatory authorities that may impose conditions that could have an adverse effect on DENTSPLY or the combined company or, if not obtained, could prevent completion of the Merger.

Before the Merger may be completed, applicable waiting periods must expire or terminate under antitrust and competition laws. In deciding whether to grant regulatory clearances, the relevant governmental entities will consider the effect of the Merger on competition within their relevant jurisdiction. The terms and conditions of the approvals that are granted may impose requirements, limitations or costs or place restrictions on the conduct of the combined company's business. The Merger agreement may require the Company and/or Sirona to comply with conditions imposed by regulatory entities and, in certain circumstances, either company may refuse to close the Merger on the basis of those regulatory conditions. There can be no assurance that regulators will not impose conditions, terms, obligations or restrictions and that such conditions, terms, obligations or restrictions will not have the effect of delaying completion of the Merger or imposing additional material costs on or materially limiting the revenues of the combined company following the Merger. In addition, neither DENTSPLY nor Sirona can provide assurance that any such conditions, terms, obligations or restrictions will not result in the delay or abandonment of the Merger.

Any delay in completing the merger may reduce or eliminate the benefits expected to be achieved thereunder.

In addition to the required regulatory clearances, the Merger is subject to a number of other conditions beyond the Company's and Sirona's control that may prevent, delay or otherwise materially adversely affect its completion. DENTSPLY cannot predict whether and when these other conditions will be satisfied. Furthermore, the requirements for obtaining the required clearances and approvals could delay the completion of the Merger for a significant period of time or prevent it from occurring. Any delay in completing the merger could cause the combined company not to realize, or to be delayed in realizing, some or all of the synergies that the Company expects to achieve if the Merger is successfully completed within its expected time frame.

Uncertainties associated with the merger may cause a loss of management personnel and other key employees which could adversely affect the future business and operations of the combined company.

The Company and Sirona are dependent on the experience and industry knowledge of their respective officers and other key employees to execute their business plans. DENTSPLY and Sirona's current and prospective employees may

experience uncertainty about their roles within the combined company following the Merger, which may have an adverse effect on the ability of each of the Company and Sirona to attract or retain key management and other key personnel. Accordingly, no assurance can be given that the combined company will be able to attract or retain key management personnel and other key employees of the Company and Sirona to the same extent that the Company and Sirona have previously been able to attract or retain employees. A failure by the Company, Sirona, or, following the completion of the Merger, the combined company to attract, retain and motivate executives and other key employees during the period prior to or after the completion of the Merger could have a negative impact on their respective businesses.

Lawsuits have been filed against each of the Company and Sirona's board of directors challenging the Merger and an adverse ruling may prevent the merger from being completed.

The Company, Merger Sub and the members of Sirona's board of directors were named as defendants in lawsuits brought by Sirona stockholders challenging the merger and seeking, among other things, injunctive relief to enjoin the defendants from

completing the merger on the agreed-upon terms. Additional lawsuits may be filed against the Company, Merger Sub, Sirona and/or their respective directors or officers in connection with the Merger.

One of the conditions to the closing of the merger is the absence of any order, injunction, decree, statute, rule or regulation by a court or other governmental entity that makes illegal or prohibits the consummation of the merger or the other transactions contemplated by the merger agreement. Consequently, if a settlement or other resolution is not reached in the lawsuits referenced above and the plaintiffs secure injunctive or other relief prohibiting, delaying or otherwise adversely affecting the parties' ability to complete the merger, then such injunctive or other relief may prevent the merger from becoming effective within the expected time frame or at all.

Failure to complete the Merger could negatively impact the stock prices and the future business and financial results of DENTSPLY and Sirona.

Completion of the Merger is not assured and is subject to risks, including the risks that approval by governmental entities will not be obtained or that certain other closing conditions will not be satisfied. If the Merger is not completed, the ongoing businesses and financial results of the Company and/or Sirona may be adversely affected and DENTSPLY and/or Sirona will be subject to several risks, including the following:

- having to pay certain significant costs relating to the merger without receiving the benefits of the merger, including, in certain circumstances, a termination fee of $280 million, in the case of DENTSPLY, and a termination fee of $205 million, in the case of Sirona;
- the potential loss of key personnel during the pendency of the merger as employees may experience uncertainty about their future roles with the combined company;
- DENTSPLY and Sirona will have been subject to certain restrictions on the conduct of their businesses which may have prevented the respective companies from making certain acquisitions or dispositions or pursuing certain business opportunities while the merger was pending; and
- having had the focus of each companies' management on the merger instead of on pursuing other opportunities that could have been beneficial to the companies.

If the merger is not completed, DENTSPLY and Sirona cannot assure their respective stockholders that these risks will not materialize and will not materially adversely affect the business, financial results and stock prices of DENTSPLY or Sirona.

The Merger agreement contains provisions that could discourage a potential competing acquirer of either the Company or Sirona.

The Merger Agreement contains "no shop" provisions that, subject to limited exceptions, restrict each of DENTSPLY and Sirona's ability to solicit, initiate or knowingly encourage and induce, or take any other action designed to facilitate competing third-party proposals relating to a merger, reorganization or consolidation of the company or an acquisition of the company's stock or assets.

These provisions could discourage a potential third-party acquirer that might have an interest in acquiring all or a significant portion of the Company or Sirona from considering or proposing that acquisition, even if it were prepared to pay consideration with a higher per share cash or market value than the market value proposed to be received or realized in the Merger or might result in a potential third-party acquirer proposing to pay a lower price to the stockholders than it might otherwise have proposed to pay because of the added expense of the $280 million or $205 million termination fee, as applicable, that may become payable in certain circumstances.

If the Merger Agreement is terminated and either the Company or Sirona determines to seek another business combination, it may not be able to negotiate a transaction with another party on terms comparable to, or better than, the terms of the Merger.

The Company and Sirona's executive officers and directors have certain interests in the Merger that may be different from, or in addition to, the interests of DENTSPLY and Sirona stockholders generally.

DENTSPLY's and Sirona's executive officers and directors have certain interests in the merger that may be different from, or in addition to, the interests of DENTSPLY stockholders and Sirona stockholders generally. DENTSPLY's executive officers and Sirona's executive officers negotiated the terms of the merger agreement. The executive officers of DENTSPLY and Sirona have arrangements with DENTSPLY or Sirona, as applicable, that provide for severance benefits if their employment is terminated under certain circumstances following the completion of the Merger. In addition, certain of Sirona's compensation and benefit plans and arrangements provide for payment or accelerated vesting or distribution of certain rights or benefits upon completion

of the Merger. Under the Merger Agreement, DENTSPLY and Sirona may act before completion of the Merger to accelerate the vesting of equity awards (restricted stock units and, in the case of DENTSPLY, also stock options) held by some or all of its non-employee directors who will not continue as directors of the combined company after the Merger. Executive officers and directors also have rights to indemnification and directors' and officers' liability insurance that will survive completion of the merger.

Upon completion of the Merger, the board of directors of the combined company will be comprised of eleven members, consisting of six of DENTSPLY's current directors and five of Sirona's current directors. Mr. Jeffery T. Slovin, currently a Director and the President and Chief Executive Officer of Sirona, will serve as a Director and as Chief Executive Officer of the combined company, and Mr. Wise, DENTSPLY's current Chairman and Chief Executive Officer, will serve as Executive Chairman of the board of directors of the combined company. Additionally, the combined company's management team will include executives from each of DENTSPLY and Sirona. From DENTSPLY, Christopher T. Clark (the current President and Chief Financial Officer of DENTSPLY) will serve as President and Chief Operating Officer, Technologies of the combined company, and James G. Mosch (the current Executive Vice President and Chief Operating Officer of DENTSPLY) will serve as President and Chief Operating Officer, Dental and Healthcare Consumables of the combined company. From Sirona, Ulrich Michel (the current Executive Vice President and Chief Financial Officer of Sirona) will serve as Executive Vice President and Chief Financial Officer of the combined company.

Each of DENTSPLY's and Sirona's boards of directors were aware of these interests at the time each approved the Merger and the transactions contemplated by the Merger agreement. These interests, including the continued employment of certain of DENTSPLY's and Sirona's executive officers by the combined company, the continued positions of certain of DENTSPLY'S and Sirona's directors as directors of the combined company and the indemnification of former directors and officers by the combined company, may cause DENTSPLY'S and Sirona's directors and executive officers to view the Merger proposal differently and more favorably than stockholders generally.

Current holders of DENTSPLY's and Sirona's common stock will have a reduced ownership and voting interest after the Merger and will exercise less influence over management.

Current holders of DENTSPLY and Sirona common stock have the right to vote in the election of the board of directors and on other matters affecting DENTSPLY and Sirona, respectively. Upon the completion of the Merger, each of Sirona's stockholders who receives shares of DENTSPLY common stock will become a stockholder of the combined company with a percentage ownership of the combined company that is smaller than such stockholder's percentage ownership of Sirona. Similarly, after completion of the Merger, the shares of combined company common stock retained by each DENTSPLY stockholder will represent a smaller percentage ownership of the combined company. It is currently expected that Sirona's stockholders immediately prior to the effective time of the Merger as a group will receive shares in the Merger constituting approximately 42% of the shares of combined company common stock on a fully diluted basis immediately after the Merger. As a result, stockholders of DENTSPLY immediately prior to the effective time of the Merger as a group will own approximately 58% of the shares of combined company common stock on a fully diluted basis immediately after the Merger. Because of this, DENTSPLY and Sirona stockholders will have less influence on the management and policies of the combined company than they now have on the management and policies of DENTSPLY and Sirona, respectively.

Risks Related to the Combined Company Following the Merger

The combined company may be unable to integrate successfully DENTSPLY's and Sirona's businesses and realize the anticipated benefits of the Merger.

The success of the Merger will depend, in large part, on the ability of the combined company to realize the anticipated benefits, including cost savings, from combining DENTSPLY and Sirona's businesses. To realize these anticipated benefits, DENTSPLY and Sirona's businesses must be successfully integrated. This integration will be complex and time consuming. The failure to integrate successfully and to manage successfully the challenges presented by the integration process may result in the combined company not fully achieving the anticipated benefits of the Merger. Potential difficulties the combined company may encounter as part of the integration process include, but are not limited to, the following:

- the inability to successfully combine DENTSPLY and Sirona's businesses in a manner that permits the combined company to achieve the full revenue and cost synergies anticipated to result from the Merger;
- complexities associated with managing the combined businesses, including the challenge of integrating complex systems, technology, networks and other assets of each of the companies in a seamless manner that minimizes any adverse impact on customers, suppliers, employees and other constituencies;
- coordinating geographically separated organizations, systems and facilities;
- addressing possible differences in business backgrounds, corporate cultures and management philosophies;

- integrating the workforces of the two companies while maintaining focus on providing consistent, high quality customer service; and
- potential unknown liabilities and unforeseen increased or new expenses, delays or regulatory conditions associated with the Merger.

In addition, DENTSPLY and Sirona have operated and, until the completion of the Merger, will continue to operate independently. It is possible that the integration process could result in:

- diversion of the attention of each company's management;
- disruption of existing relationships with distributors, suppliers and other manufacturers in the industry that drive a substantial amount of revenues to each company; and
- the disruption of, or the loss of momentum in, each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies, any of which could adversely affect each company's ability to maintain relationships with customers, suppliers, employees and other constituencies, DENTSPLY or Sirona's ability to achieve the anticipated benefits of the Merger, or which could reduce each company's earnings or otherwise adversely affect the business and financial results of the combined company.

The Merger may not be accretive and may cause dilution to the combined company's adjusted earnings per share, which may negatively affect the market price of the combined company's common stock.

DENTSPLY and Sirona currently anticipate that the Merger will be accretive to stockholders on an adjusted earnings per share basis within the first full year following the completion of the Merger. This expectation is based on preliminary estimates, which may materially change. The combined company could also encounter additional transaction and integration-related costs or other factors such as the failure to realize all of the benefits anticipated in the Merger. All of these factors could cause dilution to the combined company's adjusted earnings per share or decrease or delay the expected accretive effect of the Merger and cause a decrease in the market value of the combined company's common stock.

The future results of the combined company will suffer if the combined company does not effectively manage its expanded operations following the Merger.

Following the Merger, the size of the business of the combined company will increase significantly beyond the current size of either DENTSPLY or Sirona's business. The combined company's future success depends, in part, upon its ability to manage this expanded business, which will pose substantial challenges for management, including challenges related to the management and monitoring of new operations and associated increased costs and complexity. There can be no assurances that the combined company will be successful or that it will realize the expected operating efficiencies, cost savings, revenue enhancements and other benefits currently anticipated from the Merger.

The combined company is expected to incur substantial expenses related to the Merger and the integration of DENTSPLY and Sirona.

The combined company is expected to incur substantial expenses in connection with the Merger and the integration of DENTSPLY and Sirona. There are a large number of processes, policies, procedures, operations, technologies and systems that must be integrated, including purchasing, accounting and finance, sales, payroll, pricing, revenue management, manufacturing, research and development, marketing and benefits. While DENTSPLY and Sirona have assumed that a certain level of expenses would be incurred, there are many factors beyond each company's control that could affect the total amount or the timing of the integration expenses. Moreover, many of the expenses that will be incurred are, by their nature, difficult to estimate accurately. These expenses could, particularly in the near term,

exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings. These integration expenses likely will result in the combined company taking significant charges against earnings following the completion of the Merger, and the amount and timing of such charges are uncertain at present.

These risks, as they relate to the Company as part of the combined company and additional risks associated with the merger, are described in more detail under the heading “Risk Factors” in the Company’s Registration Statement on Form S-4 (File No. 333-207669) filed with the SEC.

Negative changes could occur in the dental or medical device markets, the general economic environments, or government reimbursement or regulatory programs of the regions in which the Company operates.

The success of the Company is largely dependent upon the continued strength of dental and medical device markets and is also somewhat dependent upon the general economic environments of the regions in which DENTSPLY operates. Negative changes to these markets and economies could materially impact the Company's results of operations and financial condition. In many markets, dental reimbursement is largely out of pocket for the consumer and thus utilization rates can vary significantly depending on economic growth. For instance, data suggests that the utilization of dental services by working age adults in the U.S. may have declined over the last several years. Additionally, there is also uncertainty as to what impact the Affordable Care Act may have on dental utilization in the U.S. In certain markets, particularly in the European Union, government and regulatory programs have a more significant impact than in other markets. Changes to these programs could have a positive or negative impact on the Company's results.

Prolonged negative economic conditions in domestic and global markets may adversely affect the Company's suppliers and customers and consumers, which could harm the Company's financial position.

Prolonged negative changes in domestic and global economic conditions or disruptions of either or both of the financial and credit markets may affect the Company's supply chain and the customers and consumers of the Company's products and may have a material adverse effect on the Company's results of operations, financial condition and liquidity.

Due to the Company's international operations, the Company is exposed to the risk of changes in foreign exchange rates.

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 U.S., the Company's consolidated net sales are impacted negatively by the strengthening or positively by the weakening of the U.S. dollar. Additionally, movements in certain foreign exchange rates may unfavorably or favorably impact the Company's results of operations, financial condition and liquidity as a number of the Company's manufacturing and distribution operations are located outside of the U.S. Changes in exchange rates may have a negative effect on the Company's customers' access to credit as well as on the underlying strength of particular economies and dental markets. Although the Company may use certain financial instruments to attempt to mitigate market fluctuations in foreign exchange rates, there can be no assurance that such measures will be effective or that they will not create additional financial obligations on the Company.

Volatility in the capital markets or investment vehicles could limit the Company's ability to access capital or could raise the cost of capital.

Although the Company continues to have positive operating cash flow, a disruption in the credit markets may reduce sources of liquidity available to the Company. The Company relies on multiple financial institutions to provide funding pursuant to existing and/or future credit agreements, and those institutions may not be able to provide funding in a timely manner, or at all, when required by the Company. The cost of or lack of available credit could impact the Company's ability to develop sufficient liquidity to maintain or grow the Company, which in turn may adversely affect the Company's businesses and results of operations, financial condition and liquidity.

The Company also manages cash and cash equivalents and short-term investments through various institutions. There may be a risk of loss on investments based on the volatility of the underlying instruments that would not allow the Company to recover the full principal of its investments.

The Company may not be able to access or renew its precious metal consignment facilities resulting in a liquidity constraint equal to the fair market value of the precious metal value of inventory and would subject the Company to

inventory valuation risk as the value of the precious metal inventory fluctuates resulting in greater volatility to reported earnings.

The Company's quarterly operating results and market price for the Company's common stock may be volatile.

DENTSPLY experiences fluctuations in quarterly sales and earnings due to a number of factors, many of which are substantially outside of the Company's control, including but not limited to:

- The timing of new product introductions by DENTSPLY and its competitors;
- Timing of industry trade shows;
- Changes in customer inventory levels;
- Developments in government reimbursement policies;
- Changes in customer preferences and product mix;
- The Company's ability to supply products to meet customer demand;
- Fluctuations in manufacturing costs;

- Changes in income tax laws and incentives which could create adverse tax consequences;
- Fluctuations in currency exchange rates; and
- General economic conditions, as well as those specific to the healthcare and related industries.

As a result, the Company may fail to meet the expectations of securities analysts and investors, which could cause its stock price to decline. Quarterly fluctuations generally result in net sales and operating profits historically being higher in the second and fourth quarters. The Company typically implements most of its price changes early in the fourth quarter or beginning of the year. These price changes, other marketing and promotional programs, which are offered to customers from time to time in the ordinary course of business, the management of inventory levels by distributors and the implementation of strategic initiatives, may impact sales levels in a given period. Net sales and operating profits generally have been lower in the first and third quarters, primarily due not only to increased sales in the quarters preceding these quarters, but also due to the impact of holidays and vacations, particularly throughout Europe.

In addition to fluctuations in quarterly earnings, a variety of other factors may have a significant impact on the market price of DENTSPLY's common stock causing volatility. These factors include, but are not limited to, the publication of earnings estimates or other research reports and speculation in the press or investment community; changes in the Company's industry and competitors; the Company's financial condition and cash flows; any future issuances of DENTSPLY's common stock, which may include primary offerings for cash, stock splits, issuances in connection with business acquisitions, restricted stock and the grant or exercise of stock options from time to time; general market and economic conditions; and any outbreak or escalation of hostilities in geographical areas in which the Company does business.

Also, the NASDAQ National Market ("NASDAQ") can experience extreme price and volume fluctuations that can be unrelated or disproportionate to the operating performance of the companies listed on the NASDAQ. Broad market and industry factors may negatively affect the market price of the Company's common stock, regardless of actual operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been instituted against companies. This type of litigation, if instituted, could result in substantial costs and a diversion of management's attention and resources, which could harm the Company's business.

The dental and medical device supplies markets are highly competitive and there is no guarantee that the Company can compete successfully.

The worldwide markets for dental and medical products are highly competitive. There can be no assurance that the Company will successfully identify new product opportunities and develop and market new products successfully, or that new products and technologies introduced by competitors will not render the Company's products obsolete or noncompetitive. Additionally, the size and number of the Company's competitors vary by product line and from region to region. There are many companies that produce some, but not all, of the same types of products as those produced by the Company. Certain of DENTSPLY's competitors may have greater resources than the Company. In addition, the Company is exposed to the risk that its competitors or its customers may introduce private label, generic, or low cost products that compete with the Company's products at lower price points. If these competitors' products capture significant market share or result in a decrease in market prices overall, this could have a negative impact on the Company's results of operations and financial condition.

The Company may be unable to develop innovative products or obtain regulatory approval for new products.

The market for DENTSPLY's products is characterized by rapid and significant technological change, new intellectual property associated with that technological change, evolving industry standards, and new product introductions.

Additionally, DENTSPLY's patent portfolio continues to change with patents expiring through the normal course of their life. There can be no assurance that DENTSPLY's products will not lose their competitive advantage or become noncompetitive or obsolete as a result of such factors, or that we will be able to generate any economic return on the Company's investment in product development. If the Company's products or technologies lose their competitive advantage or become noncompetitive or obsolete, DENTSPLY's business could be negatively affected.

DENTSPLY has identified new products as an important part of its growth opportunities. There can be no assurance that DENTSPLY will be able to continue to develop innovative products and that regulatory approval of any new products will be obtained from applicable U.S. or international government or regulatory authorities, or that if such approvals are obtained, such products will be favorably accepted in the marketplace. Additionally, there is no assurance that entirely new technology or approaches to dental treatment or competitors' new products will not be introduced that could render the Company's products obsolete.

DENTSPLY's business is subject to extensive, complex and changing laws, regulations and orders that failure to comply with could subject us to civil or criminal penalties or other liabilities.

DENTSPLY is subject to extensive laws, regulations and orders which are administered by various international, federal and state governmental authorities, including, among others, the FDA, the Office of Foreign Assets Control of the United States Department of the Treasury ("OFAC"), the Bureau of Industry and Security of the United States Department of Commerce ("BIS"), the United States Federal Trade Commission, the United States Department of Justice and other similar domestic and foreign authorities. These regulations include, but are not limited to, the U.S. Foreign Corrupt Practices Act and similar international anti-bribery laws, the U.S. Federal Anti-Kickback Statute, the Physician Payments Sunshine Act, regulations concerning the supply of conflict minerals, various environmental regulations and regulations relating to trade, import and export controls and economic sanctions. Such laws, regulations and orders may be complex and are subject to change.

Compliance with the numerous applicable existing and new laws, regulations and orders could require us to incur substantial regulatory compliance costs. Although the Company has implemented policies and procedures to comply with applicable laws, regulations and orders, there can be no assurance that governmental authorities will not raise compliance concerns or perform audits to confirm compliance with such laws, regulations and orders. Failure to comply with applicable laws, regulations or orders could result in a range of governmental enforcement actions, including fines or penalties, injunctions and/or criminal or other civil proceedings. Any such actions could result in higher than anticipated costs or lower than anticipated revenue and could have a material adverse effect on the Company's reputation, business, financial condition and results of operations.

In 2012, the Company received subpoenas from the United States Attorney's Office for the Southern District of Indiana (the "USAO") and from OFAC requesting documents and information related to compliance with export controls and economic sanctions regulations by certain of its subsidiaries. The Company also voluntarily contacted OFAC and BIS regarding compliance with export controls and economic sanctions regulations by certain other business units of the Company identified in an ongoing internal review by the Company. The Company is cooperating with the USAO, OFAC and BIS with respect to these matters.

The Company may fail to realize the expected benefits of its cost reduction and restructuring efforts.

In order to operate more efficiently and control costs, the Company may announce from time to time restructuring plans, including workforce reductions, global facility consolidations and other cost reduction initiatives that are intended to generate operating expense or cost of goods sold savings through direct and indirect overhead expense reductions as well as other savings. The Company has targeted adjusted operating income margins of at least 20% as the benefits of these initiatives, net of related investments, are realized over time. Due to the complexities inherent in implementing these types of cost reduction and restructuring activities, and the quarterly phasing of related investments, the Company may fail to realize expected efficiencies and benefits, or may experience a delay in realizing such efficiencies and benefits, and its operations and business could be disrupted. Company management may be required to divert their focus to managing these disruptions, and implementation may require the agreement of the Company's labor unions. Risks associated with these actions and other workforce management issues include delays in implementation of anticipated workforce reductions, additional unexpected costs, changes in restructuring plans that increase or decrease the number of employees affected, negative impact on the Company's relationship with labor unions, adverse effects on employee morale, and the failure to meet operational targets due to the loss of employees, any of which may impair the Company's ability to achieve anticipated cost reductions or may otherwise harm its business, and could have a material adverse effect on its competitive position, results of operations, cash flows or financial condition.

The Company may be unable to obtain a supply for certain finished goods purchased from third parties.

A significant portion of the Company's injectable anesthetic products, orthodontic products, certain dental cutting instruments, catheters, nickel titanium products and certain other products and raw materials are purchased from a limited number of suppliers and in certain cases single source suppliers, some of which may also compete with the Company. As there are a limited number of suppliers for these products, there can be no assurance that the Company will be able to obtain an adequate supply of these products and raw materials in the future. Any delays in delivery of or shortages in these products could interrupt and delay manufacturing of the Company's products and result in the cancellation of orders for these products. In addition, these suppliers could discontinue the manufacture or supply of these products to the Company at any time or supply products to competitors. DENTSPLY may not be able to identify and integrate alternative sources of supply in a timely fashion or at all. Any transition to alternate suppliers may result in delays in shipment and increased expenses and may limit the Company's ability to deliver products to customers. If the Company is unable to develop reasonably priced alternative sources in a timely manner, or if the Company encounters delays or other difficulties in the supply or manufacturing of such products and other materials internally or from third parties, the Company's business and results of operations may be harmed.

DENTSPLY may be unable to obtain necessary product approvals and marketing clearances.

DENTSPLY must obtain certain approvals and marketing clearances from governmental authorities, including the FDA and similar health authorities in foreign countries to manufacture, market and sell its products. These regulatory agencies regulate the marketing, manufacturing, labeling, packaging, advertising, sale and distribution of medical devices, including the export of medical devices to foreign countries.

The regulatory review process which must be completed prior to marketing a new medical device may delay or hinder a product's timely entry into the marketplace. There can be no assurance that the review or approval process for these products by the FDA or any other applicable governmental authority will occur in a timely fashion, if at all, or that additional regulations will not be adopted or current regulations amended in such a manner as will adversely affect the Company. The FDA also oversees the content of advertising and marketing materials relating to medical devices which have received FDA clearance. Delays or failure to receive the necessary product approvals from governmental authorities could negatively impact DENTSPLY's operations.

There also can be no assurance that regulatory agencies may not disallow the use of certain raw material components, which could have a negative impact on the Company's ability to manufacture, market and sell particular products or product lines.

Inventories maintained by the Company's customers may fluctuate from time to time.

The Company relies in part on its predictions of dealer and customer inventory levels in projecting future demand levels and financial results. These inventory levels may fluctuate, and may differ from the Company's predictions, resulting in the Company's projections of future results being different than expected. There can be no assurance that the Company's dealers and customers will maintain levels of inventory in accordance with the Company's predictions or past history, or that the timing of customers' inventory build or liquidation will be in accordance with the Company's predictions or past history.

Changes in or interpretations of, tax rules, operating structures, country profitability mix and regulations may adversely affect the Company's effective tax rates.

The Company is a U.S. based multinational company subject to tax in multiple U.S. and foreign tax jurisdictions. Unanticipated changes in the Company's tax rates could affect its future results of operations. The Company's future effective tax rates could be unfavorably affected by factors such as changes in, or interpretation of, tax rules and regulations in the jurisdictions in which the Company does business, by structural changes in the Company's businesses, by unanticipated decreases in the amount of revenue or earnings in countries with low statutory tax rates, or by changes in the valuation of the Company's deferred tax assets and liabilities.

The Company's expansion through acquisition involves risks and may not result in the expected benefits.

The Company continues to view acquisitions as a key part of its growth strategy. The Company continues to be active in evaluating potential acquisitions although there is no assurance that these efforts will result in completed transactions as there are many factors that affect the success of such activities. If the Company does succeed in acquiring a business or product, there can be no assurance that the Company will achieve any of the benefits that it might anticipate from such an acquisition and the attention and effort devoted to the integration of an acquired business could divert management's attention from normal business operations. If the Company makes acquisitions, it may incur debt, assume contingent liabilities and/or additional risks, or create additional expenses, any of which might adversely affect its financial results. Any financing that the Company might need for acquisitions may only be available on terms that restrict its business or that impose additional costs that reduce its operating results.

Challenges may be asserted against the Company's products due to real or perceived quality or health issues.

The Company manufactures and sells a wide portfolio of dental and medical device products. While the Company endeavors to ensure that its products are safe and effective, there can be no assurance that there may not be challenges from time to time regarding the real or perceived quality or health impact of the Company's products or certain raw material components of the Company's products. All dental amalgam filling materials, including those manufactured and sold by DENTSPLY, contain mercury. Some groups have asserted that amalgam should be discontinued because of its mercury content and/or that disposal of mercury containing products may be harmful to the environment. If governmental authorities elect to place restrictions or significant regulations on the sale and/or disposal of dental amalgam, that could have an adverse impact on the Company's sales of dental amalgam. DENTSPLY also manufactures and sells non-amalgam dental filling materials that do not contain mercury but that may contain bisphenol-A, commonly called BPA. BPA is found in many everyday items, such as plastic bottles, foods, detergents and toys, and may be found in certain dental composite materials or sealants either as a by-product of other ingredients that have degraded, or as a trace material left over from the manufacture of other ingredients used in such composites or sealants. The FDA

currently allows the use of BPA in dental materials, medical devices, and food packaging. Nevertheless, public reports and concerns regarding the potential hazards of dental amalgam or of BPA could contribute to a perceived safety risk for the Company's products that contain mercury or BPA. Adverse publicity about the quality or safety of our products, whether or not ultimately based on fact, may have an adverse effect on our brand, reputation and operating results.

Issues related to the quality and safety of the Company's products, ingredients or packaging could cause a product recall or discontinuation resulting in harm to the Company's reputation and negatively impacting the Company's operating results.

The Company's products generally maintain a good reputation with customers and end-users. Issues related to quality and safety of products, ingredients or packaging, could jeopardize the Company's image and reputation. Negative publicity related to these types of concerns, whether valid or not, might negatively impact demand for the Company's products or cause production and delivery disruptions. The Company may need to recall or discontinue products if they become unfit for use. In addition, the Company could potentially be subject to litigation or government action, which could result in payment of fines or damages. Cost associated with these potential actions could negatively affect the Company's operating results, financial condition and liquidity.

The Company's Orthodontics business is subject to risk.

The Company sources a substantial portion of its orthodontic products from a Japanese supplier under an agreement that is subject to periodic renewal. The Company also has established alternative sources of supply. The market for orthodontic products is highly competitive and subject to significant negative price pressure.

Changes in or interpretations of, accounting principles could result in unfavorable charges to operations.

The Company prepares its consolidated financial statements in accordance with US GAAP. These principles are subject to interpretation by the SEC and various bodies formed to interpret and create appropriate accounting principles. Market conditions have prompted accounting standard setters to issue new guidance which further interprets or seeks to revise accounting pronouncements related to financial instruments, structures or transactions as well as to issue new standards expanding disclosures. It is possible that future accounting standards the Company would be required to adopt could change the current accounting treatment applied to the Company's consolidated financial statements and such changes could have a material adverse effect on the Company's business, results of operations, financial condition and liquidity.

If the Company's goodwill or intangible assets become impaired, the Company may be required to record a significant charge to earnings.

Under US GAAP, the Company reviews its goodwill and intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Additionally, goodwill is required to be tested for impairment at least annually. The valuations used to determine the fair values used to test goodwill or intangible assets are dependent upon various assumptions and reflect management's best estimates. Net sales growth, discount rates, earnings multiples and future cash flows are critical assumptions used to determine these fair values. Slower net sales growth rates in the dental or medical device industries, an increase in discount rates, unfavorable changes in earnings multiples or a decline in future cash flows, among other factors, may cause a change in circumstances indicating that the carrying value of the Company's goodwill or intangible assets may not be recoverable. The Company may be required to record a significant charge to earnings in the financial statements during the period in which any impairment of the Company's goodwill or intangible assets is determined.

The Company faces the inherent risk of litigation and claims.

The Company's business involves a risk of product liability and other types of legal actions or claims, including possible recall actions affecting the Company's products. The primary risks to which the Company is exposed are related to those products manufactured by the Company. The Company has insurance policies, including product liability insurance, covering these risks in amounts that are considered adequate; however, the Company cannot provide assurance that the maintained coverage is sufficient to cover future claims or that the coverage will be available in adequate amounts or at a reasonable cost. Also, other types of claims asserted against the Company may not be covered by insurance. A successful claim brought against the Company in excess of available insurance, or another type of claim which is uninsured or that results in significant adverse publicity against the Company, could harm its business and overall cash flows of the Company.

Various parties, including the Company, own and maintain patents and other intellectual property rights applicable to the dental and medical device fields. Although the Company believes it operates in a manner that does not infringe upon any third

party intellectual property rights, it is possible that a party could assert that one or more of the Company's products infringe upon such party's intellectual property and force the Company to pay damages and/or discontinue the sale of certain products.

Increasing exposure to markets outside of the U.S. and Europe.

We anticipate that sales outside of the U.S. and Europe will continue to expand and account for a significant portion of DENTSPLY's revenue. Operating in such locations is subject to a number of uncertainties, including, but not limited to, the following:

- Economic and political instability;
- Import or export licensing requirements;
- Additional compliance-related risks;
- Trade restrictions;
- Product registration requirements;
- Longer payment cycles;
- Changes in regulatory requirements and tariffs;
- Fluctuations in currency exchange rates;
- Potentially adverse tax consequences; and
- Potentially weak protection of intellectual property rights.

The Company's success is dependent upon its management and employees.

The Company's success is dependent upon its management and employees. The loss of senior management employees or failure to recruit and train needed managerial, sales and technical personnel, could have a material adverse effect on the Company.

The Company may be unable to sustain the operational and technical expertise that is key to its success.

DENTSPLY believes that its manufacturing capabilities are important to its success. The manufacture of the Company's products requires substantial and varied technical expertise. Complex materials technology and processes are necessary to manufacture the Company's products. There can be no assurance that the Company will be able to maintain the necessary operational and technical expertise that is key to its success.

A large number of the Company's products are manufactured in single manufacturing facilities.

Although the Company maintains multiple manufacturing facilities, a large number of the products manufactured by the Company are manufactured in facilities that are the sole source of such products. As there are a limited number of alternative suppliers for these products, any disruption at a particular Company manufacturing facility could lead to delays, increased expenses, and may damage the Company's business and results of operations.

The Company relies heavily on information and technology to operate its business networks, and any disruption to its technology infrastructure or the Internet could harm the Company's operations.

DENTSPLY operates many aspects of its business including financial reporting and customer relationship management through server- and web-based technologies, and stores various types of data on such servers or with third-parties who may in turn store it on servers or in the "cloud". Any disruption to the Internet or to the Company's or its service providers' global technology infrastructure, including malware, insecure coding, "Acts of God," attempts to penetrate networks, data leakage and human error, could pose a threat to the Company's operations. While

DENTSPLY has invested and continues to invest in information technology risk management and disaster recovery plans, these measures cannot fully insulate the Company from technology disruptions or data loss and the resulting adverse effect on the Company's operations and financial results.

The Company may not generate sufficient cash flow to service its debt, pay its contractual obligations and operate the business.

DENTSPLY's ability to make payments on its indebtedness and contractual obligations, and to fund its operations depends on its future performance and financial results, which, to a certain extent, are subject to general economic, financial, competitive, regulatory and other factors and the interest rate environment that are beyond its control. Although senior management believes that the Company has and will continue to have sufficient liquidity, there can be no assurance that DENTSPLY's business will generate sufficient cash flow from operations in the future to service its debt, pay its contractual obligations and operate its business.

The Company may not be able to repay its outstanding debt in the event that cross default provisions are triggered due to a breach of loan covenants.

DENTSPLY's existing borrowing documentation contains a number of covenants and financial ratios, which it is required to satisfy. Any breach of any such covenants or restrictions, the most restrictive of which pertain to asset dispositions, maintenance of certain levels of net worth, and prescribed ratios of indebtedness to total capital and operating income excluding depreciation and amortization of interest expense, would result in a default under the existing borrowing documentation that would permit the lenders to declare all borrowings under such documentation to be immediately due and payable and, through cross default provisions, would entitle DENTSPLY's other lenders to accelerate their loans. DENTSPLY may not be able to meet its obligations under its outstanding indebtedness in the event that any cross default provisions are triggered.

DENTSPLY has a significant amount of indebtedness. A breach of the covenants under DENTSPLY's debt instruments outstanding from time to time could result in an event of default under the applicable agreement.

The Company has debt securities outstanding of approximately $1.2 billion. DENTSPLY also has the ability to incur up to $500 million of indebtedness under the Revolving Credit Facility and may incur significantly more indebtedness in the future.

DENTSPLY's level of indebtedness and related debt service obligations could have negative consequences including:

- making it more difficult for the Company to satisfy its obligations with respect to its indebtedness;
- requiring DENTSPLY to dedicate significant cash flow from operations to the payment of principal and interest on its indebtedness, which would reduce the funds the Company has available for other purposes, including working capital, capital expenditures and acquisitions; and
- reducing DENTSPLY's flexibility in planning for or reacting to changes in its business and market conditions.

DENTSPLY's current debt agreements contain a number of covenants and financial ratios, which the Company is required to satisfy. Under the Note Purchase Agreement dated December 11, 2015, the Company will be required to maintain ratios of debt outstanding to total capital not to exceed the ratio of 0.6 to 1.0, and operating income less depreciation and amortization to interest expense of not less than 3.0 times. All of the Company's outstanding debt agreements have been amended to reflect these covenants. The Company may need to reduce the amount of its indebtedness outstanding from time to time in order to comply with such ratios, though no assurance can be given that DENTSPLY will be able to do so. DENTSPLY's failure to maintain such ratios or a breach of the other covenants under its debt agreements outstanding from time to time could result in an event of default under the applicable agreement. Such a default may allow the creditors to accelerate the related indebtedness and may result in the acceleration of any other indebtedness to which a cross-acceleration or cross-default provision applies.

Changes in our credit ratings or macroeconomic impacts on credit markets may increase our cost of capital and limit financing options.

We utilize the short and long-term debt markets to obtain capital from time to time. Adverse changes in our credit ratings may result in increased borrowing costs for future long-term debt or short-term borrowing facilities which may in turn limit financing options, including our access to the unsecured borrowing market. We may also be subject to additional restrictive covenants that would reduce our flexibility. In addition, macroeconomic conditions, such as continued or increased volatility or disruption in the credit markets, would adversely affect our ability to refinance existing debt or obtain additional financing to support operations or to fund new acquisitions or capital-intensive internal initiatives.

Certain provisions in the Company's governing documents, and of Delaware law, may make it more difficult for a third party to acquire DENTSPLY.

Certain provisions of DENTSPLY's Certificate of Incorporation and By-laws and of Delaware law could have the effect of making it difficult for a third party to acquire control of DENTSPLY. Such provisions include, among others, a provision allowing the Board of Directors to issue preferred stock having rights senior to those of the common stock and certain procedural requirements which make it difficult for stockholders to amend DENTSPLY's By-laws and call special meetings of stockholders. In addition, members of DENTSPLY's management and participants in its Employee Stock Ownership Plan ("ESOP") collectively own approximately 4% of the outstanding common stock of DENTSPLY. Delaware law imposes some restrictions on mergers and other business combinations between the Company and any holder of 15% or more of the Company's outstanding common stock.

The Company's results could be negatively impacted by a natural disaster or similar event.

The Company operates in more than 120 countries and its and its suppliers' manufacturing facilities are located in multiple locations around the world. Any natural or other disaster in such a location could result in serious harm to the Company's business and consolidated results of operations. Any insurance maintained by the Company may not be adequate to cover our losses resulting from such disasters or other business interruptions, and our emergency response plans may not be effective in preventing or minimizing losses in the future.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The following is a listing of DENTSPLY's principal manufacturing and distribution locations at December 31, 2015:

Location	Function	Leased or Owned
United States:		
Milford, Delaware (1)	Manufacture of dental consumable products	Owned
Sarasota, Florida (2)	Manufacture of orthodontic accessory products	Owned
Des Plaines, Illinois (1)	Manufacture and assembly of dental handpieces	Leased
Waltham, Massachusetts (2)	Manufacture and distribution of dental implant products	Leased
Maumee, Ohio (1)	Manufacture and distribution of investment casting products	Owned
Lancaster, Pennsylvania (1)	Distribution of dental products	Leased
York, Pennsylvania (1)	Manufacture and distribution of artificial teeth and other dental laboratory products	Owned
York, Pennsylvania (1)	Manufacture of small dental equipment, bone grafting products, and preventive dental products	Owned
Johnson City, Tennessee (1)	Manufacture and distribution of endodontic instruments and materials	Leased
Foreign:		
Hasselt, Belgium (2)	Manufacture and distribution of dental products	Owned
Catanduva, Brazil (3)	Manufacture and distribution of dental anesthetic products	Owned
Petropolis, Brazil (3)	Manufacture and distribution of artificial teeth, dental consumable products and endodontic material	Owned

Tianjin, China (3)	Manufacture and distribution of dental products	Leased
Ivry Sur-Seine, France (3)	Manufacture and distribution of investment casting products	Leased
Hanau, Germany (1) (2)	Manufacture and distribution of precious metal dental alloys, dental ceramics and dental implant products	Owned
Konstanz, Germany (1)	Manufacture and distribution of dental consumable products	Owned
Mannheim, Germany (2)	Manufacture and distribution of dental implant products	Owned/Leased

Munich, Germany (1)	Manufacture and distribution of endodontic instruments and materials	Owned
Radolfzell, Germany (4)	Distribution of dental products	Leased
Rosbach, Germany (1)	Manufacture and distribution of dental ceramics	Owned
Badia Polesine, Italy (1)	Manufacture and distribution of dental consumable products	Owned/Leased
Otawara, Japan (3)	Manufacture and distribution of precious metal dental alloys, dental consumable products and orthodontic products	Owned
Mexicali, Mexico (2)	Manufacture and distribution of orthodontic products and materials	Leased
Hoorn, Netherlands (1)	Distribution of precious metal dental alloys and dental ceramics and refinery of precious metals	Owned
Katikati, New Zealand (1)	Manufacture of dental consumable products	Leased
Warsaw, Poland (1)	Manufacture and distribution of dental consumable products	Owned
Las Piedras, Puerto Rico (1)	Manufacture of crown and bridge materials	Owned
Mölndal, Sweden (2)	Manufacture and distribution of dental implant products and consumable medical devices	Owned
Ballaigues, Switzerland (1)	Manufacture and distribution of endodontic instruments, plastic components and packaging material	Owned

(1) These properties are included in the Dental Consumables, Endodontic and Dental Laboratory Businesses segment.

(2) These properties are included in the Healthcare, Orthodontic and Implant Businesses segment.

(3) These properties are included in the Select Developed and Emerging Markets Businesses segment.

(4) This property is a distribution warehouse not managed by named segments.

In addition, the Company maintains sales and distribution offices at certain of its foreign and domestic manufacturing facilities, as well as at various other U.S. and international locations. The Company maintains offices in Toronto, Mexico City, Paris, Rome, Weybridge, Mölndal, Hong Kong and Melbourne and other international locations. Most of these sites around the world that are used exclusively for sales and distribution are leased.

The Company also owns its corporate headquarters located in York, Pennsylvania.

DENTSPLY believes that its properties and facilities are well maintained and are generally suitable and adequate for the purposes for which they are used.

Item 3. Legal Proceedings

Incorporated by reference to Part II, Item 8, Note 19, Commitments and Contingencies, to the Consolidated Financial Statements in this Form 10-K.

Executive Officers of the Registrant

The following table sets forth certain information regarding the executive officers of the Company as of February 12, 2016.

Name	Age	Position
Bret W. Wise	55	Chairman of the Board and Chief Executive Officer
Christopher T. Clark	54	President and Chief Financial Officer
James G. Mosch	58	Executive Vice President and Chief Operating Officer
Robert J. Size	57	Senior Vice President
Albert J. Sterkenburg	52	Senior Vice President
Justin H. McCarthy	54	Interim General Counsel and Secretary

Bret W. Wise has served as Chairman of the Board and Chief Executive Officer of the Company since January 1, 2007 and also served as President in 2007 and 2008. Prior to that time, Mr. Wise served as President and Chief Operating Officer in 2006, as Executive Vice President in 2005 and Senior Vice President and Chief Financial Officer from December 2002 through December 2004. Prior to that time, Mr. Wise was Senior Vice President and Chief Financial Officer with Ferro Corporation of Cleveland, OH (1999 - 2002), Vice President and Chief Financial Officer at WCI Steel, Inc., of Warren, OH, (1994 - 1999) and prior to that he was a partner with KPMG LLP.

Christopher T. Clark has served as President and Chief Financial Officer of the Company since April 8, 2013. He also served as President and Chief Operating Officer from 2009 through April 2013 and as Executive Vice President and Chief Operating Officer in 2007 and 2008. Prior to that time, Mr. Clark served as Senior Vice President (2003 - 2006), as Vice President and General Manager of DENTSPLY's global imaging business (1999 - 2002), as Vice President and General Manager of the Prosthetics Division (1996 - 1999), and as Director of Marketing of DENTSPLY'S Prosthetics Division (1992 - 1996). Prior to September 1992, Mr. Clark held various brand management positions with Proctor & Gamble.

James G. Mosch has served as Chief Operating Officer since April 8, 2013 and as Executive Vice President since January 1, 2009. Prior to that time, he served as Senior Vice President (2003-2009) and as Vice President and General Manager of DENTSPLY's Professional division, beginning in July 1994 when he started with the Company. Prior to 1994, Mr. Mosch served in general management and marketing positions with Baxter International and American Hospital Supply Corporation.

Robert J. Size has served as Senior Vice President since January 1, 2007. Prior to that, Mr. Size served as a Vice President (2006) and as Vice President and General Manager of DENTSPLY's Caulk division beginning June 2003 through December 31, 2005. Prior to that time, he was the Chief Executive Officer and President of Superior MicroPowders and held various cross-functional and international leadership positions with The Cookson Group.

Albert J. Sterkenburg, D.D.S. has served as Senior Vice President since January 1, 2009. Prior to that, Dr. Sterkenburg served as Vice President (2006 - 2009), Vice President and General Manager of the DeguDent division (2003 - 2006) and Vice President and General Manager of the VDW division beginning in 2000. Prior to that time, he served in marketing and general management roles at Johnson & Johnson.

Justin H. McCarthy II has served as interim General Counsel and Secretary of the Company since December 31, 2015. Prior to that, Mr. McCarthy served as Assistant General Counsel, Group Counsel Preventive, Restorative, and Lab Products from May 2013 to December 2015. Between July 2011 and July 2013, he served as Assistant General Counsel & Chief Compliance Officer, and prior to that, he served as Senior Counsel (2005 - 2011) and Corporate

Counsel (1998 - 2005). Prior to that time, he served as General Counsel & Secretary with the Vartan Group, and was an associate attorney with Drinker, Biddle & Reath, and with Barley Snyder.

Item 4. Mine Safety Disclosure

Not Applicable

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Quarterly Stock Market and Dividend Information

The Company's common stock is traded on the NASDAQ National Market under the symbol "XRAY." The following table shows, for the periods indicated, the high, low, closing sale prices and cash dividends declared of the Company's common stock as reported on the NASDAQ National Market:

	Market Range of Common Stock		Period-end Closing Price	Cash Dividend Declared
	High	Low		
2015				
First Quarter	$53.85	$49.42	$50.89	$0.07250
Second Quarter	53.72	49.81	51.55	0.07250
Third Quarter	57.61	50.09	50.57	0.07250
Fourth Quarter	63.45	49.48	60.85	0.07250
2014				
First Quarter	$49.13	$42.99	$46.04	$0.06625
Second Quarter	48.38	43.85	47.35	0.06625
Third Quarter	48.54	45.12	45.60	0.06625
Fourth Quarter	56.25	43.83	53.27	0.06625

Approximately 52,932 holders of the Company's common stock are "street name" or beneficial holders, whose shares are held of record by banks, brokers and other financial institutions. In addition, the Company estimates, based on information supplied by its transfer agent, that there are 293 holders of record of the Company's common stock.

Stock Repurchase Program

The Board of Directors has authorized the Company to repurchase shares under its stock repurchase program in an amount up to 34.0 million shares of common stock. For the quarter ended December 31, 2015, the Company had no repurchases of shares under the stock repurchase program. At December 31, 2015, the Company had 11.3 million shares that may yet be repurchased under this program.

Stock Authorized for Issuance Under Equity Compensation Plans

The following table provides information about the Company's common stock that may be issued under equity compensation plans at December 31, 2015:

(in millions, except share price)

Plan Category	Securities to Be Issued Upon Exercise of Outstanding Options	Weighted Average Exercise Price per Share	Securities Available for Future Issuance

Equity compensation plans approved by security holders	8.4	$39.77	7.3
Total	8.4	$39.77	7.3

Performance Graph

The graph below compares DENTSPLY International Inc.'s cumulative 5-Year total shareholder return on common stock with the cumulative total returns of the NASDAQ Composite index, the S&P 500 index, and the S&P Health Care index. The graph tracks the performance of a $100 investment in DENTSPLY'S common stock and in each index (with the reinvestment of all dividends) from 12/31/2010 to 12/31/2015.

	12/10	12/11	12/12	12/13	12/14	12/15
DENTSPLY International Inc.	100.00	103.00	117.27	144.36	159.50	183.18
NASDAQ Composite	100.00	100.53	116.92	166.19	188.78	199.95
S&P 500	100.00	102.11	118.45	156.82	178.29	180.75
S&P Health Care	100.00	112.73	132.90	188.00	235.63	251.87

Item 6. Selected Financial Data

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES
SELECTED FINANCIAL DATA
(in millions, except per share amounts, days and percentages)

The following selected financial data is qualified by reference to, and should be read in conjunction with, the Consolidated Financial Statements, including the notes thereto, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this Form 10-K.

	Year ended December 31,				
	2015	2014	2013	2012	2011(a)
Statement of Operations Data:					
Net sales	$2,674.3	$2,922.6	$2,950.8	$2,928.4	$2,537.7
Net sales, excluding precious metal content (b)	2,581.5	2,792.7	2,771.7	2,714.7	2,332.6
Gross profit	1,517.2	1,599.8	1,577.4	1,556.4	1,273.4
Restructuring and other costs	64.7	11.1	13.4	25.7	35.9
Operating income	375.2	445.6	419.2	381.9	300.7
Income before income taxes	329.7	404.4	369.3	330.7	256.1
Net income	251.1	322.9	318.2	318.5	247.4
Net income attributable to DENTSPLY International	$251.2	$322.9	$313.2	$314.2	$244.5
Earnings per common share:					
Basic	1.79	2.28	2.20	2.22	1.73
Diluted	1.76	2.24	2.16	2.18	1.70
Cash dividends declared per common share	0.290	0.265	0.250	0.220	0.205
Weighted Average Common Shares Outstanding:					
Basic	140.0	141.7	142.7	141.9	141.4
Diluted	142.5	144.2	145.0	143.9	143.6
Balance Sheet Data:					
Cash and cash equivalents	284.6	151.6	75.0	80.1	77.1
Property, plant and equipment, net	558.8	588.8	637.2	614.7	591.4
Goodwill and other intangibles, net	2,588.3	2,760.1	3,076.9	3,041.6	2,981.2
Total assets	4,402.9	4,646.5	5,073.6	4,966.8	4,746.5
Total debt, current and long-term portions (c)	1,153.1	1,261.9	1,471.6	1,515.5	1,757.8
Equity	2,339.4	2,322.2	2,578.0	2,249.4	1,884.2
Return on average equity	10.8 %	13.2 %	13.0 %	15.2 %	12.9 %
Total net debt to total capitalization (d)	27.1 %	32.3 %	35.1 %	39.0 %	47.1 %
Other Data:					

Depreciation and amortization	$122.9	$129.1	$127.9	$129.2	$85.0
Cash flows from operating activities	497.4	560.4	417.8	369.7	393.5
Capital expenditures	72.0	99.6	100.3	92.1	71.2
Interest expense (income), net	53.7	41.3	41.5	48.1	35.6
Inventory days	110	113	114	106	100
Receivable days	54	55	56	53	54
Effective tax rate	23.4 %	20.1 %	14.1 %	2.7 %	4.3 %

(a) Includes the results of the Astra Tech acquisition from September 1, 2011 through December 31, 2011.
(b) The presentation of net sales, excluding precious metal content, is considered a measure not calculated in accordance with US GAAP, and is therefore considered a non-US GAAP measure.
(c) Total debt amounts shown are net of deferred financing costs.
(d) The Company defines net debt as total debt, including current and long-term portions less deferred financing costs, less cash and cash equivalents and total capitalization as the sum of net debt plus equity.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

The following Management's Discussion and Analysis of Financial Conditions and Results of Operations ("MD&A") is intended to help the reader understand the Company's operations and business environment. MD&A is provided as a supplement to, and should be read in conjunction with, the Consolidated Financial Statements and Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K. The following discussion includes forward-looking statements that involve certain risks and uncertainties. See "Forward-Looking Statements" in the beginning of this Form 10-K. The MD&A includes the following sections:

- Business - a general description of DENTSPLY's business and how performance is measured;
- Results of Operations - an analysis of the Company's consolidated results of operations for the three years presented in the Consolidated Financial Statements;
- Critical Accounting Estimates - a discussion of accounting policies that require critical judgments and estimates; and
- Liquidity and Capital Resources - an analysis of cash flows; debt and other obligations; and aggregate contractual obligations.

2015 Operational Highlights

- For the year ended December 31, 2015, total sales declined 8.5% while sales, excluding precious metal content, decreased 7.6% compared to prior year. The decline in sales primarily reflects the impact of foreign currency exchange rates which had a negative impact of approximately 9.5% during the year. Internal growth, excluding precious metal content, was 2.0% as growth in the U.S. and Rest of World regions was offset by slightly reduced sales in Europe. The negative impact of discontinued products on internal growth, excluding precious metal content, was approximately 0.6% on a global basis.

- For the year ended December 31, 2015, earnings per diluted share of $1.76 declined by 21% from $2.24 in the prior year. On an adjusted basis (a non-US GAAP measure), full year 2015 earnings per diluted share grew 5% to $2.62 from $2.50 in the prior year. The Company's results reflect a significant earnings headwind from currency rate changes compared to the prior year of approximately 7%, or $0.16 per diluted share.

- Operating margin as measured on sales, excluding precious metal content was 14.5% for the year ended December 31, 2015 compared to 16.0% for the year ended December 31, 2014. Adjusted operating margin (a non-US GAAP measure) for the year ended December 31, 2015 was 20.2%, an improvement of 180 basis points over the prior year reflecting operating improvements, net of reinvestment, associated with the Company's global efficiency initiative.

- On September 15, 2015, the Company announced a merger with Sirona Dental Systems, Inc. Sirona develops, manufactures and markets several lines of dental technology and equipment products including CAD/CAM restoration systems, digital intra-oral, panoramic and 3D imaging systems, dental treatment centers and instruments. Shareholders for both DENTSPLY and Sirona approved the merger in January 2016. The transaction is expected to be finalized during the first quarter of 2016. Please see Note 4, Business Combinations, in the Notes to the Consolidated Financial Statements, for additional information.

BUSINESS

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 a century, 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.

Principal Measurements

The principal measurements used by the Company in evaluating its business are: (1) internal sales growth by geographic region; (2) constant currency sales growth by geographic region; (3) adjusted operating margins of each reportable segment, which

excludes the impact of certain one time items to enhance the comparability of results period to period; (4) the development, introduction and contribution of innovative new products; and (5) sales growth through acquisition. The first three principal measurements are not calculated in accordance with accounting principles generally accepted in the United States; therefore, these items represent non-US GAAP ("non-US GAAP") measures. These non-US GAAP measures may differ from other companies and should not be considered in isolation from, or as a substitute for, measures of financial performance prepared in accordance with US GAAP.

The Company defines "internal sales 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 sales growth. The Company also tracks internal sales growth of continuing product lines as this is more reflective of the ongoing strength of the Company's performance. The Company defines "net acquisition sales growth" as the net sales, excluding precious metal content, for a period of twelve months following the transaction date of businesses that have been acquired, less the net sales, excluding precious metal content, for a period of twelve months prior to the transaction date of businesses that have been divested. The Company defines "constant currency sales growth" as internal sales growth plus net acquisition sales growth.

The primary drivers of internal growth includes macroeconomic factors, global dental market growth, innovation and new products launched by the Company, and continued investments in sales and marketing resources, including clinical education. Management believes that the Company's ability to execute its strategies allows it over time to grow at a modest premium to the growth rate of the underlying dental market. Management further believes that the global dental market has generally in the past and should over time in the future grow at a premium to underlying economic growth rates. Considering all of these factors, the Company assumes that the long-term growth rate for the dental market will range from 3% to 6% on average and that the Company targets a slight premium to market growth. Over the past several years, growth in the global dental and other healthcare markets have been restrained by lower economic growth in Western Europe and certain other markets compared to historical averages and, accordingly, market growth rates, and the Company's internal growth rate remains uncertain in the near term.

The Company's business is subject to quarterly fluctuations of consolidated net sales and net income. The Company typically implements most of its price changes at the beginning of the first or fourth quarters. Price changes, other marketing and promotional programs as well as the management of inventory levels by distributors and the implementation of strategic initiatives, may impact sales levels in a given period.

The Company has a focus on maximizing operational efficiencies on a global basis. The Company has expanded the use of technology as well as process improvement initiatives to enhance global efficiency. In addition, management continues to evaluate the consolidation of operations or functions to reduce costs. The Company believes that the benefits from these global efficiency initiatives will improve the cost structure and help offset areas of rising costs such as energy, employee benefits and regulatory oversight and compliance. During 2014, in connection with these efforts, the Company targeted adjusted operating income margins to expand to at least 20%, net of reinvestments to support the global efficiency effort and to accelerate growth. At December 31, 2015, the Company achieved this target. While going forward the Company expects to continue operating at or above this target level as the benefits of current initiatives are realized over time and new initiatives are implemented, operating margin in any period may be impacted by a number of factors including macroeconomic trends, business performance, currency rates, and the rate of reinvestment. In addition, efforts associated with the global efficiency initiative may be impacted by the proposed merger with Sirona, as management shifts focus to the integration process.

The Company expects that it will record restructuring charges, from time to time, associated with such initiatives. These restructuring charges could be material to the Company's consolidated financial statements and there can be no assurance that the target adjusted operating income margins will continue to be achieved. During 2015, consistent with these efforts, the Company reorganized portions of its laboratory business and associated manufacturing

capabilities within the Dental Consumables, Endodontics and Dental Laboratory Businesses segment. The realignment of the laboratory business is designed to increase emphasis on innovative prosthetics materials while exiting portions of the laboratory equipment and fabrication businesses.

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 dentistry 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 will 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 remain fragmented. Management believes that there will continue to be adequate opportunities to participate as a consolidator in the industry for the foreseeable future.

Impact of Foreign Currencies and Interest Rates

Due to the international nature of DENTSPLY's business, movements in foreign exchange and interest rates may impact the Consolidated Statements of Operations. With approximately two thirds of the Company's net sales located in regions outside the U.S., the Company's consolidated net sales are impacted negatively by the strengthening or positively impacted by the weakening of the U.S. dollar. This impact was significant in 2015 compared to 2014 due in part to a dramatic weakening of the euro in the latter half of 2014 and throughout 2015. Additionally, movements in certain foreign exchange and interest rates may unfavorably or favorably impact the Company's results of operations, financial condition and liquidity.

Reclassification of Prior Year Amounts

Certain reclassifications have been made to prior year's data in order to conform to current year presentation. Specifically, during the first quarter of 2015, the Company realigned reporting responsibilities for multiple locations as a result of changes to the management reporting structure.

RESULTS OF OPERATIONS

2015 Compared to 2014

Net Sales

The discussion below summarizes the Company's sales growth, excluding precious metal content, into the following components: (1) constant currency sales growth, which includes internal sales growth and net acquisition sales growth, and (2) foreign currency translation. These disclosures of net sales growth provide the reader with sales results on a comparable basis between periods.

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 cost of the precious metal content of the Company's sales is largely passed 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 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.

Year Ended December 31,

(in millions, except percentage amounts)	2015	2014	$ Change	% Change
Net sales	$2,674.3	$2,922.6	$(248.3)	(8.5%)
Less: Precious metal content of sales	92.8	129.9	(37.1)	(28.6%)
Net sales, excluding precious metal content	$2,581.5	$2,792.7	$(211.2)	(7.6%)

For the year ended December 31, 2015, net sales, excluding precious metal content decreased $211.2 million or 7.6% from the year end December 31, 2014. The change in net sales excluding precious metals content reflects 9.5% unfavorable foreign currency translation. Excluding the impact of unfavorable foreign currency translation and excluding precious metal content, net sales grew 1.9%. Sales related to precious metal content declined 28.6% from the prior year period which was primarily due to the continuing reduction in refinery volumes and the declining use of precious metal alloys in dentistry.

Constant Currency Sales Growth

The following table includes growth rates for net sales, excluding precious metal content.

	Year Ended December 31, 2015			
	United States	Europe	Rest of World	Worldwide
Internal sales growth	3.1 %	(0.3 %)	4.9 %	2.0 %
Net acquisition (divestiture) sales growth	(0.5 %)	— %	0.4 %	(0.1 %)
Constant currency sales growth	2.6 %	(0.3)%	5.3 %	1.9 %

United States

During 2015, net sales, excluding precious metal content, increased by 2.6% on a constant currency basis compared to 2014. Internal sales growth of 3.1% was led by increased sales in the dental consumables and dental specialty product categories. Internal growth for the year ended December 31, 2015 was negatively impacted by approximately 0.8% as a result of product line discontinuations associated with the Company’s global efficiency initiative.

Europe

During 2015, net sales, excluding precious metal content, decreased by 0.3% on a constant currency basis compared to 2014. Internal sales growth was negative 0.3% mostly as a result of a decrease in sales of dental laboratory products and continued contraction in the CIS region, partially offset by positive sales growth in dental consumable and dental specialty products categories. Internal growth for the year ended December 31, 2015 was negatively impacted by approximately 0.5% as a result of product line discontinuations associated with the Company’s global efficiency initiative.

Rest of World

During 2015, net sales, excluding precious metal content, increased 5.3% on a constant currency basis compared to 2014. The internal sales growth of 4.9% was led by the dental specialty product category. Internal growth for the year ended December 31, 2015 was negatively impacted by approximately 0.3% as a result of product line discontinuations associated with the Company’s global efficiency initiative.

Gross Profit

(in millions, except percentage amounts)	Year Ended December 31, 2015	2014	$ Change	% Change
Gross profit	$1,517.2	$1,599.8	$(82.6)	(5.2 %)
Gross profit as a percentage of net sales, including precious metal content	56.7 %	54.7 %		
Gross profit as a percentage of net sales, excluding precious metal content	58.8 %	57.3 %		

Gross profit as a percentage of net sales, excluding precious metal content, increased 150 basis points during 2015 compared to 2014. The increase in the gross profit rate was due to the favorable impact of foreign currency, benefits from the Company’s global efficiency initiative, favorable pricing and product mix when compared to the year ended

December 31, 2014.

Expenses

Selling, General and Administrative ("SG&A") Expenses

(in millions, except percentages)	Year Ended December 31, 2015	2014	$ Change	% Change
SG&A expenses	$1,077.3	$1,143.1	$(65.8)	(5.8%)
SG&A expenses as a percentage of net sales, including precious metal content	40.3%	39.1%		
SG&A expenses as a percentage of net sales, excluding precious metal content	41.7%	40.9%		

SG&A expenses as a percentage of net sales, excluding precious metal content, increased 80 basis points as compared to 2014 primarily as a result of the increase in professional fees mostly related to the Company's global efficiency initiative, merger and acquisition related expenses and higher pension costs.

Restructuring and Other Costs

(in millions, except percentages)	Year Ended December 31, 2015	2014	$ Change	% Change
Restructuring and other costs	$64.7	$11.1	$53.6	NM

NM - Not meaningful

The Company recorded net restructuring and other costs of $64.7 million in 2015 compared to $11.1 million in 2014. On May 22, 2015, the Company announced that it reorganized portions of its laboratory business and associated manufacturing capabilities within the Dental Consumables, Endodontics and Dental Laboratory Businesses segment. During the year ended December 31, 2015, the Company recorded $37.3 million of costs that consist primarily of employee severance benefits related to these actions. Also during the year ended December 31, 2015, the Company recorded restructuring costs of $16.3 million within the Healthcare, Orthodontic and Implant Businesses segment that consists primarily of employee severance benefits related to the global efficiency initiative. Additional future costs expected to be incurred during 2016 associated with these enacted plans are estimated to range between $4 million to $6 million. The Company estimates the future annual savings related to the 2015 restructuring plans will be in the range of $25 million and $32 million to be realized over the next three to five years. There is no assurance that future savings will be fully achieved. During 2016, the Company expects to develop and implement new restructuring plans primarily related to its global efficiency initiatives.

In 2014, restructuring costs of $9.9 million related to the closure and consolidation of facilities in an effort to streamline the Company's operations and better leverage the Company's resources. Restructuring and other costs also includes expense of $1.2 million related to net legal settlements.

Other Income and Expenses

(in millions, except percentages)	Year Ended December 31, 2015	2014	$ Change	% Change
Net interest expense	$53.7	$41.3	$12.4	30.0%
Other expense (income), net	(8.2)	(0.1)	(8.1)	NM
Net interest and other expense	$45.5	$41.2	$4.3	

NM - Not meaningful

Net Interest Expense

Net interest expense for the year ended December 31, 2015 was $12.4 million higher as compared to the year ended December 31, 2014. The increase is a result of $15.5 million of costs incurred related to the December 11, 2015 bond tender which was comprised of a bond premium and tender fees paid of $8.5 million and the acceleration of the discount on tendered bonds and other fees of $7.0 million. Excluding the bond tender expense, net interest expense was $3.1 million lower in 2015 as compared to 2014 due to lower average debt levels during 2015 partially offset by lower investment income compared to the prior year.

Other Expense (Income), Net

Other expense (income), net for the year ended December 31, 2015 improved $8.1 million compared to the year ended December 31, 2014. Other expense (income), net for the year ended December 31, 2015 includes foreign exchange gain of $5.1 million on the sale of convertible bonds and $3.0 million of other non-operating income. Other income, net for the year ended December 31, 2014 was $0.1 million, comprised primarily of $1.1 million of interest and non-cash income relating to fair value adjustments on cross currency basis swaps not designated as hedges that offset currency risk on intercompany loans, $2.5 million of currency transaction losses, and $1.4 million of other non-operating income.

Income Taxes and Net Income

	Year Ended December 31,		
(in millions, except per share amounts)	2015	2014	$ Change
Effective income tax rate	23.4 %	20.1 %	
Equity in net loss of unconsolidated affiliated company	$(1.6)	$(0.4)	$(1.2)
Net income attributable to DENTSPLY International	$251.2	$322.9	$(71.7)
Diluted earnings per common share	$1.76	$2.24	

Provision for Income Taxes

The Company’s effective tax rate for 2015 and 2014 was 23.4% and 20.1%, respectively. During 2015, the Company recorded tax expense of $5.6 million related to prior year tax matters. During 2014 the Company recorded a tax benefit from the release of valuation allowances on previously unrecognized tax loss carryforwards and other deferred tax assets of approximately $8.3 million, a tax benefit of $1.4 million related to statutory tax rate changes and $4.5 million of unfavorable tax effects related to prior year tax matters. Further information regarding the details of income taxes is presented in Note 14, Income Taxes, in the Notes to the Consolidated Financial Statements in this Form 10-K.

The Company’s effective income tax rate for 2015 includes the impact of restructuring, restructuring program related costs and other costs, amortization on purchased intangible assets, business combination related costs, credit risk and fair value adjustments as well as various income tax adjustments which impacted income before income taxes and the provision for income taxes by $153.0 million and $33.5 million, respectively.

The Company’s effective income tax rate for 2014 includes the impact of amortization on purchased intangible assets, restructuring, restructuring program related costs and other costs, business combination related costs, credit risk and fair value adjustments as well as various income tax adjustments which impacted income before income taxes and the provision for income taxes by $63.2 million and $23.9 million, respectively.

Equity in net loss of unconsolidated affiliated company

The Company’s 17% ownership investment of DIO Corporation (“DIO”) resulted in a net loss of $1.6 million and $0.3 million on an after-tax basis for the years ended December 31, 2015 and 2014, respectively. The equity earnings of DIO include 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 loss recorded through DIO’s net income was approximately $2.4 million for the year ended December 31, 2015. For the year ended December 31, 2014, the Company’s portion of the mark-to-market gain recorded through DIO’s net income was approximately $1.2 million. During the quarter ended September 30, 2015, the Company sold the DIO convertible bonds. As part of the

disposition of the convertible bonds, the Company requested to relinquish its two board seats on the DIO Board of Directors. At December 31, 2015, the Company no longer has representation on the DIO Board of Directors and as a result the Company no longer has significant influence on the operations of DIO. The Company uses the cost-basis method of accounting for the remaining direct investment.

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 ("adjusted EPS"). 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 may not be indicative of past or future performance of the normal operations of the Company 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.

Adjusted net income and adjusted EPS are important internal measures for the Company. Senior management receives a monthly analysis of operating results that includes adjusted net income and adjusted EPS and the performance of the Company is measured on this basis along with other performance metrics.

The adjusted net income attributable to DENTSPLY International consists of net income attributable to DENTSPLY International adjusted to exclude the net of tax impact of the following:

(1) Business combination related costs. These adjustments include costs related to integrating and consummating recently acquired businesses and costs, gains and losses related to the disposal of businesses or product lines. These items 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, restructuring program related costs and other costs. These adjustments include costs related to the implementation of restructuring initiatives as well as certain other costs. These costs can include, but are not limited to, severance costs, facility closure costs, lease and contract terminations costs, related professional service costs, duplicate facility and labor costs associated with specific restructuring initiatives, as well as, legal settlements and impairments of assets. These items are irregular in timing, amount and impact to the Company's financial performance. As such, these items may not be indicative of past and future performance of the Company and are therefore excluded for the purpose of understanding underlying operating trends.
(3) Amortization of purchased intangible assets. This adjustment excludes the periodic amortization expense related to purchased intangible assets. Beginning in 2011, the Company began recording large non-cash charges related to the values attributed to purchased intangible assets. As such, amortization expense has 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) Credit risk and fair value adjustments. These adjustments include both the cost and income impacts of adjustments in certain assets and liabilities including the Company's pension obligations, that are recorded through net income which are due solely to the changes in fair value and credit risk. These items can be variable and driven more by market conditions than the Company's operating performance. As such, these items may not be indicative of past and future performance of the Company and therefore are excluded for comparability purposes.
(5) Certain fair value adjustments related to an unconsolidated affiliated company. This adjustment represents the fair value adjustment of the unconsolidated affiliated company's convertible debt instrument held by the Company. The affiliate is accounted for under the equity method of accounting. The fair value adjustment is driven by open market pricing of the affiliate's equity instruments, which has a high degree of variability and may not be indicative of the operating performance of the affiliate or the Company. During the quarter ended September 30, 2015, the Company sold the convertible bonds. The Company now uses the cost-basis method of accounting for the remaining direct investment.
(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, and discrete tax items resulting from the implementation of restructuring initiatives. 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 millions, except per share amounts)	Year Ended December 31, 2015 Net Income	Per Diluted Common Share
Net income attributable to DENTSPLY International	$251.2	$1.76
Restructuring, restructuring program related costs and other costs, net of tax	68.6	0.48
Amortization of purchased intangible assets, net of tax	30.5	0.22
Business combination related costs, net of tax	12.3	0.09
Income tax related adjustments	6.3	0.04
Credit risk and fair value adjustments, net of tax	5.9	0.04
Certain fair value adjustments related to an unconsolidated affiliated company, net of tax	(1.7)	(0.01)
Adjusted non-US GAAP earnings	$373.1	$2.62

(in millions, except per share amounts)	Year Ended December 31, 2014 Net Income	Per Diluted Common Share
Net income attributable to DENTSPLY International	$322.9	$2.24
Amortization of purchased intangible assets, net of tax	33.6	0.23
Restructuring, restructuring program related costs and other costs, net of tax	8.5	0.06
Business combination related costs, net of tax	2.0	0.01
Credit risk and fair value adjustments, net of tax	(0.5)	—
Certain fair value adjustments related to an unconsolidated affiliated company, net of tax	(1.2)	(0.01)
Income tax related adjustments	(4.3)	(0.03)
Adjusted non-US GAAP earnings	$361.0	$2.50

Adjusted Operating Income and Margin

Adjusted operating income and margin is another important internal measure for the Company. Operating income in accordance with US GAAP is adjusted for the items noted above which are excluded on a pre-tax basis to arrive at adjusted operating income, a non-US GAAP measure. The adjusted operating margin is calculated by dividing adjusted operating income by net sales, excluding precious metal content.

Senior management receives a monthly analysis of operating results that includes adjusted operating income. The performance of the Company is measured on this basis along with the adjusted non-US GAAP earnings noted above as well as other performance metrics.

(in millions, except percentage of net sales amount)	Year Ended December 31, 2015 Operating Income (Loss)	Percentage of Net Sales, Excluding Precious Metal Content	
Operating income attributable to DENTSPLY International	$375.2	14.5	%
Restructuring, restructuring program related costs and other costs	81.1	3.2	%
Amortization of purchased intangible assets	43.7	1.7	%

Business combination related costs	13.1	0.5	%
Credit risk and fair value adjustments	8.0	0.3	%
Adjusted non-US GAAP Operating Income	$521.1	20.2	%

(in millions, except percentage of net sales amounts)	Year Ended December 31, 2014		
	Operating Income (Loss)	Percentage of Net Sales, Excluding Precious Metal Content	
Operating income attributable to DENTSPLY International	$445.6	16.0	%
Amortization of purchased intangible assets	47.9	1.7	%
Restructuring, restructuring program related costs and other costs	12.5	0.5	%
Business combination related costs	6.8	0.2	%
Adjusted non-US GAAP Operating Income	$512.8	18.4	%

Operating Segment Results

The Company's operating businesses are combined into operating groups, which have overlapping product offerings, geographic 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. Each of these operating groups covers a wide range of product categories and geographic regions. The product categories and geographic regions often overlap across the groups. Further information regarding the details of each group is presented in Note 5, Segment and Geographic Information, in the Notes to the Consolidated Financial Statements in this Form 10-K. The management of each group is evaluated for performance and incentive compensation purposes on net third party sales, excluding precious metal content, and segment operating income.

Net Sales, Excluding Precious Metal Content (in millions, except percentages)	Year Ended December 31,			
	2015	2014	$ Change	% Change
Dental Consumables, Endodontic and Dental Laboratory Businesses	$1,155.6	$1,208.1	$(52.5)	(4.3%)
Healthcare, Orthodontic and Implant Businesses	$968.5	$1,066.7	$(98.2)	(9.2%)
Select Developed and Emerging Markets Businesses	$457.4	$517.9	$(60.5)	(11.7%)

Segment Operating Income (Loss) (in millions, except percentages)	Year Ended December 31,			
	2015	2014	$ Change	% Change
Dental Consumables, Endodontic and Dental Laboratory Businesses	$411.3	$405.0	$6.3	1.6%
Healthcare, Orthodontic and Implant Businesses	$121.7	$126.6	$(4.9)	(3.9%)
Select Developed and Emerging Markets Businesses	$(9.4)	$(1.4)	$(8.0)	NM

NM - Not meaningful

Dental Consumables, Endodontic and Dental Laboratory Businesses

Net sales, excluding precious metal content, decreased $52.5 million, or 4.3%, during 2015 as compared to 2014. On a constant currency basis, net sales, excluding precious metal content, increased 1.7% primarily due sales growth in the Dental Consumable businesses partially offset by softer sales in the Dental Laboratory businesses. Internal growth for the year ended December 31, 2015 was negatively impacted by approximately 1.1% as a result of product line discontinuations associated with the Company’s global efficiency initiative.

Operating income improved $6.3 million during 2015 compared to 2014. The improvement in operating income was primarily the result of improved gross margins within these businesses in aggregate.

Healthcare, Orthodontic and Implant Businesses

Net sales, excluding precious metal content, decreased $98.2 million, or 9.2%, during 2015 compared to 2014. Sales increased on a constant currency basis by 1.5%, led by increased sales in the Healthcare businesses.

Operating income decreased $4.9 million or 3.9% during 2015 compared to 2014 as negative foreign currency translation offset operating improvements and income associated with internal sales growth.

Select Developed and Emerging Markets Businesses

Net sales, excluding precious metal content, decreased $60.5 million, or 11.7%, during 2015 compared to 2014. Sales increased by 2.9% on a constant currency basis. The favorable constant currency growth was the result of improved market demand in the Emerging Markets businesses. Internal growth for the year ended December 31, 2015 was negatively impacted by approximately 0.5% as a result of product line discontinuations associated with the Company's global efficiency initiative.

Operating income decreased by $8.0 million in 2015 compared to 2014. The decrease in operating income was primarily the result of higher operating expenses, excluding foreign currency impact, across the Emerging Markets businesses.

RESULTS OF OPERATIONS

2014 Compared to 2013

Net Sales

	Year Ended December 31,			
(in millions, except percentage amounts)	2014	2013	$ Change	% Change
Net sales	$2,922.6	$2,950.8	$(28.2)	(1.0)%
Less: Precious metal content of sales	129.9	179.1	(49.2)	(27.5)%
Net sales, excluding precious metal content	$2,792.7	$2,771.7	$21.0	0.8%

During 2014, net sales, excluding precious metal content increased $21.0 million from 2013. The 0.8% increase in net sales, excluding precious metal content, included constant currency sales growth of 1.8%. The constant currency sales growth was comprised of internal sales growth of 1.2% and acquisition sales growth of 0.6%. The decline of precious metal content of sales from the year ago period was primarily due to the continuing reduction in the use of precious metal alloys in dentistry.

Constant Currency Sales Growth

The following table includes growth rates for net sales, excluding precious metal content.

	Year Ended December 31, 2014			
	United States	Europe	Rest of World	Worldwide
Internal sales growth	0.7%	0.1%	4.2%	1.2%
Net acquisition sales growth	0.3%	0.1%	2.4%	0.6%

Constant currency sales growth	1.0	%	0.2	%	6.6	%	1.8	%

United States

During 2014, net sales, excluding precious metal content, increased by 1.0% on a constant currency basis. Internal sales growth was led by increased sales in the dental consumables product category, partially offset by lower sales in the dental laboratory product category, as well as lower sales of a consumable medical device product that was in-sourced by a customer and was discontinued late in the year as the product line was sold to this customer.

Europe

During 2014, net sales, excluding precious metal content, increased by 0.2% on a constant currency basis compared to 2013. Internal sales growth in Europe was muted as the result of a substantial and continuing decline in sales within the CIS countries, due to economic and political instability in those markets. Excluding sales in the CIS region, constant currency sales growth would have been 1.8% led by increased sales in the dental specialty, dental consumables and consumable medical device product categories partially offset by the dental laboratory product category.

Rest of World

During 2014, net sales, excluding precious metal content, increased 6.6% on a constant currency basis. The internal sales and acquisition sales growth was led by the dental specialty and consumable medical device product categories and was strongest in Pacific Rim and Middle East regions.

Gross Profit

(in millions, except percentage amounts)	Year Ended December 31, 2014	2013	$ Change	% Change
Gross profit	$1,599.8	$1,577.4	$22.4	1.4 %
Gross profit as a percentage of net sales, including precious metal content	54.7 %	53.5 %		
Gross profit as a percentage of net sales, excluding precious metal content	57.3 %	56.9 %		

Gross profit as a percentage of net sales, excluding precious metal content, increased 40 basis points during 2014 compared to 2013. The increase in the gross profit rate was primarily the result of net favorable pricing compared to the prior year.

Expenses

Selling, General and Administrative ("SG&A") Expenses

(in millions, except percentage amounts)	Year Ended December 31, 2014	2013	$ Change	% Change
SG&A expenses	$1,143.1	$1,144.9	$(1.8)	(0.2 %)
SG&A expenses as a percentage of net sales, including precious metal content	39.1 %	38.8 %		
SG&A expenses as a percentage of net sales, excluding precious metal content	40.9 %	41.3 %		

SG&A expenses as a percentage of net sales, excluding precious metal content, improved 40 basis points as compared to 2013. The rate decline is primarily due to cost reduction initiatives and expense controls in a number of businesses, as well as higher expenses recorded in the first three months of 2013 relating to trade shows.

Restructuring and Other Costs

(in millions, except percentage amount)	Year Ended December 31, 2014	2013	$ Change	% Change

Restructuring and other costs	$11.1	$13.4	$(2.3)	(17.2%)

The Company recorded net restructuring and other costs of $11.1 million in 2014 compared to $13.4 million in 2013. In 2014, restructuring costs of $9.9 million related to the closure and consolidation of facilities in an effort to streamline the Company's operations and better leverage the Company's resources. Restructuring and other costs also includes expense of $1.2 million related to net legal settlements.

In 2013, restructuring costs of $12.0 million related to the closure and consolidation of facilities in an effort to streamline the Company's operations and better leverage the Company's resources. Restructuring and other costs also includes net expense of $1.4 million related to an impairment of previously acquired technology partially offset by a net gain on legal settlements.

Other Income and Expenses

	Year Ended December 31,			
(in millions, except percentage amounts)	2014	2013	$ Change	% Change
Net interest expense	$41.3	$41.5	$(0.2)	(0.5%)
Other expense, net	(0.1)	8.3	(8.4)	(101.2%)
Net interest and other expense	$41.2	$49.8	$(8.6)	

NM - Not meaningful

Net Interest Expense

Net interest expense for the year ended December 31, 2014 was $0.2 million lower in comparison to the year ended December 31, 2013. The net decrease is a result of a $4.4 million decrease in interest expense due to lower average debt levels in 2014 and higher miscellaneous investment income of $0.4 million compared to the prior year, largely offset by $4.6 million decrease in investment income recorded on net investment hedges due to lower average hedge amounts and interest rates on hedge contracts compared to 2013.

Other Expense (Income), Net

Other expense (income), net for the year ended December 31, 2014 improved $8.4 million compared to the year ended December 31, 2013. Other income, net for the year ended December 31, 2014 was $0.1 million, comprised primarily of $1.1 million of interest and non-cash income relating to fair value adjustments on cross currency basis swaps not designated as hedges that offset currency risk on intercompany loans, $2.5 million of currency transaction losses, and $1.4 million of other non-operating income. Other expense, net for the year ended December 31, 2013 was $8.3 million, comprised primarily of $6.9 million of interest and non-cash charges relating to fair value adjustments on cross currency basis swaps not designated as hedges that offset currency risk on intercompany loans, $2.1 million of currency transaction losses, and $0.7 million of other non-operating income.

Income Taxes and Net Income

	Year Ended December 31,		
(in millions, except per share and percentage amounts)	2014	2013	$ Change
Effective income tax rate	20.1%	14.1%	
Equity in net income (loss) of unconsolidated affiliated company	$(0.3)	$1.0	$(1.3)
Net income attributable to noncontrolling interests	$—	$5.0	$(5.0)
Net income attributable to DENTSPLY International	$322.9	$313.2	$9.7
Diluted earnings per common share	$2.24	$2.16	

Provision for Income Taxes

The Company’s effective tax rate for 2014 and 2013 was 20.1% and 14.1%, respectively. The Company’s effective tax rate for 2014 was unfavorably impacted by the Company’s change in the mix of consolidated earnings. Additionally, during 2014 the Company recorded a tax benefit from the release of valuation allowances on previously unrecognized tax loss carryforwards and other deferred tax assets of approximately $8.3 million, a tax benefit of $1.4 million related to statutory tax rate changes and $4.5 million of unfavorable tax effects related to prior year tax matters. The Company’s effective tax rate for 2013 was favorably impacted by the Company’s post-acquisition restructuring activities, the recording of tax benefits of $9.4 million related to U.S. federal legislative changes enacted in January 2013 relating to 2012, a tax benefit of $2.2 million for the release of a valuation allowance and $10.3 million of benefits related to prior year tax matters. Further information regarding the details of income taxes is presented in Note 14, Income Taxes, in the Notes to the Consolidated Financial Statements in this Form 10-K.

The Company's effective income tax rate for 2014 includes the impact of amortization on purchased intangibles assets, acquisition related activities, restructuring and other costs, income related to credit risk adjustments on outstanding derivatives as well as various income tax adjustments which impacted income before income taxes and the provision for income taxes by $63.2 million and $23.9 million, respectively. In 2013, the Company's effective tax rate included the impact of amortization of purchased intangible assets, integration and restructuring and other costs as well as various income tax adjustments which impacted income before taxes and the provision for income taxes by $72.9 million and $43.7 million, respectively.

Equity in net (loss) income of unconsolidated affiliated company

The Company's 17% ownership investment of DIO Corporation ("DIO") resulted in a net loss of $0.3 million on an after-tax basis for the year ended December 31, 2014 and net earnings of $1.0 million on an after-tax basis for the year ended December 31, 2013. The equity earnings of DIO include 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 gains recorded through DIO's net income was approximately $1.2 million for each of the years ended December 31, 2014 and 2013.

Net income attributable to noncontrolling interests

The portion of consolidated net income attributable to noncontrolling interests decreased $5.0 million for the year ended December 31, 2014 compared to the same period in 2013 as a result of the contractual purchase of the remaining shares of a noncontrolling interest effective January 1, 2014. The cash outflow for this purchase was in the first quarter of 2015.

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 ("adjusted EPS") which are non-US GAAP measures. 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 may not be indicative of past or future performance of the normal operations of the Company 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. Adjusted net income and adjusted EPS are important internal measures for the Company. Senior management receives a monthly analysis of operating results that includes adjusted net income and adjusted EPS and the performance of the Company is measured on this basis along with other performance metrics.

	Year Ended December 31, 2014	
(in millions, except per share amounts)	Net Income	Per Diluted Common Share
Net income attributable to DENTSPLY International	$322.9	$2.24
Amortization of purchased intangible assets, net of tax	33.6	0.23
Restructuring, restructuring program related costs and other costs, net of tax	8.5	0.06
Business combination related costs, net of tax	2.0	0.01
Credit risk and fair value adjustments, net of tax	(0.5)	—
Certain fair value adjustments related to an unconsolidated affiliated company, net of tax	(1.2)	(0.01)
Income tax related adjustments	(4.3)	(0.03)
Adjusted non-US GAAP earnings	$361.0	$2.50

40

(in millions, except per share amounts)	Year Ended December 31, 2013 Net Income	Per Diluted Common Share
Net income attributable to DENTSPLY International	$313.2	$2.16
Amortization of purchased intangible assets, net of tax	32.3	0.22
Restructuring, restructuring program related costs and other costs, net of tax	9.7	0.07
Business combination related costs, net of tax	5.9	0.04
Credit risk and fair value adjustments, net of tax	2.3	0.02
Certain fair value adjustments related to an unconsolidated affiliated company, net of tax	(1.2)	(0.01)
Income tax related adjustments	(21.0)	(0.15)
Adjusted non-US GAAP earnings	$341.2	$2.35

Adjusted Operating Income and Margin

Adjusted operating income and margin is another important internal measure for the Company. Operating income in accordance with US GAAP is adjusted for the items noted above which are excluded on a pre-tax basis to arrive at adjusted operating income, a non-US GAAP measure. The adjusted operating margin is calculated by dividing adjusted operating income by net sales, excluding precious metal content.

Senior management receives a monthly analysis of operating results that includes adjusted operating income. The performance of the Company is measured on this basis along with the adjusted non-US GAAP earnings noted above as well as other performance metrics.

(in millions, except percentage of net sales amounts)	Year Ended December 31, 2014 Operating Income (Loss)	Percentage of Net Sales, Excluding Precious Metal Content	
Operating income attributable to DENTSPLY International	$445.6	16.0	%
Amortization of purchased intangible assets	47.9	1.7	%
Restructuring, restructuring program related costs and other costs	12.5	0.5	%
Business combination related costs	6.8	0.2	%
Adjusted non-US GAAP Operating Income	$512.8	18.4	%

(in millions, except percentage of net sales amounts)	Year Ended December 31, 2013 Operating Income (Loss)	Percentage of Net Sales, Excluding Precious Metal Content	
Operating income attributable to DENTSPLY International	$419.2	15.1	%
Amortization of purchased intangible assets	46.2	1.7	%
Restructuring, restructuring program related costs and other costs	14.6	0.5	%
Business combination related costs	8.8	0.3	%
Adjusted non-US GAAP Operating Income	$488.8	17.6	%

Operating Segment Results

The Company’s operating businesses are combined into operating groups, which have overlapping product offerings, geographic 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. Each of these operating groups covers a wide range of product categories and geographic regions. The product categories and geographic regions often overlap across the groups. Further information regarding the details of each group is presented in Note 5, Segment and Geographic Information, in the Notes to the Consolidated Financial Statements in this Form 10-K. The management of each group is evaluated for performance and incentive compensation purposes on net third party sales, excluding precious metal content, and segment operating income.

Net Sales, Excluding Precious Metal Content (in millions, except percentage amounts)	Year Ended December 31, 2014	2013	$ Change	% Change
Dental Consumables, Endodontic and Dental Laboratory Businesses	$1,208.1	$1,197.1	$11.0	0.9 %
Healthcare, Orthodontic and Implant Businesses	$1,066.7	$1,059.0	$7.7	0.7 %
Select Developed and Emerging Markets Businesses	$517.9	$515.6	$2.3	0.4 %

Segment Operating Income (Loss) (in millions, except percentage amounts)	Year Ended December 31, 2014	2013	$ Change	% Change
Dental Consumables, Endodontic and Dental Laboratory Businesses	$405.0	$401.0	$4.0	1.0 %
Healthcare, Orthodontic and Implant Businesses	$126.6	$105.9	$20.7	19.5 %
Select Developed and Emerging Markets Businesses	$(1.4)	$(4.3)	$2.9	NM

NM - Not meaningful

Dental Consumables, Endodontic and Dental Laboratory Businesses

Net sales, excluding precious metal content, increased $11.0 million during 2014 as compared to 2013. On a constant currency basis, net sales, excluding precious metals, increased 1.0% primarily due to growth in the Dental Consumables businesses.

Operating income improved $4.0 million or 1.0% during 2014 compared to 2013. The improvement in operating income was primarily the result of sales growth and improved gross margins in the Dental Consumables businesses.

Healthcare, Orthodontic and Implant Businesses

Net sales, excluding precious metal content, increased $7.7 million during 2014 compared to 2013. Sales increased on a constant currency basis by 1.7%. The increase was primarily due to increased sales in the Healthcare businesses partially offset by lower sales in the Orthodontic businesses.

Operating income increased $20.7 million or 19.5% during 2014 compared to 2013. Operating income increase primarily due to lower operating expenses in the Healthcare and Implant businesses.

Select Developed and Emerging Markets Businesses

Net sales, excluding precious metal content, increased $2.3 million during 2014 compared to 2013. Sales increased by 3.8% on a constant currency basis. The favorable constant currency growth was the result of improved market demand in the Emerging Markets businesses.

Operating income improved by $2.9 million in 2014 compared to 2013. The increase in operating income was primarily the result of improved gross profit rate in the Emerging Markets businesses.

CRITICAL ACCOUNTING JUDGMENTS AND POLICIES

The preparation of the Company’s consolidated financial statements in conformity with US GAAP requires the Company to make estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and

accompanying notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results could differ from those estimates, and such differences may be material to the consolidated financial statements. The process of determining significant estimates is fact specific and takes into account factors such as historical experience, current and expected economic conditions, product mix and in some cases, actuarial techniques. The Company evaluates these significant factors as facts and circumstances dictate. Some events as described below could cause results to differ significantly from those determined using estimates. The Company has identified the following accounting estimates as those which are critical to its business and results of operations.

Business Acquisitions

The Company acquires businesses as well as partial interests in businesses. Acquired businesses are accounted for using the acquisition method of accounting which requires the Company to record assets acquired and liabilities assumed at their respective fair values with the excess of the purchase price over estimated fair values recorded as goodwill. The assumptions made in determining the fair value of acquired assets and assumed liabilities as well as asset lives can materially impact the results of operations.

The Company obtains information during due diligence and through other sources to get respective fair values. Examples of factors and information that the Company uses to determine the fair values include: tangible and intangible asset evaluations and appraisals; evaluations of existing contingencies and liabilities and product line integration information. If the initial valuation for an acquisition is incomplete by the end of the quarter in which the acquisition occurred, the Company will record a provisional estimate in the financial statements. The provisional estimate will be finalized as soon as information becomes available but will only occur up to one year from the acquisition date.

Goodwill and Other Long-Lived Assets

Goodwill and Indefinite-Lived Assets

The Company follows the accounting standards for goodwill and indefinite-lived intangibles, which require an annual test for impairment to goodwill using a fair value approach. In addition to minimum annual impairment tests, the Company also requires that impairment assessments be made more frequently if events or changes in circumstances indicate that the goodwill or indefinite-lived assets might be impaired. If impairment related to goodwill is identified, the resulting charge is determined by recalculating goodwill through a hypothetical purchase price allocation of the fair value and reducing the current carrying value to the extent it exceeds the recalculated goodwill. If the carrying amount of an indefinite-lived intangible asset exceeds its fair value, an impairment loss is recognized.

Other Long-Lived Assets

Other long-lived assets, such as definite-lived intangible assets and fixed assets, are amortized or depreciated over their estimated useful lives. In accordance with US GAAP, these assets are reviewed for impairment whenever events or circumstances provide evidence that suggest that the carrying amount of the asset may not be recoverable based upon an evaluation of the identifiable undiscounted cash flows. If impaired based on the identifiable undiscounted cash flows, the asset’s fair value is determined using the discounted cash flow and market participant assumptions. The resulting charge reflects the excess of the asset’s carrying cost over its fair value.

Impairment Assessment

Assessment of the potential impairment of goodwill and other long-lived assets is an integral part of the Company's normal ongoing review of operations. Testing for potential impairment of these assets is significantly dependent on numerous assumptions and reflects management's best estimates at a particular point in time. The dynamic economic environments in which the Company's businesses operate and key economic and business assumptions with respect to projected selling prices, increased competition and introductions of new technologies can significantly affect the outcome of impairment tests. Estimates based on these assumptions may differ significantly from actual results. Changes in factors and assumptions used in assessing potential impairments can have a significant impact on the existence and magnitude of impairments, as well as the time at which such impairments are recognized. If there are unfavorable changes in these assumptions, particularly changes in the Company's discount rates, earnings multiples and future cash flows, the Company may be required to recognize impairment charges. Information with respect to the Company's significant accounting policies on goodwill and other long-lived assets are included in Note 1, Significant Accounting Policies, to the consolidated financial statements in this Form 10-K.

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. Judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include a decline in expected cash flows, a significant adverse change in legal factors or in the business climate, unanticipated competition or slower growth rates, among others. It is important to note that fair values that could be realized in an actual transaction may differ from those used to evaluate the impairment of goodwill.

Goodwill is allocated among and evaluated for impairment at the reporting unit level, which is defined as an operating segment or one level below an operating segment. The Company has several reporting units contained within each operating segment.

The evaluation of impairment involves comparing the current fair value of each reporting unit to its net book value, including goodwill. The Company uses a discounted cash flow model (“DCF model”) to estimate the current fair value of its reporting units when testing for impairment, as management believes forecasted operating cash flows are the best indicator of such fair value. A number of significant assumptions and estimates are involved in the application of the DCF model to forecast operating cash flows, including future sales growth, operating margin growth, benefits from restructuring initiatives, tax rates, capital spending, business initiatives, and working capital changes. These assumptions may vary significantly among the reporting units. Operating cash flow forecasts are based on approved business-unit operating plans for the early years and historical relationships and projections in later years. The weighted average cost of capital (“WACC”) rate is estimated for geographic regions and applied to the reporting units located within the regions. The Company has not materially changed its methodology for goodwill impairment testing for the years presented. Due to the many variables inherent in the estimation of a reporting unit’s fair value and the relative size of the Company’s recorded goodwill, differences in assumptions may have a material effect on the results of the Company’s impairment analysis.

The performance of the Company’s 2015 annual impairment test did not result in any impairment of the Company’s goodwill. The WACC rates utilized in the 2015 analysis ranged from 7.6% to 12.5%. Had the WACC rate of each of the Company’s reporting units been hypothetically increased by 100 basis points at April 30, 2015, the fair value of those reporting units would still exceed net book value. If the fair value of each of the Company’s reporting units had been hypothetically reduced by 5% at April 30, 2015, the fair value of those reporting units would still exceed net book value. If the fair value of each of the Company's reporting units had been hypothetically reduced by 10% at April 30, 2015, three reporting units, one reporting unit within each of the Company’s three segments, would have a fair value that would approximate net book value. Goodwill for the reporting unit within the Healthcare, Orthodontic and Implant Businesses segment totaled $66.0 million at April 30, 2015. Goodwill for the reporting unit within the Dental Consumables, Endodontic and Dental Laboratory Businesses segment totaled $120.0 million at April 30, 2015. Goodwill for the reporting unit within the Select Developed and Emerging Markets Businesses segment totaled $16.0 million at April 30, 2015. To the extent that future operating results of the reporting units do not meet the forecasted cash flows the Company can provide no assurance that a future goodwill impairment charge would not be incurred.

At December 31, 2015, the Company updated its goodwill impairment testing for the three reporting units noted above based on current year financial performance. The review did not result in any impairment of the three reporting units’ respective goodwill balances. Assumptions used in the calculations of fair value were substantially consistent with those at April 30, 2015. If the WACC rate of these three reporting units had been hypothetically increased by 100 basis points at December 31, 2015, the fair value of these three reporting units would still exceed net book value. If the fair value of these reporting units had been hypothetically reduced by 5%, the fair value of those reporting units would still exceed book value. If the fair value of these reporting units had been hypothetically reduced by 10% at December 31, 2015, the three reporting units fair value would approximate net book value. At December 31, 2015, the

goodwill balances for the three reporting units were approximately the same as at April 30, 2015.

Should the Company’s analysis in the future indicate an increase in discount rates or a degradation in the overall markets served by these reporting units, it could result in impairment of the carrying value of goodwill to its implied fair value. There can be no assurance that the Company’s future goodwill impairment testing will not result in a charge to earnings.

Annual Indefinite-Lived Intangible Asset Impairment Testing

Indefinite-lived intangible assets consist of tradenames and are not subject to amortization; instead, they are tested for impairment annually or more frequently if indicators of impairment exist or if a decision is made to sell a business. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include a decline in expected cash flows, a significant adverse change in legal factors or in the business climate, unanticipated competition or slower growth rates, among others. It is important to note that fair values that could be realized in an actual transaction may differ from those used to evaluate the impairment of indefinite-lived assets.

The fair value of acquired tradenames is estimated by the use of a relief from royalty method, which values an indefinite-lived intangible asset by estimating the royalties saved through the ownership of an asset. Under this method, an owner of an indefinite-lived intangible asset determines the arm's length royalty that likely would have been charged if the owner had to license the asset from a third party. The royalty, which is based on the estimated rate applied against forecasted sales, is tax-effected and discounted at present value using a discount rate commensurate with the relative risk of achieving the cash flow attributable to the asset. Management judgment is necessary to determine key assumptions, including projected revenue, royalty rates and appropriate discount rates. Royalty rates used are consistent with those assumed for the original purchase accounting valuation. Other assumptions are consistent with those applied to goodwill impairment testing.

The performance of the Company's 2015 annual impairment test did not result in any impairment of the Company's indefinite-lived assets. If the fair value of each of the Company's indefinite-lived intangible assets had been hypothetically reduced by 10% or the discount rate had been hypothetically increased by 50 basis points, at December 31, 2015, the fair value of these assets would still exceed their book value.

Should the Company's analysis in the future indicate an increase in discount rates or a degradation in the use of the tradenames, it could result in impairment of the carrying value of the indefinite-lived assets to its implied fair value. There can be no assurance that the Company's future indefinite-lived asset impairment testing will not result in a charge to earnings.

Litigation

The Company and its subsidiaries are from time to time parties to lawsuits arising out of their respective operations. The Company records liabilities when a loss is probable and can be reasonably estimated. These estimates are typically in the form of ranges, and the Company records the liabilities at the low point of the ranges, when no other point within the ranges are a better estimate of the probable loss. The ranges established by management are based on analysis made by internal and external legal counsel based on information known at the time. If the Company determines a liability to be only reasonably possible, it considers the same information to estimate the possible exposure and discloses any material potential liability. These loss contingencies are monitored regularly for a change in fact or circumstance that would require an accrual adjustment. The Company believes it has appropriately estimated liabilities for probable losses in the past; however, the unpredictability of litigation and court decisions could cause a liability to be incurred in excess of estimates. Legal costs related to these lawsuits are expensed as incurred.

Income Taxes

Income taxes are determined using the liability method of accounting for income taxes. The Company's tax expense includes the U.S. and international income taxes plus the provision for U.S. taxes on undistributed earnings of international subsidiaries not deemed to be permanently invested.

The Company applies a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company recognizes in the 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.

Certain items of income and expense are not reported in tax returns and financial statements in the same year. The tax effect of such temporary differences is reported as deferred income taxes. Deferred tax assets are recognized if it is more likely than not that the assets will be realized in future years. The Company establishes a valuation allowance for deferred tax assets for which realization is not likely. At December 31, 2015, the Company has a valuation allowance

of $274.3 million against the benefit of certain deferred tax assets of foreign and domestic subsidiaries.

The Company operates within multiple taxing jurisdictions and in the normal course of business is examined in various jurisdictions. The reversal of accruals is recorded when examinations are completed, statutes of limitation are closed or tax laws are changed.

LIQUIDITY AND CAPITAL RESOURCES

Cash flows from operating activities during the year ended December 31, 2015 were $497.4 million compared to $560.4 million during the year ended December 31, 2014. Net income was lower by $71.8 million in the period ended December 31, 2015 compared to the prior year. Working capital sources generated $65.6 million, an increase of $1.6 million compared to sources of $64.0 million in 2014. Primary working capital (defined as inventories plus accounts receivable less accounts payable, a non-US GAAP measure) generated $40.0 million of operating cash flow in 2015 compared to $38.3 million in 2014. The improvement

of $1.7 million during the 2015 calendar year came from improved inventory of $11.1 million, partially offset by higher accounts receivable of $8.1 million and a lower accounts payable of $1.2 million versus the prior year. The improvement in total working capital of $65.6 million in 2015 was largely offset by higher tax payments of $22.7 million, restructuring payments of $21.0 million, prepayment fees on bond tender of $8.5 million, and merger fees of $8.0 million. The Company's cash and cash equivalents increased by $133.0 million during the year ended December 31, 2015 to $284.6 million.

For the year ended December 31, 2015, on a constant currency basis, the number of days for sales outstanding in accounts receivable decreased by one day to 54 days as compared to 55 days in 2014. On a constant currency basis, the number of days of sales in inventory decreased by three days to 110 days at December 31, 2015 as compared to 113 days at December 31, 2014.

Investing activities during 2015 include capital expenditures of $72.0 million and acquisitions of businesses of $54.0 million, reduced by proceeds from the redemption of corporate convertible bonds of $47.7 million.

At December 31, 2015, the Company had authorization to maintain up to 34.0 million shares of treasury stock under its stock repurchase program as approved by the Board of Directors. Under this program, the Company purchased approximately 2.1 million shares, or approximately 1.5% of average diluted shares outstanding, during 2015 at an average price of $52.50. As of December 31, 2015 and 2014, the Company held 22.7 million and 21.9 million shares of treasury stock, respectively. The Company also received proceeds of $35.5 million primarily as a result of 1.1 million stock options exercised during the year ended December 31, 2015.

Total debt decreased by $108.8 million for the year ended December 31, 2015. DENTSPLY's long-term debt, including the current portion, at December 31, 2015 and 2014 was $1,150.2 million and $1,258.9 million, respectively. The Company's long-term debt, including the current portion decreased by a net of $108.7 million during the year ended December 31, 2015. This net change included a net decrease in borrowings of $108.0 million, and a decrease of $0.7 million due to exchange rate fluctuations on debt denominated in foreign currencies. The decrease in long term borrowings reflects the payment of $100.0 million of Private Placement notes and the second annual term loan payment of $8.8 million. At December 31, 2015 and 2014, there were no outstanding borrowings under the commercial paper facility. During the year ended December 31, 2015, the Company's ratio of net debt to total capitalization decreased to 27.1% compared to 32.3% at December 31, 2014. DENTSPLY 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 total equity.

In February 2015, the Company paid the second required payment of $100.0 million under the Private Placement Notes by issuing commercial paper. The final required payment of $75.0 million is due in February 2016 and has been classified as current on the balance sheet. The Company intends to use the second delayed draw funding of its new Private Placement Notes to be issued February 19, 2016 to pay the final required payment.

In August 2015, the Company paid the second of six annual principal payments of $8.8 million representing a 5% mandatory principal amortization due in each of the first six years under the terms of the Term Loan with a final maturity of August 26, 2020. The third annual installment in the amount of $8.8 million will be due in August 2016 and has been classified as current on the balance sheet.

Effective July 1, 2015, the Company amended the multi-currency revolving credit facility to extend the maturity date by one year until July 23, 2020. The Company is able to borrow up to $500.0 million through July 23, 2019 and up to $452.0 million through July 23, 2020. At December 31, 2015, there were no outstanding borrowings in the form of issued commercial paper, under the multi-currency revolving facility.

The Company successfully tendered for $153.9 million of its $450.0 million fixed rate senior notes due August 2021 with settlement on December 11, 2015. The total amount paid in excess of par, excluding accrued interest, was $8.0 million.

Effective December 11, 2015 the Company executed a new Note Purchase Agreement in a private placement with institutional investors, on a delayed draw basis, to sell 295.5 million Swiss francs and 289.0 million euros aggregate principal amount of senior notes (collectively, the “Private Placement Notes”) at a weighted average interest rate of 1.69%. The Private Placement Notes will be issued on three closing dates. The first closing occurred on December 11, 2015 and involved the issuance of 32.5 million Swiss francs and 112.0 million euros of senior notes. The second closing date is expected to occur on February 19, 2016 and will involve the issuance 71.0 million euros of senior notes. The third closing date is expected to occur on August 15, 2016 and will involve the issuance of senior notes of 263.0 million Swiss francs and 106.0 million euros. The Private Placement Notes are being issued to finance the tender for $153.9 million of the 2021 bonds on December 11, 2015, the final payment of $75.0 million on the $250.0 million Private Placement Notes due February 19, 2016, the $300.0 million fixed rate senior notes due August 2016 and the Swiss franc 65.0 million term loan maturing September 1, 2016. Accordingly, these maturities have been classified as

long term reflecting the Company’s intent and ability to refinance the debt on a long term basis. See Note 12, Financing Arrangements, in the Notes to the Consolidated Financial Statements, for details related to the new Note Purchase Agreement.

Effective November 30, 2015 the Company amended the multi-currency revolving credit facility, the U.S. dollar term loan, the Swiss franc term loan and effective December 18, 2015 the Company amended the Japanese yen Samurai loan agreement to conform key terms of these facilities to each other and with those in the new Note Purchase Agreement. These credit agreements contain a number of covenants and two financial ratios, which the Company is required to satisfy. The most restrictive of these covenants pertain to asset dispositions and prescribed ratios of total debt outstanding to total capital not to exceed the ratio of 0.6 to 1.0, and operating income less depreciation and amortization to interest expense of not less than 3.0 times. Any breach of any such covenants or ratios would result in a default under the existing debt agreements that would permit the lenders to declare all borrowings under such debt agreements to be immediately due and payable and, through cross default provisions, would entitle the Company's other lenders to accelerate their loans. At December 31, 2015, the Company was in compliance with these covenants.

The Company also has access to $51.8 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 December 31, 2015, $2.9 million was outstanding under these short-term lines of credit. At December 31, 2015, the Company had total unused lines of credit related to the revolving credit agreement and the uncommitted short-term lines of credit of $548.9 million.

At December 31, 2015, the Company held $35.5 million of precious metals on consignment from several financial institutions. These 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 to maintain precious metal inventory at operational levels.

The following table presents the Company's scheduled contractual cash obligations at December 31, 2015:

Contractual Obligations (in millions)	Within 1 Year	2-3 Years	4-5 Years	Greater Than 5 Years	Total
Long-term borrowings	$449.1	$18.0	$236.0	$450.4	$1,153.5
Operating leases	32.2	44.1	19.6	8.7	104.6
Interest on long-term borrowings, net of interest rate swap agreements	28.2	37.2	34.7	19.6	119.7
Postemployment obligations	9.5	22.4	25.6	77.2	134.7
Precious metal consignment agreements	35.5	—	—	—	35.5
	$554.5	$121.7	$315.9	$555.9	$1,548.0

Due to the uncertainty with respect to the timing of future cash flows associated with the Company's unrecognized tax benefits at December 31, 2015, the Company is unable to make reasonably reliable estimates of the period of cash settlement with the respective taxing authority; therefore, $18.5 million of the unrecognized tax benefit has been excluded from the contractual obligations table above (See Note 14, Income Taxes, in the Notes to the Consolidated Financial Statements in this Form 10-K).

The Company expects on an ongoing basis to be able to finance cash requirements, including capital expenditures in a range of $80.0 million to $100.0 million excluding the impact of the potential merger, stock repurchases, debt service, operating leases and potential future acquisitions, from the current cash, cash equivalents and short-term investment balances, funds generated from operations and amounts available under its existing credit facilities, which is further discussed in Note 12, Financing Arrangements, to the consolidated financial statements. The Company intends to pay or refinance the current portion of long term debt due in 2016 utilizing proceeds from the Private Placement Notes arranged in December 2015 with delayed draw funding. As noted in the Company's Consolidated Statements of Cash Flows in this Form 10-K, the Company continues to generate strong cash flows from operations, which is used to finance the Company's activities.

At December 31, 2015, the majority of the Company’s cash and cash equivalents were held inside of the United States. The majority of the Company’s excess free cash flow is generated outside of the United States. Most of the foreign excess free cash

flow could be repatriated to the United States, however, under current law, potentially may 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, to fund ongoing operations and capital needs. 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.

NEW ACCOUNTING PRONOUNCEMENTS

Refer to Note 1, Significant Accounting Policies, to the Consolidated Financial Statements in this Form 10-K for a discussion of recent accounting guidance and pronouncements.

Item 7A. Quantitative and Qualitative Disclosure About Market Risk

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company’s major market risk exposures are changing interest rates, movements in foreign currency exchange rates and potential price volatility of commodities used by the Company in its manufacturing processes. The Company’s policy is to manage interest rates through the use of floating rate debt and interest rate swaps to adjust interest rate exposures when appropriate, based upon market conditions. The Company employs foreign currency denominated debt and currency swaps which serve to partially offset the Company’s exposure on its net investments in subsidiaries denominated in foreign currencies. The Company’s policy generally is to hedge major foreign currency transaction exposures through foreign exchange forward contracts. These contracts are entered into with major financial institutions thereby minimizing the risk of credit loss. In order to limit the unanticipated earnings fluctuations from volatility in commodity prices, the Company selectively enters into commodity swaps to convert variable raw material costs to fixed costs. The Company does not hold or issue derivative financial instruments for speculative or trading purposes. The Company is subject to other foreign exchange market risk exposure in addition to the risks on its financial instruments, such as possible impacts on its pricing and production costs, which are difficult to reasonably predict, and have therefore not been included below.

Foreign Exchange Risk Management

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. The Company primarily uses forward foreign exchange contracts and cross currency basis swaps to hedge these risks.
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. These cash flow hedges have maturities of six to 18 months and do not change the underlying long term foreign currency exchange risk. The Company accounts for the forward foreign exchange contracts as cash flow hedges.

The Company has numerous 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 foreign exchange forward contracts 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

investment.

At December 31, 2015, a 10% strengthening of the U.S. dollar against all other currencies would improve the net fair value associated with the forward foreign exchange contracts by approximately $77.1 million.

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 and to convert fixed rate debt to variable rate debt. At December 31, 2015, the Company has three 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 0.9% for a term of five years, ending in September 2019. 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 1.8% for a term of five years, ending in September 2016. Another swap has a notional amount of $45.0 million to effectively

convert the underlying fixed interest rate of 4.1% on a portion of the Company's $250.0 million Private Placement Notes to variable rate for a term of five years, ending February 2016. 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.

At December 31, 2015, an increase of 1.0% in the interest rates on the variable interest rate instruments would increase the Company's annual interest expense by approximately $2.1 million.

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. At December 31, 2015, the Company had swaps in place to purchase 498 troy ounces of platinum bullion for use in production at an average fixed rate of $1,084 per troy ounce. In addition, the Company had swaps in place to purchase 18,285 troy ounces of silver bullion for use in production at an average fixed rate of $16 per troy ounce.

At December 31, 2015, a 10% increase in commodity prices would reduce the fair value liability associated with the commodity swaps by approximately $0.1 million.

Off Balance Sheet Arrangements

Consignment Arrangements

The Company consigns the precious metals used in the production of precious metal dental alloy products from various financial institutions. Under these consignment arrangements, the banks own the precious metal, and, accordingly, the Company does not report this consigned inventory as part of its inventory on the Consolidated Balance Sheet. These agreements are cancelable by either party at the end of each consignment period, which typically run for a period of one to nine months; however, because the Company typically has access to numerous financial institutions with excess capacity, consignment needs created by cancellations can be shifted among the other institutions. The consignment agreements allow the Company to take ownership of the metal at approximately the same time customer orders are received and to closely match the price of the metal acquired to the price charged to the customer (i.e., the price charged to the customer is largely a pass through).

As precious metal prices fluctuate, the Company evaluates the impact of the precious metal price fluctuation on its target gross margins for precious metal dental alloy products and revises the prices customers are charged for precious metal dental alloy products accordingly, depending upon the magnitude of the fluctuation. While the Company does not separately invoice customers for the precious metal content of precious metal dental alloy products, the underlying precious metal content is the primary component of the cost and sales price of the precious metal dental alloy products. For practical purposes, if the precious metal prices go up or down by a small amount, the Company will not immediately modify prices, as long as the cost of precious metals embedded in the Company's precious metal dental alloy price closely approximates the market price of the precious metal. If there is a significant change in the price of precious metals, the Company adjusts the price for the precious metal dental alloys, maintaining its margin on the products.

At December 31, 2015, the Company had approximately 51,300 troy ounces of precious metal, primarily gold, platinum, palladium and silver on consignment for periods of less than one year with a market value of $35.5 million. Under the terms of the consignment agreements, the Company also makes compensatory payments to the consignor banks based on a percentage of the value of the consigned precious metals inventory. At December 31, 2015, the

average annual rate charged by the consignor banks was 0.6%. These compensatory payments are considered to be a cost of the metals purchased and are recorded as part of the cost of products sold.

Item 8. Financial Statements and Supplementary Data

The information set forth under the captions “Management’s Report on Internal Control Over Financial Reporting,” “Report of Independent Registered Public Accounting Firm,” “Consolidated Statements of Operations,” “Consolidated Statements of Comprehensive Income,” “Consolidated Balance Sheets,” “Consolidated Statements of Changes in Equity,” “Consolidated Statements of Cash Flows,” and “Notes to Consolidated Financial Statements” is filed, in Item 15 in this Form 10-K. Other information required by Item 8 is included in “Computation of Ratios of Earnings to Fixed Charges” filed as Exhibit 12.1 to this Form 10-K.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

(a) 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 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, as amended, 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.

(b) Management’s Report on Internal Control Over Financial Reporting

Management’s report on the Company’s internal control over financial reporting is included under Item 15(a)(1) of this Form 10-K.

(c) Changes in Internal Control Over Financial Reporting

There have been no changes in the Company’s internal controls over financial reporting that occurred during quarter ended December 31, 2015 that have materially affected, or are likely to materially affect, its internal control over financial reporting.

Item 9B. Other Information

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information (i) set forth under the caption “Executive Officers of the Registrant” in Part I of this Form 10-K and (ii) set forth under the captions “Election of Directors” and “Section 16(a) Beneficial Ownership Reporting Compliance” in the 2016 Proxy Statement is incorporated herein by reference.

Code of Ethics

The Company has a Code of Business Conduct and Ethics that applies to the Chief Executive Officer, Chief Financial Officer and the Board of Directors and substantially all of the Company’s management level employees. A copy of the Code of Business Conduct and Ethics is available in the Investor Relations section of the Company’s website at www.DENTSPLY.com. The Company intends to disclose any amendment to its Code of Business Conduct and Ethics that relates to any element enumerated in Item 406(b) of Regulation S-K, and any waiver from a provision of the Code of Business Conduct and Ethics granted to any director, principal executive officer, principal financial officer, principal accounting officer, or any of the Company’s other executive officers, in the Investor Relations section of the Company’s website at www.DENTSPLY.com, within four business days following the date of such amendment or waiver.

Item 11. Executive Compensation

The information set forth under the caption “Report on Executive Compensation” in the 2016 Proxy Statement is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information set forth under the caption “Security Ownership of Certain Beneficial Owners and Management” and “Securities Authorized for Issuance Under Equity Compensation Plans” in the 2016 Proxy Statement is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required under this item is presented in the 2016 Proxy Statement, which is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information set forth under the caption “Relationship with Independent Registered Public Accounting Firm” in the 2016 Proxy Statement is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedule

(a) Documents filed as part of this Report

1. Financial Statements

The following consolidated financial statements of the Company are filed as part of this Form 10-K:

Management's Report on Internal Control Over Financial Reporting
Report of Independent Registered Public Accounting Firm
Consolidated Statements of Operations - Years ended December 31, 2015, 2014 and 2013
Consolidated Statements of Comprehensive Income - Years ended December 31, 2015, 2014 and 2013
Consolidated Balance Sheets - December 31, 2015 and 2014
Consolidated Statements of Changes in Equity - Years ended December 31, 2015, 2014 and 2013
Consolidated Statements of Cash Flows - Years ended December 31, 2015, 2014 and 2013
Notes to Consolidated Financial Statements
Quarterly Financial Information (Unaudited)

2. Financial Statement Schedule

The following financial statement schedule is filed as part of this Form 10-K and is covered by the Report of Independent Registered Public Accounting Firm:

Schedule II — Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required to be included herein under the related instructions or are inapplicable and, therefore, have been omitted.

3. Exhibits

The Exhibits listed below are filed or incorporated by reference as part of the Company's Form 10-K.

Exhibit Number		Description
2.1		Agreement and Plan of Merger, dated as of September 15, 2015, by and among DENTSPLY International Inc., Sirona Dental Systems, Inc. and Dawkins Merger Sub Inc. (18)
3.1		Amended and Restated Certificate of Incorporation (16)
3.2		By-Laws, as amended and restated (Filed herewith)
4.1	(a)	United States Commercial Paper Dealer Agreement dated as of March 28, 2002 between the Company and Citigroup Global Markets Inc. (formerly known as Salomon Smith Barney Inc.)(formerly Exhibit 4.1(b)) (6)
	(b)	First Amendment to the United States Commercial Paper Dealer Agreement dated as of March 28, 2002 between the Company and Citigroup Global Markets Inc. (formerly known as Salomon Smith Barney Inc.) (17)
4.2	(a)	United States Commercial Paper Dealer Agreement dated as of August 18, 2011 between the Company and J.P. Morgan Securities LLC (17)

	(b)	First Amendment to the United States Commercial Paper Dealer Agreement dated as of August 18, 2011 between the Company and J.P. Morgan Securities LLC (17)
4.3		$500.0 Million Credit Agreement, dated as of July 23, 2014 final maturity in July 23, 2019, by and among the Company, the subsidiary borrowers party thereto, the lenders party thereto, JPMorgan Chase Bank, N.A. as administrative agent, Citibank N.A. as Syndication Agent, Bank of Tokyo-Mitsubishi UFJ, LTD and Wells Fargo Bank, N.A., Commerzbank AG, and HSBC Bank USA N.A. as co-documentation agents, and J.P. Morgan Securities LLC and Citibank Global Markets Inc., as Joint Bookrunners and Joint Lead Arrangers (17)
	(a)	First Amendment to the $500.0 Million Credit Agreement dated as of July 1, 2015 between the Company and the Subsidiary Borrowers party (Filed herewith)

	(b)	Second Amendment to the $500.0 Million Credit Agreement dated November 30, 2015 between the Company and Subsidiary Borrowers party (Filed herewith)
4.4		$250.0 Million Private Placement Note Purchase Agreement, due February 19, 2016 dated as of October 16, 2009 (10)
4.5	(a)	65.0 Million Swiss Franc Term Loan Agreement, due March 1, 2012 dated as of February 24, 2010 (11)
	(b)	First Amendment to the 65.0 Million Swiss Franc Term Loan Agreement dated May 21, 2010 between the Company, the Lenders, and PNC Bank National Association, as Agent (Filed herewith)
	(c)	Second Amendment to the 65.0 Million Swiss Franc Term Loan Agreement dated August 31, 2011 due September 1, 2016, between the Company, the Lenders, and PNC Bank, National Association, as Agent(formerly Exhibit 4.8) (12)
	(d)	Third Amendment to the 65.0 Million Swiss Franc Term Loan Agreement dated November 30, 2015 (Filed herewith)
4.10		$175.0 Million Credit Agreement dated August 26, 2013 among DENTSPLY International Inc., PNC Bank, National Association as Administrative Agent and the Lenders Party thereto (16)
	(a)	First Amendment to the $175.0 Million Credit Agreement dated November 30, 2015 between the Company and PNC Bank, National Association as Administrative Agent and the Lenders Party thereto (Filed herewith)
4.11		Form of Indenture (13)
4.12		Supplemental Indenture, dated August 23, 2011 between DENTSPLY International Inc., as Issuer and Wells Fargo, National Association, as Trustee (14)
4.14		12.55 Billion Japanese Yen Term Loan Agreement between the Company and Bank of Tokyo dated September 22, 2014 due September 28, 2019, between the Company, The Bank of Tokyo-Mitsubishi UFJ, LTD as Sole Lead Arranger, Development Bank of Japan, Inc. as Co-Arranger, The Bank of Tokyo-Mitsubishi UFJ, LTD, as Administrative Agent (17)
	(a)	First Amendment to 12.55 Billion Japanese Yen Term Loan Agreement dated December 18, 2015 between the Company and Bank of Tokyo-Mitsubishi UFJ, LTD (Filed herewith)
4.15		United States Commercial Paper issuing and paying Agency Agreement dated as of November 4, 2014, between the Company and U.S. Bank N.A. (17)
4.16		Note Purchase Agreement, dated December 11, 2015, by and among the Company and the purchasers listed in Schedule A thereto (Filed herewith)
10.2		2002 Amended and Restated Equity Incentive Plan (8)
10.3		Restricted Stock Unit Deferral Plan (Filed herewith)
10.4	(a)	Trust Agreement for the Company’s Employee Stock Ownership Plan between the Company and T. Rowe Price Trust Company dated as of November 1, 2000 (3)
	(b)	Plan Recordkeeping Agreement for the Company’s Employee Stock Ownership Plan between the Company and T. Rowe Price Trust Company dated as of November 1, 2000 (3)
10.5		DENTSPLY Supplemental Saving Plan Agreement dated as of December 10, 2007 (8)
10.6		Amended and Restated Employment Agreement entered February 19, 2008 between the Company and Bret W. Wise* (8)
10.7		Amended and Restated Employment Agreement entered February 19, 2008 between the Company and Christopher T. Clark* (8)
10.10		Amended and Restated Employment Agreement entered February 19, 2008 between the Company and James G. Mosch* (8)
10.11		Amended and Restated Employment Agreement entered February 19, 2008 between the Company and Robert J. Size* (8)
10.12		Amended and Restated Employment Agreement entered January 1, 2009 between the Company’s subsidiary, DeguDent GMBH and Albert Sterkenburg* (9)
10.13		DENTSPLY International Inc. Directors’ Deferred Compensation Plan effective January 1, 2007, as amended* (9)

10.14	Board Compensation Arrangement* (Filed herewith)
10.15	Supplemental Executive Retirement Plan effective January 1, 1999, as amended January 1, 2008* (9)
10.16	Incentive Compensation Plan, amended and restated* (12)
10.17	AZ Trade Marks License Agreement, dated January 18, 2001 between AstraZeneca AB and Maillefer Instruments Holdings, S.A. (3)

10.18	(a)	Precious metal inventory Purchase and Sale Agreement dated November 30, 2001, as amended October 10, 2006 between Bank of Nova Scotia and the Company (7)
	(b)	Precious metal inventory Purchase and Sale Agreement dated December 20, 2001 between JPMorgan Chase Bank and the Company (4)
	(c)	Precious metal inventory Purchase and Sale Agreement dated December 20, 2001 between Mitsui & Co., Precious Metals Inc. and the Company (4)
	(e)	Precious metal inventory Purchase and Sale Agreement dated January 30, 2002 between CommerzbankAG, Frankfurt, and the Company (8)
	(f)	Precious metal inventory Purchase and Sale Agreement dated December 6, 2010, as amended February 8, 2013 between HSBC Bank USA, National Association and the Company (16)
	(g)	Precious metal inventory Purchase and Sale Agreement dated April 29, 2013 between The Toronto-Dominion Bank and the Company (16)
10.19		Executive Change in Control Plan for foreign executives, as amended December 31, 2008* (10)
10.20		2010 Equity Incentive Plan, amended and restated (Filed herewith)
10.21		Employment Agreement between the Company and Deborah M. Rasin* (12)
10.22		Employment Agreement, dated December 11, 2015, between DENTSPLY International Inc. and Bret W. Wise* (Filed herewith)
12.1		Computation of Ratio of Earnings to Fixed Charges (Filed herewith)
21.1		Subsidiaries of the Company (Filed herewith)
23.1		Consent of Independent Registered Public Accounting Firm - PricewaterhouseCoopers LLP
31.1		Section 302 Certification Statement Chief Executive Officer
31.2		Section 302 Certification Statements Chief Financial Officer
32		Section 906 Certification Statement
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

*Management contract or compensatory plan.

(1) Incorporated by reference to exhibit included in the Company's Registration Statement on Form S-8 dated June 4, 1998 (No. 333-56093).

(2) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 1999, File No. 0-16211.

(3) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2000, File No. 0-16211.

(4) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2001, File No. 0-16211.

(5) Incorporated by reference to exhibit included in the Company's Registration Statement on Form S-8 dated November 27, 2002 (No. 333-101548).

(6) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2002, File No. 0-16211.

(7) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2006, File no. 0-16211.

(8) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2007, File No. 0-16211.

(9) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2008, File No. 0-16211.

(10) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2009, File no. 0-16211.

(11) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2010, File no. 0-16211.

(12) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2011, File no. 0-16211.

(13) Incorporated by reference to exhibit included in the Company's Registration Statement on Form S-3 dated August 15, 2011 (No. 333-176307).

(14) Incorporated by reference to exhibit included in the Company's Form 8-K dated August 29, 2011, File no. 0-16211.

(15) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2012, File no. 0-16211.

(16) Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2013, File no. 0-16211.

(17)

Incorporated by reference to exhibit included in the Company's Form 10-K for the fiscal year ended December 31, 2014, File no. 0-16211.

(18) Incorporated by reference to exhibit included in the Company's Form 8-K dated September 16, 2015, File no. 0-16211

SCHEDULE II

VALUATION AND QUALIFYING ACCOUNTS
FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 and 2013

(in millions) Description	Balance at Beginning of Period	Additions Charged (Credited) To Costs And Expenses	Charged to Other Accounts	Write-offs Net of Recoveries	Translation Adjustment	Balance at End of Period
Allowance for doubtful accounts:						
For Year Ended December 31,						
2013	$13.6	$2.9	$(0.2)	$(2.5)	$0.4	$14.2
2014	14.2	(1.7)	0.5	(2.4)	(1.8)	8.8
2015	8.8	4.3	1.4	(2.2)	(1.6)	10.7
Deferred tax asset valuation allowance:						
For Year Ended December 31,						
2013	$179.7	$49.3	$—	$—	$(0.1)	$228.9
2014	228.9	28.7	—	—	(4.3)	253.3
2015	253.3	26.7	—	—	(5.7)	274.3

Management's Report on Internal Control Over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities and Exchange Act of 1934, as amended. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. A Company's internal control over financial reporting includes those policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management of the Company has assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2015. In making its assessment, management used the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on its assessment management concluded that, as of December 31, 2015, the Company's internal control over financial reporting was effective based on the criteria established in Internal Control – Integrated Framework (2013) issued by the COSO.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2015 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which appears herein.

/s/	Bret W. Wise Bret W. Wise Chairman of the Board and Chief Executive Officer February 12, 2016	/s/	Christopher T. Clark Christopher T. Clark President and Chief Financial Officer February 12, 2016

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders
of DENTSPLY International Inc.

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of DENTSPLY International Inc. and its subsidiaries at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2), presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting, appearing under Item 15(a)(1). Our responsibility is to express opinions on these financial statements, on the financial statement schedules, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Harrisburg, Pennsylvania
February 12, 2016

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except per share amounts)

	Year Ended December 31,		
	2015	2014	2013
Net sales	$2,674.3	$2,922.6	$2,950.8
Cost of products sold	1,157.1	1,322.8	1,373.4
Gross profit	1,517.2	1,599.8	1,577.4
Selling, general and administrative expenses	1,077.3	1,143.1	1,144.8
Restructuring and other costs	64.7	11.1	13.4
Operating income	375.2	445.6	419.2
Other income and expenses:			
Interest expense	55.9	46.9	49.6
Interest income	(2.2)	(5.6)	(8.1)
Other expense (income), net	(8.2)	(0.1)	8.4
Income before income taxes	329.7	404.4	369.3
Provision for income taxes	77.0	81.1	52.2
Equity in net (loss) income of unconsolidated affiliated company	(1.6)	(0.4)	1.1
Net income	251.1	322.9	318.2
Less: Net (loss) income attributable to noncontrolling interests	(0.1)	—	5.0
Net income attributable to DENTSPLY International	$251.2	$322.9	$313.2
Earnings per common share:			
Basic	$1.79	$2.28	$2.20
Diluted	$1.76	$2.24	$2.16
Weighted average common shares outstanding:			
Basic	140.0	141.7	142.7
Diluted	142.5	144.2	145.0

The accompanying notes are an integral part of these financial statements.

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Year Ended December 31,		
	2015	2014	2013
Net Income	$251.1	$322.9	$318.2
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments	(188.1)	(354.1)	88.9
Net gain (loss) on derivative financial instruments	12.1	49.3	(29.7)
Net unrealized holding loss on available-for-sale securities	(8.5)	(4.2)	(5.1)
Pension liability adjustments	32.2	(63.7)	23.2
Total other comprehensive (loss) income	(152.3)	(372.7)	77.3
Total comprehensive income (loss)	98.8	(49.8)	395.5
Less: Comprehensive income (loss) attributable to noncontrolling interests	0.5	(0.7)	7.2
Comprehensive income (loss) attributable to DENTSPLY International	$98.3	$(49.1)	$388.3

The accompanying notes are an integral part of these financial statements.

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in millions)

	December 31, 2015	2014
Assets		
Current Assets:		
Cash and cash equivalents	$284.6	$151.6
Accounts and notes receivable-trade, net	399.9	426.6
Inventories, net	340.4	387.1
Prepaid expenses and other current assets	171.8	241.7
Total Current Assets	1,196.7	1,207.0
Property, plant and equipment, net	558.8	588.8
Identifiable intangible assets, net	600.7	670.8
Goodwill, net	1,987.6	2,089.3
Other noncurrent assets, net	59.1	90.6
Total Assets	$4,402.9	$4,646.5
Liabilities and Equity		
Current Liabilities:		
Accounts payable	$133.6	$132.6
Accrued liabilities	310.1	379.2
Income taxes payable	20.2	29.0
Notes payable and current portion of long-term debt	12.1	111.8
Total Current Liabilities	476.0	652.6
Long-term debt	1,141.0	1,150.1
Deferred income taxes	160.3	165.6
Other noncurrent liabilities	286.2	356.0
Total Liabilities	2,063.5	2,324.3
Commitments and contingencies		
Equity:		
Preferred stock, $1.00 par value; .25 million shares authorized; no shares issued	—	—
Common stock, $.01 par value; 200.0 million shares authorized; 162.8 million shares issued; 140.1 million and 140.9 million shares outstanding at December 31, 2015 and 2014, respectively.	1.6	1.6
Capital in excess of par value	237.8	221.7
Retained earnings	3,591.0	3,380.7
Accumulated other comprehensive loss	(594.0)	(441.1)
Treasury stock, at cost, 22.7 million and 21.9 million shares at December 31, 2015 and 2014, respectively.	(898.4)	(841.6)
Total DENTSPLY International Equity	2,338.0	2,321.3
Noncontrolling Interests	1.4	0.9
Total Equity	2,339.4	2,322.2

Total Liabilities and Equity	$4,402.9	$4,646.5

The accompanying notes are an integral part of these financial statements.

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(in millions)

	Common Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total DENTSPLY International Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2012	$ 1.6	$246.5	$2,818.5	$ (144.2)	$(713.7)	$2,208.7	$ 40.7	$2,249.4
Net income	—	—	313.2	—	—	313.2	5.0	318.2
Other comprehensive income	—	—	—	75.1	—	75.1	2.2	77.3
Acquisition of noncontrolling interest	—	(3.9)	—	—	—	(3.9)	(5.0)	(8.9)
Exercise of stock options	—	(7.3)	—	—	74.2	66.9	—	66.9
Tax benefit from stock options exercised	—	2.4	—	—	—	2.4	—	2.4
Share based compensation expense	—	25.1	—	—	—	25.1	—	25.1
Funding of Employee Stock Ownership Plan	—	1.0	—	—	3.7	4.7	—	4.7
Treasury shares purchased	—	—	—	—	(118.0)	(118.0)	—	(118.0)
RSU distributions	—	(8.8)	—	—	5.3	(3.5)	—	(3.5)
RSU dividends	—	0.3	(0.3)	—	—	—	—	—
Cash dividends ($0.250 per share)	—	—	(35.7)	—	—	(35.7)	—	(35.7)
Balance at December 31, 2013	$ 1.6	$255.3	$3,095.7	$ (69.1)	$(748.5)	$2,535.0	$ 42.9	$2,577.9
Net income	—	—	322.9	—	—	322.9	—	322.9
Other comprehensive loss	—	—	—	(366.5)	—	(366.5)	(0.7)	(367.2)
Acquisition of noncontrolling interest	—	(42.0)	—	(5.5)	—	(47.5)	(41.3)	(88.8)
Exercise of stock options	—	(9.7)	—	—	58.7	49.0	—	49.0
Tax benefit from stock options exercised	—	2.1	—	—	—	2.1	—	2.1
	—	25.4	—	—	—	25.4	—	25.4

Share based compensation expense	—	1.5	—	—	4.4	5.9	—	5.9
Treasury shares purchased	—	—	—	—	(163.2)	(163.2)	—	(163.2)
RSU distributions	—	(11.2)	—	—	7.0	(4.2)	—	(4.2)
RSU dividends	—	0.3	(0.3)	—	—	—	—	—
Cash dividends ($0.265 per share)	—	—	(37.6)	—	—	(37.6)	—	(37.6)
Balance at December 31, 2014	$ 1.6	$221.7	$3,380.7	$ (441.1)	$(841.6)	$2,321.3	$ 0.9	$2,322.2
Net income	—	—	251.2	—	—	251.2	(0.1)	251.1
Other comprehensive loss	—	—	—	(152.9)	—	(152.9)	0.6	(152.3)
Exercise of stock options	—	(8.2)	—	—	43.4	35.2	—	35.2
Tax benefit from stock options exercised	—	11.6	—	—	—	11.6	—	11.6
Share based compensation expense	—	25.6	—	—	—	25.6	—	25.6
Funding of Employee Stock Ownership Plan	—	1.1	—	—	3.6	4.7	—	4.7
Treasury shares purchased	—	—	—	—	(112.7)	(112.7)	—	(112.7)
RSU distributions	—	(14.3)	—	—	8.9	(5.4)	—	(5.4)
RSU dividends	—	0.3	(0.3)	—	—	—	—	—
Cash dividends ($0.290 per share)	—	—	(40.6)	—	—	(40.6)	—	(40.6)
Balance at December 31, 2015	$ 1.6	$237.8	$3,591.0	$ (594.0)	$(898.4)	$2,338.0	$ 1.4	$2,339.4

The accompanying notes are an integral part of these financial statements.

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)	Year Ended December 31,		
	2015	2014	2013
Cash flows from operating activities:			
Net income	$251.1	$322.9	$318.2
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	79.1	81.2	81.6
Amortization of intangible assets	43.8	47.9	46.3
Amortization of deferred financing costs	11.3	4.6	5.0
Deferred income taxes	27.4	17.5	(29.2)
Share based compensation expense	25.6	25.4	25.1
Restructuring and other costs - non-cash	43.3	5.8	14.0
Stock option income tax benefit	(11.6)	(2.1)	(2.4)
Equity in earnings (loss) from unconsolidated affiliates	1.6	0.4	(1.1)
Other non-cash (income) expense	(13.1)	10.0	19.8
Loss on disposal of property, plant and equipment	0.8	0.4	0.8
Changes in operating assets and liabilities, net of acquisitions:			
Accounts and notes receivable-trade, net	(0.9)	7.2	(32.5)
Inventories, net	32.1	21.0	(25.4)
Prepaid expenses and other current assets	(9.5)	(16.1)	26.9
Other noncurrent assets	3.3	4.9	(1.1)
Accounts payable	8.8	10.0	(36.7)
Accrued liabilities	(4.7)	(12.2)	(4.2)
Income taxes	(8.1)	22.4	(0.5)
Other noncurrent liabilities	17.1	9.2	13.2
Net cash provided by operating activities	497.4	560.4	417.8
Cash flows from investing activities:			
Cash paid for acquisitions of businesses and equity investments	(54.0)	(8.6)	(66.2)
Proceeds from the sale of businesses	—	6.5	—
Purchases of short term time deposits	—	(2.3)	—
Liquidation of short term time deposits	—	1.1	—
Proceeds from redemption of long-term corporate bonds	47.7	—	—
Capital expenditures	(72.0)	(99.6)	(100.3)
Purchase of company owned life insurance policies	(1.4)	(0.9)	(1.5)
Cash received on derivative contracts	30.7	67.2	10.8
Cash paid on derivative contracts	(6.3)	(96.5)	(104.9)
Expenditures for identifiable intangible assets	—	(6.2)	(1.1)
Proceeds from sale of property, plant and equipment	0.4	0.6	3.0
Net cash used in investing activities	(54.9)	(138.7)	(260.2)
Cash flows from financing activities:			

Proceeds from long-term borrowings, net of deferred financing costs	152.9	114.3	174.6
Payments on long-term borrowings	(267.5)	(199.2)	(251.4)
(Decrease) increase in short-term borrowings	(2.2)	(101.9)	57.3
Proceeds from exercise of stock options	35.5	49.0	66.9
Excess tax benefits from share based compensation	11.6	2.1	2.4
Cash paid for acquisition of noncontrolling interests of consolidated subsidiaries	(80.5)	—	(9.0)
Cash paid for treasury stock	(112.7)	(163.2)	(118.0)
Cash dividends paid	(40.0)	(37.3)	(34.8)
Cash paid on derivative contracts	—	—	(49.7)
Net cash used in financing activities	(302.9)	(336.2)	(161.7)
Effect of exchange rate changes on cash and cash equivalents	(6.6)	(8.9)	(1.0)
Net increase (decrease) in cash and cash equivalents	133.0	76.6	(5.1)
Cash and cash equivalents at beginning of period	151.6	75.0	80.1
Cash and cash equivalents at end of period	$284.6	$151.6	$75.0
Supplemental disclosures of cash flow information:			
Interest paid, net of amounts capitalized	$54.9	$47.8	$50.5
Income taxes paid	$71.4	$48.7	$49.8

The accompanying notes are an integral part of these financial statements.

DENTSPLY INTERNATIONAL INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

Description of Business

DENTSPLY International Inc. (“DENTSPLY” or the “Company”), designs, develops, manufactures and markets a broad range of consumable dental products for the professional dental market. The Company also manufactures and markets consumable medical device products consisting mainly of urological catheters and certain surgical products. The Company’s principal product categories are dental consumable products, dental laboratory products, dental specialty products and consumable medical device products. The Company distributes its products in over 120 countries under some of the most well established brand names in the industry.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“US GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results could differ from those estimates, and such differences may be material to the consolidated financial statements.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company. The Company also consolidates all variable interest entities (“VIE”) where the Company has determined that it has the power to direct the activities that most significantly impact the VIE’s economic performance and shares in either the significant risks or rewards of the VIE. The Company continually reassesses its VIE to determine if consolidation is appropriate. All significant intercompany accounts and transactions are eliminated in consolidation.

Investments in non-consolidated affiliates (20-50 percent owned companies, joint ventures and partnerships as well as less than 20 percent ownership positions where the Company maintains significant influence over the subsidiary) are accounted for using the equity method.

Cash and Cash Equivalents

Cash and cash equivalents include deposits with banks as well as highly liquid time deposits with maturities at the date of purchase of ninety days or less.

Short-term Investments

Short-term investments are highly liquid time deposits with original maturities at the date of purchase greater than ninety days and with remaining maturities of one year or less.

Accounts and Notes Receivable-Trade

The Company sells dental and certain medical products through a worldwide network of distributors and directly to end users. For customers on credit terms, the Company performs ongoing credit evaluation 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. The Company records a provision for doubtful accounts, which is included in “Selling, general and administrative expenses” in the Consolidated Statements of Operations.

Accounts receivable – trade is stated net of these allowances that were $10.7 million and $8.8 million at December 31, 2015 and 2014, respectively. For the years ended December 31, 2015 and 2014, the Company wrote-off $2.2 million and $2.4 million, respectively, of accounts receivable that were previously reserved. The Company increased the provision for doubtful accounts by $4.3 million and reduced the provision by $1.7 million during 2015 and 2014, respectively. The remaining change in the allowance is related to foreign currency translation.

Inventories

Inventories are stated at the lower of cost or market. At December 31, 2015 and 2014, the cost of $8.1 million and $6.3 million, respectively, of inventories 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 December 31, 2015 and 2014 by $6.6 million and $6.1 million, respectively.

The Company establishes reserves for inventory estimated to be obsolete or unmarketable equal to the difference between the cost of inventory and estimated market value based upon assumptions about future demand and market conditions.

Valuation of Goodwill and Other Long-Lived Assets

Assessment of the potential impairment of goodwill and other long-lived assets is an integral part of the Company's normal ongoing review of operations. Testing for potential impairment of these assets is significantly dependent on assumptions and reflects management's best estimates at a particular point in time. The dynamic economic environments in which the Company's businesses operate and key economic and business assumptions with respect to projected selling prices, increased competition and introductions of new technologies can significantly affect the outcome of impairment tests. Estimates based on these assumptions may differ significantly from actual results. Changes in factors and assumptions used in assessing potential impairments can have a significant impact on the existence and magnitude of impairments, as well as the time at which such impairments are recognized. If there are unfavorable changes in these assumptions, future cash flows, a key variable in assessing the impairment of these assets, may decrease and as a result the Company may be required to recognize impairment charges. Future changes in the environment and the economic outlook for the assets being evaluated could also result in additional impairment charges being recognized. The following information outlines the Company's significant accounting policies on long-lived assets by type.

Goodwill

Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired and liabilities assumed in a business combination. Goodwill is not amortized. Goodwill is tested for impairment annually, during the Company's second quarter, or when indications of potential impairment exist. The Company monitors for the existence of potential impairment throughout the year. This impairment assessment includes an evaluation of various reporting units, which is an operating segment or one reporting level below the operating segment. The Company performs impairment tests using a fair value approach. The Company compares the fair value of each reporting unit to its carrying amount to determine if there is potential goodwill impairment. If impairment is identified on goodwill, the resulting charge is determined by recalculating goodwill through a hypothetical purchase price allocation of the fair value and reducing the current carrying value to the extent it exceeds the recalculated goodwill.

The Company's fair value approach involves using 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 profit and operating expense assumptions consistent with its historical trends. The total cash flows were discounted based on market participant data, which included the Company's weighted-average cost of capital. The Company considered the current market conditions when determining its assumptions. Lastly, the Company reconciled the aggregate fair values of its reporting units to its market capitalization, which included a reasonable control premium based on market conditions. Additional information related to the testing for goodwill impairment is provided in Note

9, Goodwill and Intangible Assets.

Indefinite-Lived Intangible Assets

Indefinite-lived intangible assets consist of tradenames and are not subject to amortization. Valuations of identifiable intangibles assets acquired are based on information and assumptions available at the time of acquisition, using income and market model approaches to determine fair value. In-process research and development assets are not subject to amortization until the product associated with the research and development is substantially complete and is a viable product. At that time, the useful life to amortize the intangible asset is determined by identifying the period in which substantially all the cash flows are expected to be generated and the asset is moved to definite-lived.

These assets are reviewed for impairment annually or whenever events or circumstances suggest that the carrying amount of the asset may not be recoverable. The Company uses an income approach, more specifically a relief from royalty method. Significant management judgment is necessary to determine key assumptions, including projected revenue, royalty rates and

appropriate discount rates. Royalty rates used are consistent with those assumed for the original purchase accounting valuation. Other assumptions are consistent with those applied to goodwill impairment testing. If the carrying value exceeds the fair value, an impairment loss in the amount equal to the excess is recognized.

Identifiable Definite-Lived Intangible Assets

Identifiable definite-lived intangible assets, which primarily consist of patents, trademarks, brand names, non-compete agreements and licensing agreements, are amortized on a straight-line basis over their estimated useful lives. Valuations of identifiable intangibles assets acquired are based on information and assumptions available at the time of acquisition, using income and market model approaches to determine fair value.

These assets are reviewed for impairment whenever events or circumstances suggest that the carrying amount of the asset may not be recoverable. The Company closely monitors certain intangible assets related to new and existing technologies for indicators of impairment as these assets have more risk of becoming impaired. Impairment is based upon an initial evaluation of the identifiable undiscounted cash flows. If the initial evaluation identifies a potential impairment, a fair value is determined by using a discounted cash flows valuation. If impaired, the resulting charge reflects the excess of the asset's carrying cost over its fair value.

Property, Plant and Equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation. Except for leasehold improvements, depreciation for financial reporting purposes is computed by the straight-line method over the following estimated useful lives: buildings - generally 40 years and machinery and equipment - 4 to 15 years. The cost of leasehold improvements is amortized over the shorter of the estimated useful life or the term of the lease. Maintenance and repairs are expensed as incurred to the statement of operations; replacements and major improvements are capitalized. These asset groups are reviewed for impairment whenever events or circumstances suggest that the carrying amount of the asset group may not be recoverable. Impairment is based upon an evaluation of the identifiable undiscounted cash flows. If impaired, the resulting charge reflects the excess of the asset group's carrying cost over its fair value.

Marketable Securities

The Company's marketable securities consist of debt instruments that are classified as available-for-sale in "Prepaid expenses and other current assets" or "other noncurrent assets, net" on the Consolidated Balance Sheets based on instrument maturity. 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. Once identified, the determination of whether the impairment is temporary or other-than-temporary requires significant judgment. The primary factors that the Company considers in classifying the impairment 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.

Derivative Financial Instruments

The Company records all derivative instruments on the consolidated balance sheet at fair value and changes in fair value are recorded each period in the consolidated statements of operations or accumulated other comprehensive income ("AOCI"). The Company classifies derivative assets and liabilities as current when the remaining term of the derivative contract is one year or less. The Company has elected to classify the cash flow from derivative instruments in the same category as the cash flows from the items being hedged. Should the Company enter into a derivative

instrument that included an other-than-insignificant financing element then all cash flows will be classified as financing activities on the Consolidated Statements of Cash Flows as required by US GAAP.

The Company employs derivative financial instruments to hedge certain anticipated transactions, firm commitments, and assets and liabilities denominated in foreign currencies. Additionally, the Company utilizes interest rate swaps to convert floating rate debt to fixed rate, fixed rate debt to floating rate, cross currency basis swaps to convert debt denominated in one currency to another currency, and commodity swaps to fix its variable raw materials costs.

Pension and Other Postemployment Benefits

Some of the employees of the Company and its subsidiaries are covered by government or Company-sponsored defined benefit plans. Many of the employees have available to them defined contribution plans. Additionally, certain union and salaried employee

groups in the United States are covered by postemployment healthcare plans. Costs for Company-sponsored defined benefit and postemployment benefit plans are based on expected return on plan assets, discount rates, employee compensation increase rates and health care cost trends. Expected return on plan assets, discount rates and health care cost trend assumptions are particularly important when determining the Company's benefit obligations and net periodic benefit costs associated with postemployment benefits. Changes in these assumptions can impact the Company's earnings before income taxes. In determining the cost of postemployment benefits, certain assumptions are established annually to reflect market conditions and plan experience to appropriately reflect the expected costs as actuarially determined. These assumptions include medical inflation trend rates, discount rates, employee turnover and mortality rates. The Company predominantly uses liability durations in establishing its discount rates, which are observed from indices of high-grade corporate bond yields in the respective economic regions of the plans. The expected return on plan assets is the weighted average long-term expected return based upon asset allocations and historic average returns for the markets where the assets are invested, principally in foreign locations. The Company reports the funded status of its defined benefit pension and other postemployment benefit plans on its consolidated balance sheets as a net liability or asset. Additional information related to the impact of changes in these assumptions is provided in Note 15, Benefit Plans.

Accruals for Self-Insured Losses

The Company maintains insurance for certain risks, including workers' compensation, general liability, product liability and vehicle liability, and is self-insured for employee related healthcare benefits. The Company accrues for the expected costs associated with these risks by considering historical claims experience, demographic factors, severity factors and other relevant information. Costs are recognized in the period the claim is incurred, and the financial statement accruals include an estimate of claims incurred but not yet reported. The Company has stop-loss coverage to limit its exposure to any significant exposure on a per claim basis.

Litigation

The Company and its subsidiaries are from time to time parties to lawsuits arising out of their respective operations. The Company records liabilities when a loss is probable and can be reasonably estimated. These estimates are typically in the form of ranges, and the Company records the liabilities at the low point of the ranges, when no other point within the ranges are a better estimate of the probable loss. The ranges established by management are based on analysis made by internal and external legal counsel who considers information known at the time. If the Company determines a liability to be only reasonably possible, it considers the same information to estimate the possible exposure and discloses any material potential liability. These loss contingencies are monitored regularly for a change in fact or circumstance that would require an accrual adjustment. The Company believes it has estimated liabilities for probable losses appropriately in the past; however, the unpredictability of litigation and court decisions could cause a liability to be incurred in excess of estimates. Legal costs related to these lawsuits are expensed as incurred.

Foreign Currency Translation

The functional currency for foreign operations, except for those in highly inflationary economies, generally has been determined to be the local currency.

Assets and liabilities of foreign subsidiaries are translated at foreign exchange rates on the balance sheet date; revenue and expenses are translated at the average year-to-date foreign exchange rates. The effects of these translation adjustments are reported in Equity within AOCI of the consolidated balance sheets. During the year ended December 31, 2015, the Company had gains of $1.7 million on its loans designated as hedges of net investments and translation losses of $187.2 million. During the year ended December 31, 2014, the Company had gains of $13.5 million on its loans designated as hedges of net investments and translation losses of $366.9 million.

Foreign exchange gains and losses arising from transactions denominated in a currency other than the functional currency of the entity involved and remeasurement adjustments in countries with highly inflationary economies are included in income. Net foreign exchange transaction gains of $5.2 million and net foreign exchange transaction losses of $1.3 million and $9.0 million in 2015, 2014, and 2013, respectively, are included in “Other expense (income), net” on the Consolidated Statements of Operations.

Revenue Recognition

Revenue, net of related discounts and allowances, is recognized when the earnings process is complete. This occurs when products are shipped to or received by the customer in accordance with the terms of the agreement, title and risk of loss have been transferred, collectability is reasonably assured and pricing is fixed or determinable. Net sales include shipping and handling costs collected from customers in connection with the sale. Sales taxes, value added taxes and other similar types of taxes collected

from customers in connection with the sale are recorded by the Company on a net basis and are not included in the consolidated statement of operations.

Certain of the Company's customers are offered cash rebates based on targeted sales increases. Estimates of rebates are based on the forecasted performance of the customer and their expected level of achievement within the rebate programs. In accounting for these rebate programs, the Company records an accrual as a reduction of net sales as sales take place over the period the rebate is earned. The Company updates the accruals for these rebate programs as actual results and updated forecasts impact the estimated achievement for customers within the rebate programs.

A portion of the Company's net sales is comprised of sales of precious metals generated through its precious metal dental alloy product offerings. As the precious metal content of the Company's sales is largely a pass-through to customers, 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 alloy sale prices are typically adjusted when the prices of underlying precious metals change. The precious metals content of sales was $92.8 million, $129.9 million and $179.1 million for 2015, 2014 and 2013, respectively.

Cost of Products Sold

Cost of products sold represents costs directly related to the manufacture and distribution of the Company's products. Primary costs include raw materials, packaging, direct labor, overhead, shipping and handling, warehousing and the depreciation of manufacturing, warehousing and distribution facilities. Overhead and related expenses include salaries, wages, employee benefits, utilities, lease costs, maintenance and property taxes.

Warranties

The Company provides warranties on certain equipment products. Estimated warranty costs are accrued when sales are made to customers. Estimates for warranty costs are based primarily on historical warranty claim experience. Warranty costs are included in "Cost of products sold" in the Consolidated Statements of Operations.

Selling, General and Administrative Expenses

Selling, general and administrative expenses represent costs incurred in generating revenues and in managing the business of the Company. Such costs include advertising and other marketing expenses, salaries, employee benefits, incentive compensation, research and development, travel, office expenses, lease costs, amortization of capitalized software and depreciation of administrative facilities.

Research and Development Costs

Research and development ("R&D") costs relate primarily to internal costs for salaries and direct overhead expenses. In addition, the Company contracts with outside vendors to conduct R&D activities. All such R&D costs are charged to expense when incurred. The Company capitalizes the costs of equipment that have general R&D uses and expenses such equipment that is solely for specific R&D projects. The depreciation expense related to this capitalized equipment is included in the Company's R&D costs. R&D costs are included in "Selling, general and administrative expenses" in the Consolidated Statements of Operations and amounted to $74.9 million, $80.8 million and $85.1 million for 2015, 2014 and 2013, respectively.

Stock Compensation

The Company recognizes the compensation cost relating to share-based payment transactions in the financial statements. The cost of share-based payment transactions is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity awards). The compensation cost is only recognized for the portion of the awards that are expected to vest.

Income Taxes

The Company's tax expense includes U.S. and international income taxes plus the provision for U.S. taxes on undistributed earnings of international subsidiaries not deemed to be permanently invested. Tax credits and other incentives reduce tax expense in the year the credits are claimed. Certain items of income and expense are not reported in tax returns and financial statements in the same year. The tax effect of such temporary differences is reported as deferred income taxes. Deferred tax assets are

recognized if it is more likely than not that the assets will be realized in future years. The Company establishes a valuation allowance for deferred tax assets for which realization is not likely.

The Company applies a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company recognizes in the 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.

Earnings Per Share

Basic earnings per share are calculated by dividing net earnings by the weighted average number of shares outstanding for the period. Diluted earnings per share is calculated by dividing net earnings by the weighted average number of shares outstanding for the period, adjusted for the effect of an assumed exercise of all dilutive options outstanding at the end of the period.

Business Acquisitions

The Company acquires businesses as well as partial interests in businesses. Acquired businesses are accounted for using the acquisition method of accounting which requires the Company to record assets acquired and liabilities assumed at their respective fair values with the excess of the purchase price over estimated fair values recorded as goodwill. The assumptions made in determining the fair value of acquired assets and assumed liabilities as well as asset lives can materially impact the results of operations.

The Company obtains information during due diligence and through other sources to establish respective fair values. Examples of factors and information that the Company uses to determine the fair values include: tangible and intangible asset evaluations and appraisals; evaluations of existing contingencies and liabilities and product line information. If the initial valuation for an acquisition is incomplete by the end of the quarter in which the acquisition occurred, the Company will record a provisional estimate in the financial statements. The provisional estimate will be finalized as soon as information becomes available but will only occur up to one year from the acquisition date.

Equity Method Investments

Investments in partnerships, joint ventures and less-than-majority-owned subsidiaries in which the Company has significant influence are accounted for under the equity method.

Equity investments are carried at original cost adjusted for the proportionate share of the investees' income, losses and distributions. The Company assesses the carrying value of its equity investments when an indicator of a loss in value is present and records a loss in value of the investment when the assessment indicates that an other-than-temporary decline in the investment exists.

The Company classifies its equity in net earnings of unconsolidated affiliates in the Consolidated Statements of Operations under the title of "Equity in net (loss) income of unconsolidated affiliated company."

Noncontrolling Interests

The Company reports noncontrolling interest ("NCI") in a subsidiary as a separate component of Equity in the Consolidated Balance Sheets. Additionally, the Company reports the portion of net income and comprehensive income (loss) attributed to the Company and NCI separately in the Consolidated Statements of Operations. The Company also includes a separate column for NCI in the Consolidated Statements of Changes in Equity.

Variable Interest Entities

The Company consolidates all VIE where the Company has determined that it has the power to direct the activities that most significantly impact the VIE's economic performance and shares in either the significant risks or rewards of the VIE. The Company continually reassesses VIE to determine if consolidation is appropriate.

Segment Reporting

The Company has numerous operating businesses covering a wide range of products and geographic regions, primarily serving the professional dental market and to a lesser extent the consumable medical device market. Professional dental products

represented approximately 88% of sales for each of the years ended 2015, 2014 and 2013. The Company has three reportable segments and a description of the activities within these segments is included in Note 5, Segment and Geographic Information.

Fair Value Measurement

Recurring Basis

The Company records certain financial assets and liabilities at fair value in accordance with the accounting guidance, which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The accounting guidance establishes a hierarchal disclosure framework associated with the level of pricing observability utilized in measuring financial instruments at fair value. The three broad levels defined by the fair value hierarchy are as follows:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reported date.

Level 2 - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable reported date. The nature of these financial instruments include, derivative instruments whose fair value have been derived using a model where inputs to the model are directly observable in the market, or can be derived principally from, or corroborated by observable market data.

Level 3 - Instruments that have little to no pricing observability as of the reported date. These financial instruments do not have two-way markets and are measured using management’s best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

The degree of judgment utilized in measuring the fair value of certain financial assets and liabilities generally correlates to the level of pricing observability. Pricing observability is impacted by a number of factors, including the type of financial instrument. Financial assets and liabilities with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of pricing observability and a lesser degree of judgment utilized in measuring fair value. Conversely, financial assets and liabilities rarely traded or not quoted will generally have less, or no pricing observability and a higher degree of judgment utilized in measuring fair value.

The Company primarily applies the market approach for recurring fair value measurements and endeavors to utilize the best available information. Accordingly, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Additionally, the Company considers its credit risks and its counterparties’ credit risks when determining the fair values of its financial assets and liabilities. The Company has presented the required disclosures in Note 18, Fair Value Measurement.

Non-Recurring Basis

When events or circumstances require an asset or liability to be fair valued that otherwise is generally recorded based on another valuation method, such as, net realizable value, the Company will utilize the valuation techniques described above.

Reclassification of Prior Years Amounts

Certain reclassifications have been made to prior year's data in order to conform to current year presentation. Specifically, during the first quarter of 2015, the Company realigned reporting responsibilities for multiple locations as a result of changes to the management reporting structure.

New Accounting Pronouncements

In April 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-08, "Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." This newly issued accounting standard changes the criteria for determining which disposals can be presented as discontinued operations and modifies related disclosure requirements. This standard will have the impact of reducing the frequency of disposals reported as discontinued operations, by requiring such a disposal to represent a strategic shift that has or will have a major effect on entity's operations and financial results. Additionally, existing provisions that prohibit an entity from reporting a discontinued operation if it has certain continuing cash flows or involvement with the component after a disposal are eliminated by this standard. The ASU also expands the

disclosures for discontinued operations and requires new disclosures related to individually significant disposals that do not qualify as discontinued operations. The Company adopted this accounting standard for the quarter ended March 31, 2015. The adoption of this standard did not materially impact the Company's financial position or results of operations.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" that seeks to provide a single, comprehensive revenue recognition model for all contracts with customers that improve comparability within industries, across industries and across capital markets. Under this standard, an entity should recognize revenue for the transfer of goods or services equal to the amount it expects to be entitled to receive for those goods or services. Enhanced disclosure requirements regarding the nature, timing and uncertainty of revenue and related cash flows exist. To assist entities in applying the standard, a five step model for recognizing and measuring revenue from contracts with customers has been introduced. Entities have the option to apply the new guidance retrospectively to each prior reporting period presented (full retrospective approach) or retrospectively with a cumulative effect adjustment to retained earnings for initial application of the guidance at the date of initial adoption (modified retrospective method). On July 9, 2015 the FASB issued ASU No. 2015-14, deferring the effective date by one year to annual reporting periods beginning after December 15, 2017. Early adoption is permitted. The Company expects to adopt this accounting standard for the quarter ended March 31, 2018. The Company is currently assessing the impact that ASU No. 2014-09 may have on their financial positions, results of operations, cash flows and disclosures, as well as, the transition method they will use to adopt the guidance.

In January 2015, the FASB issued ASU No. 2015-01, "Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items" This newly issued accounting standard eliminates from generally accepted accounting principles the concept of Extraordinary items, events or transactions that are unusual in nature and occur infrequently. The amendments in this update are effective for fiscal years and interim periods within those fiscal years, beginning after December 15, 2015. The Company will adopt this accounting standard for the quarter ended March 31, 2016. The adoption of this standard will not materially impact the Company's financial position or results of operations.

In April 2015, the FASB issued ASU No. 2015-03, "Simplifying the Presentation of Debt Issuance Costs." This newly issued accounting standard requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct reduction from the carrying amount of that debt liability. Retrospective application is required. The amendments in this standard are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. The Company adopted this standard for the quarter ended June 30, 2015, applying retrospective application to the period presented below. The following is a summary of the adjustment to the financial statement line items impacted by this accounting update:

December 31, 2014			
(in millions)	As Reported		
Consolidated Balance Sheet Line Item	Balance	Adjustment	Adjusted Balance
Other noncurrent assets, net	$94.4	$(3.8)	$90.6
Notes payable and current portion of long-term debt	112.8	(1.0)	111.8
Long-term debt	1,152.9	(2.8)	1,150.1

In July 2015, the FASB issued ASU No. 2015-11, "Simplifying the Measurement of Inventory." This newly issued accounting standard requires that an entity measure inventory at the lower of cost or net realizable value, as opposed to the lower of cost or market value. Net realizable value is defined as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Excluded from this update are the Last In First Out ("LIFO") and retail inventory methods of accounting for inventory. The amendments in this standard are effective for fiscal years beginning after December 15, 2016 and for interim periods within fiscal years beginning after December 15, 2017. Prospective application is required for presentation purposes. The adoption

of this standard is not expected to materially impact the Company's financial position or results of operations.

In September 2015, the FASB issued ASU No.2015-16, "Simplifying Accounting for Measurement Period Adjustments." This newly issued accounting standard seeks to simplify the accounting related to Business Combinations. Current US GAAP requires retrospective adjustment for provisional amounts recognized during the measurement periods when facts and circumstances that existed at the measurement date, if known, would have affected the measurement of the accounts initially recognized. This standard eliminates the requirement for retrospective adjustments and requires adjustments to the Financial Statements as needed in current period earnings for the full effect of changes. The adoption of this standard is required for interim and fiscal periods ending after December 15, 2015 and is not permitted to be adopted retrospectively. The Company will incorporate

this standard into the accounting and reporting for all future business combinations that take place once the standard becomes effective.

In November 2015, the FASB issued ASU No. 2015-17, “Balance Sheet Classification of Deferred Taxes.” This newly issued accounting standard seeks to simplify the accounting related to deferred income taxes. Current US GAAP requires an entity to separate deferred tax assets (“DTAs”) and deferred tax liabilities (“DTLs”) into current and noncurrent amounts for each tax jurisdiction based on the classification of the related asset or liability for financial reporting. DTAs and DTLs not related to assets and liabilities for financial reporting are classified based on the expected reversal date. The new standard requires DTAs or DTLs for each tax jurisdictions to be classified as noncurrent in a classified statement of financial position. The adoption of this standard is required for interim and fiscal periods ending after December 15, 2016 and is permitted to be adopted prospectively or retrospectively. The Company is currently assessing the impact that this standard may have on their financial positions and disclosures.

In January 2016, the FASB issued ASU No. 2016-01, “Recognition and Measurement of Financial Assets and Financial Liabilities.” This newly issued accounting standard seeks to enhance the reporting model for financial instruments to provide users of financial statements with more decision-useful information as well as to improve and achieve convergence of the FASB and IASB standards on the accounting for financial instruments. The amendments allow equity investments that do not have readily determinable fair values to be remeasured at fair value either upon the occurrence of an observable price change or upon identification of an impairment. It also requires enhanced disclosures about those investments and reduces the number of items that are recognized in other comprehensive income. The adoption of this standard is required for interim and fiscal periods ending after December 15, 2017 and should be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The Company is currently assessing the impact that this standard may have on their financial positions, results of operations, cash flows and disclosures.

NOTE 2 - EARNINGS PER COMMON SHARE

The following table sets forth the computation of basic and diluted earnings per common share:

(in millions, except for per share amounts)	Net income attributable to DENTSPLY International	Shares	Earnings per common share
Year Ended December 31, 2015			
Basic	251.2	140.0	$1.79
Incremental shares from assumed exercise of dilutive options and RSUs		2.5	
Diluted	251.2	142.5	$1.76
Year Ended December 31, 2014			
Basic	322.9	141.7	$2.28
Incremental shares from assumed exercise of dilutive options and RSUs		2.5	
Diluted	322.9	144.2	$2.24
Year Ended December 31, 2013			
Basic	313.2	142.7	$2.20
Incremental shares from assumed exercise of dilutive options and RSUs		2.3	

Diluted	313.2	145.0	$2.16

The calculation of weighted average diluted shares outstanding excludes stock options and restricted stock units ("RSUs") of 0.9 million, 1.0 million and 2.3 million shares of common stock that were outstanding during the years ended 2015, 2014 and 2013, respectively, from the computation of diluted earnings per common share since their effect would be antidilutive.

NOTE 3 - COMPREHENSIVE INCOME

AOCI includes foreign currency translation adjustments related to the Company's foreign subsidiaries, net of the related changes in certain financial instruments hedging these foreign currency investments. In addition, changes in the Company's fair value of certain derivative financial instruments, net unrealized holding gain on available-for-sale securities and pension liability adjustments and prior service costs, net are recorded in AOCI. These changes are recorded in AOCI net of any related tax adjustments. For the years ended December 31, 2015, 2014 and 2013, these tax adjustments were $169.3 million, $195.4 million and $205.1 million, respectively, primarily related to foreign currency translation adjustments.

The cumulative foreign currency translation adjustments included translation losses of $307.5 million and $117.1 million at December 31, 2015 and 2014, respectively, and which included losses of $93.7 million and $95.4 million, respectively, on loans designated as hedges of net investments.

Changes in AOCI by component for the years ended December 31, 2015, 2014 and 2013:

(in millions)	Foreign Currency Translation Adjustments	Gain and (Loss) on Derivative Financial Instruments Designated as Cash Flow Hedges	Gain and (Loss) on Derivative Financial Instruments	Net Unrealized Holding Gain (Loss) on Available-for-Sale Securities	Pension Liability Adjustments	Total
Balance, net of tax, at December 31, 2014	$(212.5)	$(10.8)	$(112.7)	$ 8.5	$(113.6)	$(441.1)
Other comprehensive (loss) income before reclassifications and tax impact	(178.0)	22.1	4.5	(6.8)	39.9	(118.3)
Tax (expense) benefit	(9.5)	(3.3)	(2.0)	2.0	(13.3)	(26.1)
Other comprehensive (loss) income, net of tax, before reclassifications	(187.5)	18.8	2.5	(4.8)	26.6	(144.4)
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	(1.2)	(9.2)	—	(3.7)	5.6	(8.5)
Net (decrease) increase in other comprehensive income	(188.7)	9.6	2.5	(8.5)	32.2	(152.9)
Balance, net of tax, at December 31, 2015	$(401.2)	$(1.2)	$(110.2)	$ —	$(81.4)	$(594.0)

(in millions)	Foreign Currency Translation Adjustments	Gain and (Loss) on Derivative Financial Instruments Designated as Cash Flow Hedges	Gain and (Loss) on Derivative Financial Instruments	Net Unrealized Holding Gain (Loss) on Available-for-Sale Securities	Pension Liability Adjustments	Total
Balance, net of tax, at December 31, 2013	$141.0	$(21.8)	$(151.1)	$ 12.7	$(49.9)	$(69.1)
Other comprehensive (loss) income before reclassifications and tax impact	(336.2)	3.9	62.4	(6.1)	(89.6)	(365.6)
Tax (expense) benefit	(11.8)	0.1	(24.0)	1.9	24.1	(9.7)
Other comprehensive income (loss), net of tax, before reclassifications	(348.0)	4.0	38.4	(4.2)	(65.5)	(375.3)
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	—	7.0	—	—	1.8	8.8
Net (decrease) increase in other comprehensive income	(348.0)	11.0	38.4	(4.2)	(63.7)	(366.5)
Foreign currency translation related to acquisition of noncontrolling interest	(5.5)	—	—	—	—	(5.5)
Balance, net of tax, at December 31, 2014	$(212.5)	$(10.8)	$(112.7)	$ 8.5	$(113.6)	$(441.1)

Reclassification out of accumulated other comprehensive income (loss) for the years ended December 31, 2015, 2014 and 2013:
(in millions)

Details about AOCI Components	Amounts Reclassified from AOCI Year Ended December, 31			Affected Line Item in the Statements of Operations
	2015	2014	2013	
Realized foreign currency gain on liquidation of foreign subsidiary:				
Foreign currency translation adjustment	$1.2	$—	$—	Other expense (income), net
Gains and (loss) on derivative financial instruments:				
Interest rate swaps	$(10.1)	$(3.7)	$(3.7)	Interest expense
Foreign exchange forward contracts	18.0	(6.4)	1.2	Cost of products sold
Foreign exchange forward contracts	0.6	(0.1)	(0.1)	SG&A expenses
Commodity contracts	(0.5)	(0.5)	(0.3)	Cost of products sold
	8.0	(10.7)	(2.9)	Net gain (loss) before tax
	1.2	3.7	0.9	Tax benefit
	$9.2	$(7.0)	$(2.0)	Net of tax
Realized gain on available-for-sale securities:				
Available -for-sale-securities	$5.1	$—	$—	Other expense (income), net
	(1.4)	—	—	Tax expense
	$3.7	$—	$—	Net of tax
Amortization of defined benefit pension and other postemployment benefit items:				
Amortization of prior service benefits	$0.2	$0.1	$0.1	(a)
Amortization of net actuarial losses	(8.0)	(2.9)	(5.5)	(a)
	(7.8)	(2.8)	(5.4)	Net loss before tax
	2.2	1.0	1.6	Tax benefit
	$(5.6)	$(1.8)	$(3.8)	Net of tax
Total reclassifications for the period	$8.5	$(8.8)	$(5.8)	

(a) These accumulated other comprehensive income components are included in the computation of net periodic benefit cost for the years ended December 31, 2015, 2014, and 2013, respectively (see Note 15, Benefit Plans, for additional details).

NOTE 4 - BUSINESS COMBINATIONS

Business Combinations

2015 Transactions

On September 15, 2015, the Company and Sirona Dental Systems, Inc. (“Sirona”) announced that the Board of Directors of both companies had unanimously approved a definitive Agreement and Plan of Merger (the “Merger Agreement”) under which the companies will combine in an all-stock merger of equals. Sirona develops, manufactures and markets several lines of dental products including CAD/CAM restoration systems, digital intra-oral, panoramic and 3D imaging systems, dental treatment centers and instruments. The Merger Agreement provides that, upon the terms and subject to the conditions set forth in the Merger Agreement, a wholly-owned subsidiary of the Company will merge with and into Sirona, with Sirona surviving as a wholly-owned subsidiary of the Company. Upon completion of the

merger, the Company's name will be changed to Dentsply Sirona Inc. Subject to the terms and conditions of the Merger Agreement, if the merger is completed, each outstanding share of Sirona common stock will be converted into the right to receive 1.8142 shares of common stock of the Company, with cash paid in lieu of any fractional shares of common stock of the Company that a Sirona stockholder would otherwise have been entitled to receive.

The Merger Agreement contains certain termination rights for both the Company and Sirona, including if the merger is not consummated on or before March 15, 2016 (which is subject to extension under certain circumstances but generally not beyond December 15, 2016). The Merger Agreement further provides that, upon termination of the Merger Agreement under specified circumstances, including termination of the Merger Agreement by the Company or Sirona as a result of an adverse change in the recommendation of the other party's board of directors, (i) the Company may be required to pay a termination fee of $280.0 million to Sirona and Sirona may be required to pay a termination fee of $205.0 million to the Company and (ii) either company may be required to reimburse the other company for merger-related expenses of up to $15.0 million.

On January 11, 2016, the respective stockholders of the Company and Sirona approved the proposed transaction. The transaction, which is expected to be completed in the first quarter of 2016, remains subject to the receipt of certain regulatory approvals and other customary closing conditions.

In October 2015, the Company purchased a South American-based manufacturer of dental laboratory products for $51.1 million. The Company recorded $31.3 million of goodwill related to the difference between the fair value of assets acquired and liabilities assumed and the consideration given for the acquisitions. The results of operations for this business have been included in the accompanying financial statements as of the effective date of the respective transactions. This transaction was immaterial to the Company's net sales and net income attributable to DENTSPLY.

2014 Transactions

On January 1, 2014, the Company recorded a liability for the contractual purchase of the remaining shares of one noncontrolling interest. The Company paid $80.4 million to settle this obligation during the first quarter of 2015.

In addition during 2014 the Company had one acquisition and divestitures of two non-core product lines. These transactions were immaterial to the Company's net sales and net income attributable to DENTSPLY.

2013 Transactions

In November 2013, the Company purchased a Hong Kong-based direct dental selling organization and certain assets of a professional dental consumable New Zealand-based manufacturer. Total purchase price related to these two acquisitions was $61.5 million. The Company recorded $51.4 million in goodwill related to the difference between the fair value of assets acquired and liabilities assumed and the consideration given for the acquisitions. The results of operations for these business have been included in the accompanying financial statements as of the effective date of the respective transactions. These transactions were immaterial to the Company's net sales and net income attributable to DENTSPLY.

Additionally during the year, 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.

Investment in Affiliates

On December 9, 2010, the Company purchased an initial ownership interest of 17% of the outstanding shares of DIO Corporation ("DIO"). In addition, on December 9, 2010, the Company invested $49.7 million in the corporate convertible bonds of DIO, which were permitted to be converted into common shares at any time. The bonds were designated by the Company as available-for-sale securities which are reported in, "Prepaid expenses and other current assets," in the Consolidated Balance Sheets at December 31, 2014 and the changes in fair value were reported in AOCI.

The contractual maturity of the bonds was December 2015. The Company had recorded the ownership in DIO under the equity method of accounting as it had significant influence over DIO.

In September 2015, the Company sold the bonds at face value. The Company recorded an unrealized holding loss, net of tax, of $4.8 million for the year ended December 31, 2015, in the Consolidated Statements of Comprehensive Income. As a result of sale of the bonds, the Company recorded $3.7 million, net of tax, of realized foreign currency gains in “Other expense (income), net,” in the the Consolidated Statements of Operations for the year ended December 31, 2015. The fair value of the DIO bonds was $57.7 million at December 31, 2014. For the years ended December 31, 2014 and 2013, a cumulative unrealized holding gain of $8.5 million and $12.7 million, respectively, was recorded on available-for-sale securities, net of tax in AOCI.

As part of the disposition of the convertible bonds, the Company requested to relinquish its two board seats on the DIO Board of Directors. At December 31, 2015, the Company no longer has representation on the DIO Board of Directors and as a result the

Company no longer has significant influence on the operations of DIO. In addition, the buyers of the convertible bonds exercised the conversion rights which resulted in DIO issuing additional shares and diluting the Company's ownership position to 13%. As a result of these changes the Company now uses the cost-basis method of accounting for the remaining direct investment. The book value of the Company's direct investment in DIO is $8.5 million at December 31, 2015 and is included in "Other noncurrent assets, net," in the Consolidated Balance Sheet. At December 31, 2015, the fair value of the direct investment is $49.3 million.

NOTE 5 - SEGMENT AND GEOGRAPHIC INFORMATION

The operating businesses are combined into operating groups, which generally 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 Company evaluates performance of the segments based on the groups' net third party sales, excluding precious metal content, and segment income. The Company defines net third party sales excluding precious metal content as the Company's net sales excluding the precious metal cost within the products sold, and this is considered a non-US GAAP measure. The Company's exclusion of precious metal content in the measurement of net third party sales enhances comparability of performance between periods as it excludes the fluctuating market prices of the precious metal content. The Company defines segment income as net operating income after the assignment of certain direct corporate costs and before restructuring and other costs, interest expense, interest income, other expense (income), net and provision for income taxes. A description of the products and services provided within each of the Company's three reportable segments is provided below.

Significant interdependencies exist among the Company's operations in certain geographic areas. Inter-segment 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.

During the first quarter of 2015, the Company realigned reporting responsibilities for multiple locations as a result of changes to the management structure. The segment information below reflects the revised structure for all periods shown.

Dental Consumables, Endodontic and Dental Laboratory Businesses

This segment includes responsibility for the design and manufacture of the Company's chairside consumable products. It also has responsibilities for sales and distribution of certain small equipment and chairside consumable products in the United States, Germany and certain other European regions as well as responsibility for the sales and distribution of certain endodontic products in Germany and certain other European regions. In addition, this segment is responsible for the design, manufacture, sales and distribution of most of the Company's dental laboratory products. This segment is also responsible for the design, manufacture, worldwide distribution and sales of certain non-dental products, excluding urological and surgery-related products.

Healthcare, Orthodontic and Implant Businesses

This segment is responsible for the worldwide design, manufacture, sales and distribution of the Company's healthcare products, primarily urological and surgery-related products, throughout most of the world. This segment also includes responsibility for the design, manufacture, sales and distribution of orthodontic and implant products, in most regions of the world. Additionally, this segment is also responsible for the sales and distribution of most of the Company's other dental products, including most dental consumables within Canada.

Select Developed and Emerging Markets Businesses

This segment has responsibilities for sales and distribution of chairside consumable, endodontic and dental laboratory products within certain European regions, Japan and Australia. This segment also includes the responsibility for the sales and distribution of most of the Company’s dental products, including most dental consumables, sold in Eastern Europe, Middle East, South America, Latin America including Mexico, Asia and Africa.

The following table sets forth information about the Company's segments for the years ended December 31, 2015, 2014 and 2013.

Third Party Net Sales

(in millions)	2015	2014	2013
Dental Consumables, Endodontic and Dental Laboratory Businesses	$1,223.3	$1,308.8	$1,346.1
Healthcare, Orthodontic and Implant Businesses	969.1	1,067.5	1,059.9
Select Developed and Emerging Markets Businesses	481.9	546.3	544.8
Total net sales	$2,674.3	$2,922.6	$2,950.8

.

Third Party Net Sales, Excluding Precious Metal Content

(in millions)	2015	2014	2013
Dental Consumables, Endodontic and Dental Laboratory Businesses	$1,155.6	$1,208.1	$1,197.1
Healthcare, Orthodontic and Implant Businesses	968.5	1,066.7	1,059.0
Select Developed and Emerging Markets Businesses	457.4	517.9	515.6
Total net sales, excluding precious metal content	$2,581.5	$2,792.7	$2,771.7
Precious metal content of sales	92.8	129.9	179.1
Total net sales, including precious metal content	$2,674.3	$2,922.6	$2,950.8

Intersegment Net Sales

(in millions)	2015	2014	2013
Dental Consumables, Endodontic and Dental Laboratory Businesses	$337.3	$346.9	$344.1
Healthcare, Orthodontic and Implant Businesses	7.4	6.8	8.4
Select Developed and Emerging Markets Businesses	13.3	12.8	14.6
All Other (a)	214.6	239.2	243.1
Eliminations	(572.6)	(605.7)	(610.2)
Total	$—	$—	$—

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

Depreciation and Amortization

(in millions)	2015	2014	2013
Dental Consumables, Endodontic and Dental Laboratory Businesses	$46.6	$44.6	$43.1
Healthcare, Orthodontic and Implant Businesses	65.4	73.8	73.1
Select Developed and Emerging Markets Businesses	4.3	5.3	5.6
All Other (b)	6.6	5.4	6.1
Total	$122.9	$129.1	$127.9

(b) Includes amounts recorded at Corporate headquarters.

Segment Operating Income (Loss) (in millions)	2015	2014	2013
Dental Consumables, Endodontic and Dental Laboratory Businesses	$411.3	$405.0	$401.0
Healthcare, Orthodontic and Implant Businesses	121.7	126.6	105.9
Select Developed and Emerging Markets Businesses	(9.4)	(1.4)	(4.3)
Segment Operating Income	523.6	530.2	502.6
Reconciling Items (income) expense:			
All Other operating loss (c)	83.7	73.5	70.0
Restructuring and other costs	64.7	11.1	13.4
Interest expense	55.9	46.9	49.6
Interest income	(2.2)	(5.6)	(8.1)
Other expense (income), net	(8.2)	(0.1)	8.4
Income before income taxes	$329.7	$404.4	$369.3

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

Capital Expenditures (in millions)	2015	2014	2013
Dental Consumables, Endodontic and Dental Laboratory Businesses	$27.0	$48.9	$45.0
Healthcare, Orthodontic and Implant Businesses	28.3	34.8	41.2
Select Developed and Emerging Markets Businesses	5.9	7.4	8.8
All Other (d)	10.8	8.5	5.3
Total	$72.0	$99.6	$100.3

(d) Includes capital expenditures of Corporate headquarters.

Assets (in millions)	2015	2014
Dental Consumables, Endodontic and Dental Laboratory Businesses	$1,355.7	$1,358.0
Healthcare, Orthodontic and Implant Businesses	2,370.6	2,655.6
Select Developed and Emerging Markets Businesses	355.5	369.9
All Other (e)	321.1	263.0
Total	$4,402.9	$4,646.5

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

Geographic Information

The following table sets forth information about the Company's operations in different geographic areas for the years ended December 31, 2015, 2014 and 2013. Net sales reported below represent revenues for shipments made by operating businesses located in the country or territory identified, including export sales. Property, plant and equipment, net, represents those long-lived assets held by the operating businesses located in the respective geographic areas.

(in millions)	United States	Germany	Sweden	Other Foreign	Consolidated
2015					
Net sales	$1,027.4	$472.8	$42.3	$1,131.8	$2,674.3
Property, plant and equipment, net	178.5	92.1	92.3	195.9	558.8
2014					
Net sales	$1,015.9	$541.8	$48.9	$1,316.0	$2,922.6
Property, plant and equipment, net	170.8	109.3	103.9	204.8	588.8
2013					
Net sales	$1,011.6	$559.1	$57.5	$1,322.6	$2,950.8
Property, plant and equipment, net	158.7	129.7	134.1	214.7	637.2

Product and Customer Information

The following table presents net sales information by product category:

(in millions)	December 31, 2015	2014	2013
Dental consumables products	$751.5	$787.9	$777.9
Dental laboratory products	333.7	409.0	472.1
Dental specialty products	1,273.6	1,364.4	1,347.4
Consumable medical device products	315.5	361.3	353.4
Total net sales	$2,674.3	$2,922.6	$2,950.8

Dental Consumable Products

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

Dental Laboratory Products

Dental laboratory products are used in dental laboratories in the preparation of dental appliances. DENTSPLY’s products in this category include dental prosthetics, including artificial teeth, precious metal dental alloys, dental ceramics, crown and bridge materials. Equipment products in this category includes computer aided design and machining (CAD/CAM) ceramic systems and porcelain furnaces.

Dental Specialty Products

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, 3D digital scanning and treatment planning software, dental and orthodontic appliances and accessories.

Consumable Medical Device Products

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

One customer, Henry Schein Incorporated, a dental distributor, accounted for more than ten percent of consolidated net sales in 2015. For the years ended 2014, and 2013, the Company had no single customer that represented ten percent or more of DENTSPLY's consolidated net sales. Third party export sales from the U.S. are less than ten percent of consolidated net sales.

NOTE 6 - OTHER EXPENSE (INCOME), NET

Other expense (income), net, consists of the following:

(in millions)	December 31, 2015	2014	2013
Foreign exchange transaction (gains) losses	$(5.2)	$1.3	$9.0
Other (income) expense, net	(3.0)	(1.4)	(0.6)
Total other expense (income), net	$(8.2)	$(0.1)	$8.4

Foreign exchange transaction gains for the year ended December 31, 2015, included approximately $5.1 million foreign currency gain on the sale of a convertible bond. Foreign exchange transaction losses for the year ended December 31, 2014, included approximately $1.1 million of interest income and fair value gains on non-designated hedges. Foreign exchange transaction losses for the year ended December 31, 2013, included approximately $6.9 million of interest expense and fair value losses on non-designated hedges.

NOTE 7 - INVENTORIES, NET

Inventories, net, consist of the following:

(in millions)	December 31, 2015	2014
Finished goods	$218.2	$253.3
Work-in-process	52.3	58.3
Raw materials and supplies	69.9	75.5
Inventories, net	$340.4	$387.1

The Company's inventory valuation reserve was $36.3 million and $34.1 million at December 31, 2015 and 2014, respectively.

NOTE 8 - PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, net, consist of the following

(in millions)	December 31, 2015	2014
Assets, at cost:		
Land	$38.5	$41.7
Buildings and improvements	400.4	392.2
Machinery and equipment	846.7	854.1
Construction in progress	57.1	82.4
	1,342.7	1,370.4
Less: Accumulated depreciation	783.9	781.6
Property, plant and equipment, net	$558.8	$588.8

NOTE 9 - GOODWILL AND INTANGIBLE ASSETS

The Company performed the required annual impairment tests of goodwill at April 30, 2015 on sixteen 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 7.6% to 12.5%, 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. The Company has no accumulated goodwill impairment.

Impairments of identifiable definite-lived and indefinite-lived intangible assets for the year ended December 31, 2015 was $3.7 million. There were no impairments of identifiable definite-lived and indefinite-lived intangible assets for the year ended December 31, 2014. Impairments of identifiable definite-lived and indefinite-lived intangible assets for the year ended December 31, 2013 was $2.0 million. Impairments of intangible assets is included in "Restructuring and other costs" in the Consolidated Statements of Operations.

A reconciliation of changes in the Company's goodwill by segment and in total are as follows (the segment information below reflects the current structure for all periods shown):

(in millions)	Dental Consumables, Endodontic and Dental Laboratory Businesses	Healthcare, Orthodontic and Implant Businesses	Select Developed and Emerging Markets Businesses	Total
Balance at December 31, 2013	$574.0	$1,564.5	$143.1	$2,281.6
Acquisition activity	3.7	—	—	3.7
Adjustment of provisional amounts on prior acquisitions	—	(0.9)	—	(0.9)
Effect of exchange rate changes	(12.0)	(169.2)	(13.9)	(195.1)
Balance at December 31, 2014	$565.7	$1,394.4	$129.2	$2,089.3
Acquisition activity	31.3	—	—	31.3
Effect of exchange rate changes	(8.7)	(111.2)	(13.1)	(133.0)
Balance, at December 31, 2015	$588.3	$1,283.2	$116.1	$1,987.6

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

	December 31, 2015			December 31, 2014		
(in millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Patents	$164.8	$(95.0)	$69.8	$175.2	$(95.5)	$79.7
Trademarks	67.0	(36.0)	31.0	75.6	(37.1)	38.5
Licensing agreements	33.7	(24.9)	8.8	34.6	(22.8)	11.8
Customer relationships	437.7	(125.4)	312.3	452.9	(104.7)	348.2
Total definite-lived	$703.2	$(281.3)	$421.9	$738.3	$(260.1)	$478.2
Trademarks and In-process R&D	$178.8	$—	$178.8	$192.6	$—	$192.6

Total identifiable intangible assets	$882.0	$(281.3)	$600.7	$930.9	$(260.1)	$670.8

Amortization expense for identifiable definite-lived intangible assets for 2015, 2014 and 2013 was $43.8 million, $47.9 million and $46.2 million, respectively. The annual estimated amortization expense related to these intangible assets for each of the five succeeding fiscal years is $46.0 million, $44.7 million, $43.2 million, $42.8 million and $42.4 million for 2016, 2017, 2018, 2019 and 2020, respectively.

NOTE 10 - PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consist of the following:

(in millions)	December 31, 2015	2014
Deferred taxes	$70.4	$78.7
Fair value of derivatives	28.1	36.2
Prepaid expenses	24.1	33.9
Deposits	14.8	16.0
Corporate bonds	—	57.7
Other current assets	34.4	19.2
Prepaid expenses and other current assets	$171.8	$241.7

NOTE 11 - ACCRUED LIABILITIES

Accrued liabilities consist of the following:

(in millions)	December 31, 2015	2014
Payroll, commissions, bonuses, other cash compensation and employee benefits	$110.0	$113.8
Sales and marketing programs	43.3	43.7
Restructuring costs	35.4	9.3
Accrued vacation and holidays	26.1	27.8
Professional and legal costs	14.3	14.9
General insurance	13.5	13.1
Current portion of derivatives	11.0	8.3
Accrued interest	8.9	12.0
Third party royalties	8.5	10.9
Accrued travel expenses	5.6	2.8
Warranty liabilities	3.8	4.0
Accrued property taxes	2.7	5.2
Deferred income	2.2	3.5
Accrued medical device excise tax	2.2	2.0
Payment due on noncontrolling interest	—	88.9
Other	22.6	19.0
Accrued liabilities	$310.1	$379.2

NOTE 12 - FINANCING ARRANGEMENTS

Short-Term Debt

Short-term debt consisted of the following:

	December 31,					
	2015			2014		
(in millions except percentage amounts)	Principal Balance	Interest Rate		Principal Balance	Interest Rate	
Brazil short-term loans	$2.5	15.1	%	$1.3	2.4	%
Other short-term loans	0.4	2.8	%	1.7	3.9	%
Add: Current portion of long-term debt	9.2			109.8		
Less: Current portion of deferred financing costs	—			1.0		
Total short-term debt	$12.1			$111.8		

	2015		2014	
Maximum month-end short-term debt outstanding during the year	$453.2		$445.2	
Average amount of short-term debt outstanding during the year	265.3		270.0	
Weighted-average interest rate on short-term debt at year-end		13.4 %		3.8 %

Short-Term Borrowings

The Company has a $500.0 million commercial paper facility. At December 31, 2015 and 2014, there were no outstanding borrowings under this facility. The average balance outstanding for the commercial paper facility during the year ended December 31, 2015 was $46.4 million.

Long-Term Debt

Long-term debt consisted of the following:

(in millions except percentage amounts)	December 31, 2015 Principal Balance	Interest Rate		2014 Principal Balance	Interest Rate	
Private placement notes $250.0 million due February 2016	$75.1	4.1	%	$175.7	4.1	%
Fixed rate senior notes $300.0 million due August 2016	299.9	2.8	%	299.9	2.8	%
Term loan Swiss francs denominated due September 2016	64.9	0.3	%	65.4	1.1	%
Term loan Japanese yen denominated due September 2019	104.4	0.8	%	104.7	0.8	%
Term loan $175.0 million due August 2020	157.5	1.5	%	166.2	1.4	%
Fixed rate senior notes $450 million due August 2021	295.6	4.1	%	449.0	4.1	%
Private placement notes 25.0 million Swiss franc due December 2025	25.0	0.9	%	—	—	%
Private placement notes 97.0 million euros due December 2025	105.3	2.0	%	—	—	%
Private placement notes 8.0 million Swiss franc due December 2027	7.5	1.0	%	—	—	%
Private placement notes 15.0 million euros due December 2027	16.3	2.2	%	—	—	%
Other borrowings, various currencies and rates	2.0			1.8		
	$1,153.5			$1,262.7		
Less: Current portion (included in “Notes payable and current portion of long-term debt” on the Consolidated Balance Sheets)	9.2			109.8		
Less: Long-term portion of deferred financing costs	3.3			2.8		
Long-term portion	$1,141.0			$1,150.1		

The Company has a $500.0 million five-year revolving credit agreement with participation from twelve banks, which was amended in July 2015 to extend the maturity date to July 2020. The Company is able to borrow up to $500.0 million through July 23, 2019 and up to $452.0 million through July 23, 2020. This revolving credit agreement serves as back-up credit to the $500.0 million commercial paper facility. Amounts outstanding under the commercial paper facility, if any, reduce amounts available under the revolving credit agreement. At December 31, 2015 and 2014, there were no outstanding borrowings under the revolving credit facility.

In February 2015, the Company paid the second required payment of $100.0 million under the $250.0 million Private Placement Notes by issuing commercial paper. The final payment of $75.0 million is due February 2016. The Company intends to use the proceeds from the February 19, 2016 Private Placement Notes issuance to pay the 2016 payment.

On August 26, 2015, the Company paid the second annual principal amortization of $8.8 million representing a 5% mandatory principal amortization due in each of the first six years under the terms of the $175.0 million Term Loan with a final maturity of August 26, 2020. An amount of $8.8 million will be due in August 2016 and has been classified as current on the Consolidated Balance Sheets. The Company intends to use available cash, commercial paper and the revolving credit facilities to pay the 2016 payment.

On December 11, 2015, the Company successfully tendered for $153.9 million principal portion of the $450.0 million fixed rate senior notes due August 2021. The total amount paid in excess of par, excluding accrued interest, was $8.0 million.

On December 11, 2015, the Company executed a new Note Purchase Agreement in a private placement with institutional investors to sell 295.5 million Swiss francs and 289.0 million euros aggregate principal amount of senior notes ("Private Placement Notes") at a weighted average interest rate of 1.69% to be issued on December 11, 2015, February 19, 2016 and August 15, 2016 in various aggregate principal amounts as follows:

- On December 11, 2015 the Company issued the following: 25.0 million Swiss francs aggregate principal amount bearing interest of 0.86%, Series A Senior Notes due December 11, 2025; 30.0 million euros aggregate principal amount bearing interest of 2.05%, Series B Senior Notes due December 11, 2025; 67.0 million euros aggregate

principal amount bearing interest of 2.05%, Series C Senior Notes due December 11, 2025; 8.0 million Swiss francs aggregate principal amount bearing interest of 1.02%, Series D Senior Notes due December 11, 2027; and 15.0 million euros aggregate principal amount bearing interest of 2.24%, Series E Senior Notes due December 11, 2027.

- On February 19, 2016, the Company expects to issue the following: 11.0 million euros aggregate principal amount bearing interest of 2.05%, Series F Senior Notes due February 19, 2026; 15.0 million euros aggregate principal amount bearing interest of 2.05%, Series G Senior Notes due February 19, 2026; and 45.0 million euros aggregate principal amount bearing interest of 2.45%, Series H Senior Notes due February 19, 2031.

- On August 15, 2016, the Company expects to issue the following: 58.0 million Swiss francs aggregate principal amount of 1.01%, Series I Senior Notes due August 15, 2026; 40.0 million euros aggregate principal amount bearing interest of 2.25%, Series J Senior Notes due August 15, 2026; 66.0 million euros aggregate principal amount bearing interest of 2.25%, Series K Senior Notes due August 15, 2026; 140.0 million Swiss francs aggregate principal amount bearing interest of 1.17%, Series L Senior Notes due August 15, 2028; and 65.0 million Swiss francs aggregate principal amount bearing interest of 1.33%, Series M Senior Notes due August 15, 2031.

The 2015 issuance of the Private Placement Notes were used to finance the December 11, 2015 bond tender for $153.9 million. The 2016 issuances will be used to fund the future payments of $75.0 million on the $250.0 million Private Placement Notes due February 19, 2026, the $300.0 million fixed rate senior notes due August 2016 and the 65.0 million Swiss francs term loan maturing September 1, 2016. Accordingly, these maturities have been classified as long term reflecting the Company’s intent and ability to refinance the debt on a long term basis.

On November 30, 2015, the Company amended the $500.0 million multi-currency revolving credit facility, the $175.0 million U.S. dollar term loan, the Swiss franc term loan and on December 18, 2015 the Company amended the Japanese yen Samurai loan agreement to conform key terms within these facilities with those in the new Note Purchase Agreement dated December 11, 2015. These credit agreements contain a number of covenants which include two financial ratios which the Company is required to satisfy. The most restrictive of these covenants pertain to asset dispositions and prescribed ratios of debt outstanding to total capital not to exceed the ratio of 0.6 to 1.0, and operating income less depreciation and amortization to interest expense of not less than 3.0 times. Any breach of any such covenants or restrictions would result in a default under the existing debt agreements that would permit the lenders to declare all borrowings under such debt agreements to be immediately due and payable and through cross default provisions, would entitle the Company's other lenders to accelerate their loans. At December 31, 2015, the Company was in compliance with these covenants.

At December 31, 2015, the Company had $548.9 million borrowings available under unused lines of credit, including lines available under its short-term arrangements and revolving credit agreement.

The table below reflects the contractual maturity dates of the various borrowings at December 31, 2015:
(in millions)

2016	$449.1
2017	9.0
2018	9.0
2019	113.3
2020	122.6
2021 and beyond	450.5
	$1,153.5

NOTE 13 - EQUITY

At December 31, 2015, the Company had authorization to maintain up to 34.0 million shares of treasury stock under its stock repurchase program as approved by the Board of Directors. Under its stock repurchase program, the Company purchased 2.1 million shares, 3.3 million shares, and 2.6 million shares during 2015, 2014 and 2013, respectively, at an average price of $52.50, $49.88 and $43.94, respectively. The Company held 22.7 million, 21.9 million and 20.5 million of treasury stock shares at December 31, 2015, 2014 and 2013 respectively. During 2015, the Company repurchased outstanding shares at a value of $112.7 million. The Company also received proceeds of $35.5 million primarily as a result of 1.1 million stock options exercised during the year ended December 31, 2015. During 2014, the Company repurchased outstanding shares at a value of $163.2 million. The Company also received proceeds of $49.0 million primarily as a result of 1.5 million stock options exercised during the year ended

December 31, 2014. During 2013, the Company repurchased outstanding shares at a value of $118.0 million. The Company also received proceeds of $66.9 million primarily as a result of 2.3 million stock options exercised during the year ended 2013. It is the Company's practice to issue shares from treasury stock when options are exercised. The tax benefit realized for the options exercised during the year ended December 31, 2015, 2014 and 2013 is $11.6 million, $2.1 million and $2.4 million, respectively.

The following table represents total outstanding shares for the years ended December 31:

(in millions)	Common Shares	Treasury Shares	Outstanding Shares
Balance at December 31, 2012	162.8	(20.5)	142.3
Shares issued	—	2.6	2.6
Repurchase of common stock at cost	—	(2.6)	(2.6)
Balance at December 31, 2013	162.8	(20.5)	142.3
Shares issued	—	1.9	1.9
Repurchase of common stock at cost	—	(3.3)	(3.3)
Balance at December 31, 2014	162.8	(21.9)	140.9
Shares issued	—	1.3	1.3
Repurchase of common stock at cost	—	(2.1)	(2.1)
Balance at December 31, 2015	162.8	(22.7)	140.1

The Company maintains the 2010 Equity Incentive Plan (the "Plan") under which it may grant non-qualified stock options ("NQSO"), incentive stock options, restricted stock, restricted stock units ("RSU") and stock appreciation rights, collectively referred to as "Awards." Awards are granted at exercise prices that are equal to the closing stock price on the date of grant. The Company authorized grants under the Plan of 13.0 million shares of common stock, plus any unexercised portion of canceled or terminated stock options granted under the DENTSPLY International Inc. 2002 Equity Incentive Plan, as amended, subject to adjustment as follows: each January, if 7% of the total outstanding common shares of the Company exceed 13.0 million, the excess becomes available for grant under the Plan. No more than 2.5 million shares may be awarded as restricted stock and RSU, and no key employee may be granted restricted stock and RSU in excess of approximately 0.2 million shares of common stock in any calendar year. The number of shares available for grant under the 2010 Plan at December 31, 2015 is 7.3 million.

Stock options granted become exercisable over a period of three years after the date of grant at the rate of one-third per year and generally expire ten years after the date of grant under these plans. RSU vest 100% on the third anniversary of the date of grant and are subject to a service condition, which requires grantees to remain employed by the Company during the three-year period following the date of grant. Under the terms of the RSU, the three-year period is referred to as the restricted period. RSU and the rights under the award may not be sold, assigned, transferred, donated, pledged or otherwise disposed of during the three-year restricted period prior to vesting. In addition to the service condition, certain key executives are granted RSU subject to performance requirements during the first year of the RSU award. If actual performance against the goals is not met the RSU granted is adjusted to reflect the achievement level. Upon the expiration of the applicable restricted period and the satisfaction of all conditions imposed, all restrictions imposed on RSU will lapse, and one share of common stock will be issued as payment for each vested RSU. All awards become immediately exercisable upon death, disability or qualified retirement. Awards are expensed as compensation over their respective vesting periods or to the eligible retirement date if shorter.

The following table represents total stock based compensation expense and the tax related benefit for the years ended:

	December 31,		
(in millions)	2015	2014	2013
Stock option expense	$8.1	$8.8	$10.6
RSU expense	16.2	15.4	13.0
Total stock based compensation expense	$24.3	$24.2	$23.6
Related deferred income tax benefit	$7.1	$6.7	$6.1

For the years ended December 31, 2015, 2014, and 2013, stock compensation expense of $24.3 million, $24.2 million and

$23.6 million, respectively, was recorded in the Consolidated Statement of Operations. For the years ended December 31, 2015, 2014, and 2013, $23.6 million, $23.5 million and $22.9 million, respectively, was recorded in Selling, general and administrative expense and $0.7 million, $0.7 million and $0.7 million, respectively, was recorded in Cost of products sold.

There were 1.6 million non-qualified stock options unvested at December 31, 2015. The remaining unamortized compensation cost related to non-qualified stock options is $9.4 million, which will be expensed over the weighted average remaining vesting period of the options, or 1.3 years. The unamortized compensation cost related to RSU is $20.4 million, which will be expensed over the remaining weighted average restricted period of the RSU, or 1.1 years.

The Company uses the Black-Scholes option-pricing model to estimate the fair value of each option awarded. The following table sets forth the average assumptions used to determine compensation cost for the Company's NQSO issued during the years ended:

	December 31, 2015	2014	2013
Weighted average fair value per share	$10.87	$9.41	$9.30
Expected dividend yield	0.51 %	0.59 %	0.53 %
Risk-free interest rate	1.59 %	1.61 %	0.87 %
Expected volatility	20.3 %	21.6 %	24.7 %
Expected life (years)	5.68	5.13	4.98

The total intrinsic value of options exercised for the years ended December 31, 2015, 2014 and 2013 was $22.3 million, $28.8 million and $34.3 million, respectively.

The total fair value of shares vested for the years ended December 31, 2015, 2014 and 2013 was $22.7 million, $20.2 million and $17.0 million, respectively.

The following table summarizes the NQSO transactions for the year ended December 31, 2015:

	Outstanding			Exercisable		
(in millions, except per share amounts)	Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value	Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value
December 31, 2014	7.6	$36.87	$125.0	5.8	$35.05	$105.2
Granted	0.8	52.11				
Exercised	(1.1)	33.75				
December 31, 2015	7.3	$38.85	$159.9	5.7	$36.38	$139.4

The weighted average remaining contractual term of all outstanding options is 5.3 years and the weighted average remaining contractual term of exercisable options is 4.4 years.

The following table summarizes information about NQSO outstanding for the year ended December 31, 2015:

(in millions, except per share amounts and life) Range of Exercise Prices		Outstanding Number Outstanding at December 31, 2015	Weighted Average Remaining Contractual Life (in years)	Weighted Average Exercise Price	Exercisable Number Exercisable at December 31, 2015	Weighted Average Exercise Price
20.01	- 30.00	1.0	2.9	$26.14	1.0	$26.14
30.01	- 40.00	3.3	4.7	36.16	3.3	36.16
40.01	- 50.00	2.3	6.0	43.71	1.4	43.61
50.01	- 60.00	0.7	9.2	52.06	—	50.77
60.01	- 70.00	—	9.8	60.85	—	—
		7.3	5.6	$38.85	5.7	$36.38

The following table summarizes the unvested RSU transactions for the year ended December 31, 2015:

(in millions, except per share amounts)	Unvested Restricted Stock Units	
	Shares	Weighted Average Grant Date Fair Value
Unvested at December 31, 2014	1.2	$41.55
Granted	0.4	52.09
Vested	(0.4)	38.79
Forfeited	(0.1)	45.15
Unvested at December 31, 2015	1.1	$45.82

NOTE 14 - INCOME TAXES

The components of income before income taxes from operations are as follows:

(in millions)	December 31, 2015	2014	2013
United States	$26.8	$59.6	$58.4
Foreign	302.9	344.8	310.9
	$329.7	$404.4	$369.3

The components of the provision for income taxes from operations are as follows:

(in millions)	December 31, 2015	2014	2013
Current:			
U.S. federal	$(3.0)	$(12.8)	$10.3
U.S. state	1.7	(0.3)	4.7
Foreign	50.9	76.7	66.3
Total	$49.6	$63.6	$81.3
Deferred:			
U.S. federal	$44.3	$32.3	$(28.9)
U.S. state	0.3	(9.9)	(1.4)
Foreign	(17.2)	(4.9)	1.2
Total	$27.4	$17.5	$(29.1)
	$77.0	$81.1	$52.2

The reconciliation of the U.S. federal statutory tax rate to the effective rate for the years ended is as follows:

	December 31, 2015	2014	2013
Statutory U. S. federal income tax rate	35.0 %	35.0 %	35.0 %
Effect of:			
State income taxes, net of federal benefit	0.4	0.7	0.7
Federal benefit of R&D and foreign tax credits	(11.2)	(10.5)	(5.9)
Tax effect of international operations	(6.4)	(3.2)	(10.2)
Net effect of tax audit activity	(0.4)	1.5	1.9
Tax effect of enacted statutory rate changes	0.2	(0.3)	0.1
Federal tax on unremitted earnings of certain foreign subsidiaries	2.5	(0.1)	—
Valuation allowance adjustments	0.2	(2.1)	(0.6)
Tax effect of enacted U.S. federal legislation	—	—	(2.6)
Foreign outside basis differences	—	—	(1.5)
Other	3.1	(0.9)	(2.8)
Effective income tax rate on operations	23.4 %	20.1 %	14.1 %

90

The tax effect of significant temporary differences giving rise to deferred tax assets and liabilities are as follows:

(in millions)	December 31, 2015 Deferred Tax Asset	December 31, 2015 Deferred Tax Liability	December 31, 2014 Deferred Tax Asset	December 31, 2014 Deferred Tax Liability
Commission and bonus accrual	$7.5	$—	$5.9	$—
Employee benefit accruals	52.2	—	47.6	—
Inventory	22.7	—	21.0	—
Identifiable intangible assets	—	318.0	—	338.7
Insurance premium accruals	4.9	—	4.8	—
Miscellaneous accruals	11.3	—	11.1	—
Other	20.5	—	33.9	—
Unrealized losses included in AOCI	14.6	—	26.8	—
Property, plant and equipment	—	39.3	—	41.5
Product warranty accruals	1.3	—	1.2	—
Foreign tax credit and R&D carryforward	135.7	—	104.8	—
Restructuring and other cost accruals	5.5	—	1.7	—
Sales and marketing accrual	7.4	—	6.8	—
Taxes on unremitted earnings of foreign subsidiaries	—	10.2	—	2.1
Tax loss carryforwards and other tax attributes	282.1	—	320.2	—
Valuation allowance	(274.3)	—	(253.2)	—
	$291.4	$367.5	$332.6	$382.3

Deferred tax assets and liabilities are included in the following Consolidated Balance Sheet line items:

(in millions)	December 31, 2015	2014
Assets		
Prepaid expenses and other current assets	$70.4	$78.7
Other noncurrent assets, net	16.9	41.9
Liabilities		
Income taxes payable	3.1	4.7
Deferred income taxes	160.3	165.6

The Company has $134.8 million of foreign tax credit carryforwards at December 31, 2015, of which $43.4 million will expire in 2023, $55.5 million will expire in 2024 and $35.9 million will expire in 2025.

The Company has tax loss carryforwards related to certain foreign and domestic subsidiaries of approximately $1.0 billion at December 31, 2015, of which $466.4 million expires at various times through 2035 and $563.2 million may be carried forward indefinitely. Included in deferred income tax assets at December 31, 2015 are tax benefits totaling $194.1 million, before valuation allowances, for the tax loss carryforwards.

The Company has recorded $181.9 million of valuation allowance to offset the tax benefit of net operating losses and $92.4 million of valuation allowance for other deferred tax assets. The Company has recorded these valuation allowances due to the uncertainty that these assets can be realized in the future.

Federal and state tax loss carryforwards that result from the exercise of employee stock options are not recorded on the Company’s Consolidated Balance Sheets. These tax loss carryforwards are accounted for as a credit to additional

paid-in capital when realized through a reduction in income taxes payable. The amount incurred for tax loss carryforwards, both federal and state, at December 31, 2015 totals $16.6 million.

The Company has provided federal income taxes on certain undistributed earnings of its foreign subsidiaries that the Company anticipates will be repatriated. Deferred federal income taxes have not been provided on $1.2 billion of cumulative earnings of foreign subsidiaries that the Company has determined to be permanently reinvested. It is not practicable to estimate the amount of tax that might be payable on these permanently reinvested earnings.

Tax Contingencies

The Company applies a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company recognizes in the 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.

The total amount of gross unrecognized tax benefits at December 31, 2015 is approximately $18.5 million, of this total, approximately $16.1 million represents the amount of unrecognized tax benefits that, if recognized, would affect the effective income tax rate. 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. Final settlement and resolution of outstanding tax matters in various jurisdictions during the next twelve months could include unrecognized tax benefits of approximately $2.1 million. Of this total, approximately $0.7 million represents the amount of unrecognized tax benefits that, if recognized would affect the effective income tax rate. In addition, expiration of statutes of limitation in various jurisdictions during the next 12 months could include unrecognized tax benefits of approximately $0.3 million.

The total amount of accrued interest and penalties were $6.5 million and $8.9 million at December 31, 2015 and 2014, respectively. The Company has consistently classified interest and penalties recognized in its consolidated financial statements as income taxes based on the accounting policy election of the Company. During the years ended December 31, 2015, 2014 and 2013, the Company recognized income tax expense of $3.4 million, $1.9 million, and $1.7 million respectively, related to interest and penalties.

The Company is subject to U.S. federal income tax as well as income tax of multiple state and foreign jurisdictions. The significant jurisdictions include the U.S., Germany, Sweden and Switzerland. The Company has substantially concluded all U.S. federal income tax matters for years through 2011. The Company is currently under audit for the tax years 2012 and 2013. The tax year 2014 is subject to future potential tax audit adjustments. The Company has concluded audits in Germany through the tax year 2008 and is currently under audit for the years 2009 through 2014. The Company is under audit in Sweden for the tax year 2013. The taxable years that remain open for Sweden are 2010 through 2014. The taxable years that remain open for Switzerland are 2005 through 2014.

The Company had the following activity recorded for unrecognized tax benefits:

	December 31,		
(in millions)	2015	2014	2013
Unrecognized tax benefits at beginning of period	$21.9	$18.0	$12.3
Gross change for prior period positions	(7.6)	5.1	2.5
Gross change for current year positions	0.2	0.2	4.5
Decrease due to settlements and payments	(0.5)	(0.2)	—
Decrease due to statute expirations	(0.2)	(0.6)	(1.4)
Increase due to effect of foreign currency translation	—	—	0.1
Decrease due to effect from foreign currency translation	(1.7)	(0.6)	—
Unrecognized tax benefits at end of period	$12.1	$21.9	$18.0

NOTE 15 - BENEFIT PLANS

Defined Contribution Plans

The DENTSPLY Employee Stock Ownership Plan (“ESOP”) and 401(k) plans are designed to have contribution allocations of eligible compensation, with a targeted 3% going into the ESOP in Company stock and a targeted 3% going into the 401(k) as a non-elective contribution in cash. The Company sponsors an employee 401(k) savings plan for its U.S. workforce to which enrolled participants may contribute up to Internal Revenue Service defined limits. The ESOP is a non-contributory defined

contribution plan that covers substantially all of the U.S. based non-union employees of the Company. All future ESOP allocations will come from a combination of forfeited shares and shares acquired in the open market. The share allocation will be accounted for at fair value at the point of allocation, which is normally year-end. In addition to these plans, the Company also maintains various other U.S. and non-U.S. defined contribution and non-qualified deferred compensation plans. The annual expense, net of forfeitures, were $24.9 million, $25.4 million and $25.8 million for 2015, 2014 and 2013, respectively.

Defined Benefit Plans

The Company maintains a number of separate contributory and non-contributory qualified defined benefit pension plans for certain union and salaried employee groups in the United States. Pension benefits for salaried plans are based on salary and years of service; hourly plans are based on negotiated benefits and years of service. Annual contributions to the pension plans are sufficient to satisfy minimum funding requirements. Pension plan assets are held in trust and consist mainly of common stock and fixed income investments. The Company's funding policy for its U.S. plans is to make contributions that are necessary to maintain the plans on a sound actuarial basis and to meet the minimum funding standards prescribed by law. The Company may, at its discretion, contribute amounts in excess of the minimum required contribution.

In addition to the U.S. plans, the Company maintains defined benefit pension plans for certain employees in Austria, France, Germany, Italy, Japan, the Netherlands, Norway, Sweden, Switzerland and Taiwan. These plans provide benefits based upon age, years of service and remuneration. Other foreign plans are not significant individually or in the aggregate. Substantially all of the German and Swedish plans are unfunded book reserve plans. Most employees and retirees outside the U.S. are covered by government health plans.

Defined Benefit Pension Plan Assets

The primary investment strategy is to ensure that the assets of the plans, along with anticipated future contributions, will be invested in order that the benefit entitlements of employees, pensioners and beneficiaries covered under the plan can be met when due with high probability. Pension plan assets consist mainly of common stock and fixed income investments. The target allocations for defined benefit plan assets are 30% to 65% equity securities, 30% to 65% fixed income securities, 0% to 15% real estate, and 0% to 25% in all other types of investments. Equity securities include investments in companies located both in and outside the U.S. Equity securities do not include common stock of the Company. Fixed income securities include corporate bonds of companies from diversified industries, government bonds, mortgage notes and pledge letters. Other types of investments include investments in mutual funds, common trusts, insurance contracts, hedge funds and real estate. These plan assets are not recorded on the Company's Consolidated Balance Sheet as they are held in trust or other off-balance sheet investment vehicles.

The defined benefit pension plan assets in the U.S. are held in trust and the investment policies of the plans are generally to invest the plans assets in equities and fixed income investments. The objective is to achieve a long-term rate of return in excess of 4% while at the same time mitigating the impact of investment risk associated with investment categories that are expected to yield greater than average returns. In accordance with the investment policies of the U.S. plans, the plans assets were invested in the following investment categories: interest-bearing cash, registered investment companies (e.g. mutual funds), common/collective trusts, master trust investment accounts and insurance company general accounts. The investment objective is for assets to be invested in a manner consistent with the fiduciary standards of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

The defined benefit pension plan assets maintained in Austria, France, Germany, Japan, Norway, the Netherlands, Switzerland and Taiwan all have separate investment policies but generally have an objective to achieve a long-term rate of return in excess of 4% while at the same time mitigating the impact of investment risk associated with

investment categories that are expected to yield greater than average returns. In accordance with the investment policies for the plans outside the U.S., the plans' assets were invested in the following investment categories: interest-bearing cash, U.S. and foreign equities, foreign fixed income securities (primarily corporate and government bonds), insurance company contracts, real estate and hedge funds.

Postemployment Healthcare

The Company sponsors postemployment healthcare plans that cover certain union and salaried employee groups in the U.S. and is contributory, with retiree contributions adjusted annually to limit the Company's contribution for participants who retired after June 1, 1985. The plans for postemployment healthcare have no plan assets. The Company also sponsors unfunded non-contributory postemployment medical plans for a limited number of union employees and their spouses and retirees of a discontinued operation.

Reconciliations of changes in the defined benefit and postemployment healthcare plans' benefit obligations, fair value of assets and statement of funded status are as follows:

(in millions)	Pension Benefits December 31, 2015	2014	Other Postemployment Benefits December 31, 2015	2014
Change in Benefit Obligation				
Benefit obligation at beginning of year	$436.9	$359.4	$13.9	$11.9
Service cost	17.1	14.0	0.4	0.2
Interest cost	7.3	11.1	0.6	0.5
Participant contributions	3.7	4.0	0.4	0.5
Actuarial losses (gains)	(41.1)	114.4	(0.4)	1.5
Plan amendments	(0.3)	0.1	—	—
Acquisitions/Divestitures	(0.7)	—	—	—
Effect of exchange rate changes	(28.7)	(54.4)	—	—
Other	—	2.6	—	—
Plan curtailments and settlements	(1.6)	(0.3)	—	—
Benefits paid	(13.7)	(14.0)	(0.8)	(0.7)
Benefit obligation at end of year	$378.9	$436.9	$14.1	$13.9
Change in Plan Assets				
Fair value of plan assets at beginning of year	$143.6	$143.2	$—	$—
Actual return on assets	0.5	13.5	—	—
Plan settlements	(0.3)	—	—	—
Effect of exchange rate changes	(2.2)	(14.8)	—	—
Employer contributions	10.4	11.7	0.4	0.2
Participant contributions	3.7	4.0	0.4	0.5
Benefits paid	(13.7)	(14.0)	(0.8)	(0.7)
Fair value of plan assets at end of year	$142.0	$143.6	$—	$—
Funded status at end of year	$(236.9)	$(293.3)	$(14.1)	$(13.9)

The amounts recognized in the accompanying Consolidated Balance Sheets, net of tax effects, are as follows:

(in millions)	Location On The Consolidated Balance Sheet	Pension Benefits December 31, 2015	2014	Other Postemployment Benefits December 31, 2015	2014
Deferred tax asset	Other noncurrent assets, net	$27.0	$42.9	$0.9	$1.2
Current liabilities	Accrued liabilities	(4.2)	(4.8)	(0.7)	(0.6)
Other noncurrent liabilities	Other noncurrent liabilities	(232.7)	(288.5)	(13.4)	(13.3)
Deferred tax liability	Deferred income taxes	(0.8)	(0.5)	—	—
Total liabilities		$(237.7)	$(293.8)	$(14.1)	$(13.9)
Accumulated other comprehensive income	Accumulated other comprehensive loss	71.5	111.8	1.5	1.8
Net amount recognized		$(139.2)	$(139.1)	$(11.7)	$(10.9)

Amounts recognized in AOCI consist of:

(in millions)	Pension Benefits December 31, 2015	2014	Other Postemployment Benefits December 31, 2015	2014
Net actuarial loss	$100.1	$156.4	$2.4	$3.0
Net prior service cost	(2.4)	(2.2)	—	—
Before tax AOCI	$97.7	$154.2	$2.4	$3.0
Less: Deferred taxes	26.2	42.4	0.9	1.2
Net of tax AOCI	$71.5	$111.8	$1.5	$1.8

Information for pension plans with an accumulated benefit obligation in excess of plan assets:

(in millions)	December 31, 2015	2014
Projected benefit obligation	$377.7	$435.1
Accumulated benefit obligation	361.0	397.2
Fair value of plan assets	140.7	141.8

Components of net periodic benefit cost:

(in millions)	Pension Benefits 2015	2014	2013	Other Postemployment Benefits 2015	2014	2013
Service cost	$17.1	$14.0	$14.9	$0.4	$0.2	$0.2
Interest cost	7.3	11.1	9.9	0.6	0.5	0.5
Expected return on plan assets	(5.4)	(5.5)	(5.1)	—	—	—
Amortization of prior service (credit) cost	(0.2)	(0.1)	(0.1)	—	—	
Amortization of net actuarial loss	7.8	2.8	5.2	0.2	0.1	0.3
Curtailment and settlement loss (gains)	(0.8)	0.1	(1.6)	—	—	—
Net periodic benefit cost	$25.8	$22.4	$23.2	$1.2	$0.8	$1.0

Other changes in plan assets and benefit obligations recognized in AOCI:

(in millions)	Pension Benefits 2015	2014	2013	Other Postemployment Benefits 2015	2014	2013
Net actuarial loss (gain)	$(48.6)	$88.5	$(23.4)	$(0.4)	$1.4	$(2.7)
Net prior service cost (credit)	(0.3)	0.4	—	—	—	—
Amortization	(7.6)	(2.6)	(5.0)	(0.2)	—	(0.3)
Total recognized in AOCI	$(56.5)	$86.3	$(28.4)	$(0.6)	$1.4	$(3.0)
Total recognized in net periodic benefit cost and AOCI	$(30.7)	$108.7	$(5.2)	$0.6	$2.2	$(2.0)

The estimated net loss, prior service cost and transition obligation for the defined benefit plans that will be amortized from AOCI into net periodic benefit cost over the next fiscal year are $4.7 million. There will be an immaterial amount of estimated net loss and prior service credit for the other postemployment plans that will be amortized from

AOCI into net periodic benefit cost over the next fiscal year.

The amounts in AOCI that are expected to be amortized as net expense (income) during fiscal year 2016 are as follows:

(in millions)	Pension Benefits	Other Postemployment Benefits
Amount of net prior service (credit) cost	$(0.2)	$—
Amount of net loss	4.9	0.3

The weighted average assumptions used to determine benefit obligations for the Company's plans, principally in foreign locations, at December 31, 2015, 2014 and 2013 are as follows:

	Pension Benefits			Other Postemployment Benefits		
	2015	2014	2013	2015	2014	2013
Discount rate	2.1%	1.8%	3.2%	4.7%	4.3%	4.8%
Rate of compensation increase	2.5%	2.6%	2.7%	n/a	n/a	n/a
Health care cost trend pre 65	n/a	n/a	n/a	7.6%	8.0%	8.5%
Health care cost trend post 65	n/a	n/a	n/a	8.2%	7.0%	7.5%
Ultimate health care cost trend	n/a	n/a	n/a	5.0%	5.0%	5.0%
Years until trend is reached pre 65	n/a	n/a	n/a	9.0	8.0	8.0
Years until ultimate trend is reached post 65	n/a	n/a	n/a	9.0	7.0	8.0

The weighted average assumptions used to determine net periodic benefit cost for the Company's plans, principally in foreign locations, for the years ended December 31, 2015, 2014 and 2013 are as follows:

	Pension Benefits			Other Postemployment Benefits		
	2015	2014	2013	2015	2014	2013
Discount rate	1.8%	3.2%	2.8%	4.3%	4.8%	3.5%
Expected return on plan assets	3.7%	3.8%	4.3%	n/a	n/a	n/a
Rate of compensation increase	2.6%	2.7%	2.7%	n/a	n/a	n/a
Health care cost trend	n/a	n/a	n/a	8.5%	8.5%	8.5%
Ultimate health care cost trend	n/a	n/a	n/a	5.0%	5.0%	5.0%
Years until ultimate trend is reached	n/a	n/a	n/a	8.0	8.0	8.0
Measurement Date	12/31/2015	12/31/2014	12/31/2013	12/31/2015	12/31/2014	12/31/2013

To develop the assumptions for the expected long-term rate of return on assets, the Company considered the current level of expected returns on risk free investments (primarily U.S. government bonds), the historical level of the risk premium associated with the other asset classes in which the assets are invested and the expectations for future returns of each asset class. The expected return for each asset class was then weighted based on the target asset allocations to develop the assumptions for the expected long-term rate of return on assets.

Assumed health care cost trend rates have an impact on the amounts reported for postemployment benefits. An ongoing one percentage point change in assumed healthcare cost trend rates would have had the following effects for the year ended December 31, 2015:

	Other Postemployment Benefits	
(in millions)	1% Increase	1% Decrease
Effect on total of service and interest cost components	$0.1	$(0.1)
Effect on postemployment benefit obligation	2.1	(2.7)

Fair Value Measurements of Plan Assets

The fair value of the Company's pension plan assets at December 31, 2015 is presented in the table below by asset category. Approximately 81% of the total plan assets are categorized as Level 1, and therefore, the values assigned to these pension assets are based on quoted prices available in active markets. For the other category levels, a description of the valuation is provided in Note 1, Significant Accounting Policies, under the "Fair Value Measurement" heading.

	December 31, 2015			
(in millions)	Total	Level 1	Level 2	Level 3
Assets Category				
Cash and cash equivalents	$9.2	$9.2	$—	$—
Equity securities:				
International	39.2	39.2	—	—
Fixed income securities:				
Fixed rate bonds (a)	52.4	52.4	—	—
Other types of investments:				
Mutual funds (b)	14.5	14.5	—	—
Common trusts (c)	9.0	—	9.0	—
Insurance contracts	14.2	—	3.9	10.3
Hedge funds	3.2	—	—	3.2
Real estate	0.3	—	—	0.3
Total	$142.0	$115.3	$12.9	$13.8

	December 31, 2014			
(in millions)	Total	Level 1	Level 2	Level 3
Assets Category				
Cash and cash equivalents	$9.6	$9.6	$—	$—
Equity securities:				
U. S.	1.1	1.1	—	—
International	38.1	38.1	—	—
Fixed income securities:				
Fixed rate bonds (a)	53.4	53.4	—	—
Other types of investments:				
Mutual funds (b)	3.8	3.8	—	—
Real estate mutual funds	10.3	10.3	—	—
Common trusts (c)	9.6	—	9.6	—
Insurance contracts	15.5	—	3.6	11.9
Hedge funds	1.8	—	—	1.8
Real estate	0.4	—	—	0.4
Total	$143.6	$116.3	$13.2	$14.1

(a) This category includes fixed income securities invested primarily in Swiss bonds, foreign bonds denominated in Swiss francs, foreign currency bonds, mortgage notes and pledged letters.

(b) This category includes mutual funds balanced between moderate-income generation and moderate capital appreciation with investment allocations of approximately 50% equities and 50% fixed income investments.

(c) This category includes common/collective funds with investments in approximately 65% equities and 35% in fixed income investments.

97

The following table provides a reconciliation from December 31, 2014 to December 31, 2015 for the plans assets categorized as Level 3. During the year ended December 31, 2015, no assets were transferred in or out of the Level 3 category.

(in millions)	Changes within Level 3 Category for Year Ended December 31, 2015				
	Common Trust	Insurance Contracts	Hedge Funds	Real Estate	Total
Balance at December 31, 2014	$—	$11.9	$1.8	$0.4	$14.1
Actual return on plan assets:					
Relating to assets still held at the reporting date	—	(0.6)	0.1	—	(0.5)
Purchases, sales and settlements, net	—	0.3	1.4	—	1.7
Effect of exchange rate changes	—	(1.3)	(0.1)	(0.1)	(1.5)
Balance at December 31, 2015	$—	$10.3	$3.2	$0.3	$13.8

The following tables provide a reconciliation from December 31, 2013 to December 31, 2014 for the plans assets categorized as Level 3. During the year ended, December 31, 2014, $3.4 million of plan assets were transferred out of the Level 3 category.

(in millions)	Changes within Level 3 Category for Year Ended December 31, 2014				
	Common Trust	Insurance Contracts	Hedge Funds	Real Estate	Total
Balance at December 31, 2013	$3.3	$9.5	$2.0	$0.4	$15.2
Actual return on plan assets:					
Relating to assets still held at the reporting date	—	3.4	—	—	3.4
Relating to assets sold during the period	0.2	—	—	—	0.2
Purchases, sales and settlements, net	(0.1)	0.7	—	—	0.6
Transfers in and/or out	(3.4)	—	—	—	(3.4)
Effect of exchange rate changes	—	(1.7)	(0.2)	—	(1.9)
Balance at December 31, 2014	$—	$11.9	$1.8	$0.4	$14.1

Fair values for Level 3 assets are determined as follows:

Common Trusts and Hedge Funds: The investments are valued using the net asset value provided by the administrator of the trust or fund, which is based on the fair value of the underlying securities.

Real Estate: Investment is stated by its appraised value.

Insurance Contracts: The value of the asset represents the mathematical reserve of the insurance policies and is calculated by the insurance firms using their own assumptions.

Cash Flows

In 2016, the Company expects to make contributions and direct benefit payments of $10.3 million to its defined benefit pension plans and $0.7 million to its postemployment medical plans.

98

Estimated Future Benefit Payments

(in millions)	Pension Benefits	Other Postemployment Benefits
2016	$8.8	$0.7
2017	9.3	0.7
2018	11.7	0.7
2019	11.2	0.7
2020	13.0	0.7
2021-2025	74.2	3.0

The above table reflects the total employer contributions and benefits expected to be paid from the plan and does not include the participants' share of the cost.

NOTE 16 - RESTRUCTURING AND OTHER COSTS

Restructuring Costs

Restructuring costs of $61.4 million, $9.9 million and $12.0 million for 2015, 2014 and 2013, respectively, are reflected in "Restructuring and other costs" in the Consolidated Statement of Operations and the associated liabilities are recorded in "Accrued liabilities" and "Other noncurrent liabilities" in the Consolidated Balance Sheets. These costs consist of employee severance benefits, payments due under operating contracts, and other restructuring costs. Other costs associated with 2015 plans of $7.4 million and $9.1 million were recorded in "Cost of products sold" and "Selling, general and administrative expenses," respectfully, in the Consolidated Statements of Operations.

During 2015, the Company announced that it reorganized portions of its laboratory business and associated manufacturing capabilities within the Dental Consumables, Endodontics and Dental Laboratory Businesses segment. During the year ended December 31, 2015, the Company recorded $37.3 million of costs that consist primarily of employee severance benefits related to these and other similar actions. Also during the year ended December 31, 2015, the Company recorded restructuring costs of $16.3 million within the Healthcare, Orthodontic and Implant Businesses segment that consists primarily of employee severance benefits related to the global efficiency initiative. These restructuring costs were offset by changes in estimates of $6.6 million, related to adjustments to the cost of initiatives in prior years. Additional future costs expected to be incurred during 2016 associated with these enacted plans are estimated to range between $4 million to $6 million.

During 2014 the Company initiated several restructuring plans primarily related to closing locations as a result of integration activities as the Company realigned certain implant and implant related businesses to better leverage the Company's resources by reducing costs and obtaining operational efficiencies. These restructuring costs were offset by changes in estimates of $3.0 million, related to adjustments to the cost of initiatives in prior years.

During 2013, the Company initiated several restructuring plans primarily related to the closure and/or consolidation of certain production and selling facilities in Europe to better leverage the Company's resources by reducing costs and obtaining operational efficiencies. These restructuring costs were offset by changes in estimates of $2.3 million related to adjustments to the cost of initiatives in prior years.

At December 31, 2015, the Company's restructuring accruals were as follows:

	Severances		
(in millions)	2014 Plans	2015 Plans	Total

	2013 and Prior Plans			
Balance at December 31, 2014	$1.0	$5.0	$—	$6.0
Provisions and adjustments	0.1	0.7	59.0	59.8
Amounts applied	(0.7)	(4.1)	(19.3)	(24.1)
Change in estimates	(0.1)	(0.4)	(5.1)	(5.6)
Balance at December 31, 2015	$0.3	$1.2	$34.6	$36.1

(in millions)	Lease/Contract Terminations 2013 and Prior Plans	2014 Plans	2015 Plans	Total
Balance at December 31, 2014	$0.5	$1.7	$—	$2.2
Provisions and adjustments	—	(0.5)	5.0	4.5
Amounts applied	(0.2)	(0.7)	(0.9)	(1.8)
Change in estimates	—	—	(0.7)	(0.7)
Balance at December 31, 2015	$0.3	$0.5	$3.4	$4.2

(in millions)	Other Restructuring Costs 2013 and Prior Plans	2014 Plans	2015 Plans	Total
Balance at December 31, 2014	$—	$1.1	$—	$1.1
Provisions and adjustments	—	0.2	3.5	3.7
Amounts applied	—	(0.8)	(2.8)	(3.6)
Change in estimates	—	(0.2)	(0.1)	(0.3)
Balance at December 31, 2015	$—	$0.3	$0.6	$0.9

The following table provides the cumulative amounts for the provisions and adjustments and amounts applied for all the plans by segment:

(in millions)	December 31, 2014	Provisions and Adjustments	Amounts Applied	Change in Estimates	December 31, 2015
Dental Consumables, Endodontic and Dental Laboratory Businesses	$5.3	$38.1	$(17.0)	$(4.0)	$22.4
Healthcare, Orthodontic and Implant Businesses	3.8	18.4	(9.8)	(2.7)	9.7
Select Developed and Emerging Markets Businesses	0.1	9.7	(2.1)	0.2	7.9
All Other	0.1	1.8	(0.6)	(0.1)	1.2
Total	$9.3	$68.0	$(29.5)	$(6.6)	$41.2

At December 31, 2014, the Company’s restructuring accruals were as follows:

(in millions)	Severances 2012 and Prior Plans	2013 Plans	2014 Plans	Total
Balance at December 31, 2013	$1.3	$5.7	$—	$7.0
Provisions and adjustments	0.2	0.4	7.6	8.2
Amounts applied	(0.9)	(4.3)	(2.1)	(7.3)
Change in estimates	(0.4)	(1.0)	(0.5)	(1.9)
Balance at December 31, 2014	$0.2	$0.8	$5.0	$6.0

(in millions)	Lease/Contract Terminations			
	2012 and Prior Plans	2013 Plans	2014 Plans	Total
Balance at December 31, 2013	$0.7	$0.1	$—	$0.8
Provisions and adjustments	—	0.2	1.8	2.0
Amounts applied	(0.1)	(0.2)	(0.1)	(0.4)
Change in estimates	(0.1)	(0.1)	—	(0.2)
Balance at December 31, 2014	$0.5	$—	$1.7	$2.2

(in millions)	Other Restructuring Costs			
	2012 and Prior Plans	2013 Plans	2014 Plans	Total
Balance at December 31, 2013	$0.1	$0.6	$—	$0.7
Provisions and adjustments	—	0.1	2.7	2.8
Amounts applied	(0.1)	(0.4)	(1.0)	(1.5)
Change in estimates	—	(0.3)	(0.6)	(0.9)
Balance at December 31, 2014	$—	$—	$1.1	$1.1

The following table provides the cumulative amounts for the provisions and adjustments and amounts applied for all the plans by segment:

(in millions)	December 31, 2013	Provisions and Adjustments	Amounts Applied	Change in Estimates	December 31, 2014
Dental Consumables, Endodontic and Dental Laboratory Businesses	$1.3	$7.8	$(2.7)	$(1.1)	$5.3
Healthcare, Orthodontic and Implant Businesses	6.5	4.4	(5.4)	(1.7)	3.8
Select Developed and Emerging Markets Businesses	0.4	0.3	(0.5)	(0.1)	0.1
All Other	0.3	0.5	(0.6)	(0.1)	0.1
Total	$8.5	$13.0	$(9.2)	$(3.0)	$9.3

Other Costs

For the year ended December 31, 2015, the Company recorded other costs of $3.3 million, which included $4.2 million of impairments of fixed assets and intangibles offset by income from legal settlements.

For the year ended December 31, 2014, the Company recorded other costs of $1.2 million, which were primarily the result of legal settlements.

For the year ended December 31, 2013, the Company recorded other costs of $1.4 million, which included $2.4 million of impairments of certain previously acquired technologies offset by income from legal settlements.

NOTE 17 - 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 Designated as Hedging

Cash Flow Hedges

The following table summarizes the notional amounts of cash flow hedges by derivative instrument type at December 31, 2015 and the notional amounts expected to mature during the next 12 months, with a discussion of the various cash flow hedges by derivative instrument type following the table:

(in millions)	Aggregate Notional Amount	Aggregate Notional Amount Maturing within 12 Months
Foreign exchange forward contracts	$325.3	$246.8
Interest rate swaps	169.3	64.9
Commodity contracts	0.7	0.7
Total derivative instruments designated as cash flow hedges	$495.3	$312.4

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 designated 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 on the Consolidated Statements of Cash Flows. The Company hedges various currencies, with the most significant activity occurring in euros, Swedish kronor, Canadian dollars, and Swiss francs.

These foreign exchange forward contracts generally have maturities up to 18 months and the counterparties to the transactions are typically large international financial institutions.

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. At December 31, 2015, the Company has two significant exposures hedged with interest rate contracts. One exposure is hedged with derivative contracts having notional amounts totaling 12.6 billion Japanese yen, which effectively converts the underlying variable interest rate debt facility to a fixed interest rate of 0.9% for a term of five-years ending September 2019. Another exposure hedged with derivative contracts has a notional amount of 65.0 million Swiss francs, and effectively converts the underlying variable interest rate of a Swiss franc denominated loan to a fixed interest rate of 1.8% for an initial 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 operating activities on the Consolidated Statements of Cash Flows.

Commodity Risk Management

The Company enters into precious metal commodity swap contracts to effectively fix certain variable raw material costs typically for up to 18 months. These swaps are used to stabilize the cost of components used in the production of certain 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 on the Consolidated Statements of Cash Flows.

The following tables summarize the amount of gains (losses) recorded in AOCI in the Consolidated Balance Sheets and income (expense) in the Company’s Consolidated Statements of Operations related to all cash flow hedges for the years ended December 31, 2015, 2014 and 2013:

	December 31, 2015			
(in millions)	Gain (Loss) in AOCI	Consolidated Statements of Operations Location	Effective Portion Reclassified from AOCI into Income (Expense)	Ineffective Portion Recognized in Income (Expense)
Effective Portion:				
Interest rate swaps	$(1.4)	Interest expense (a)	$(10.1)	
Foreign exchange forward contracts	23.3	Cost of products sold	18.0	
Foreign exchange forward contracts	0.5	SG&A expenses	0.6	
Commodity contracts	(0.3)	Cost of products sold	(0.5)	
Ineffective Portion:				
Foreign exchange forward contracts		Other expense (income), net		$(0.7)
Total in cash flow hedging	$22.1		$8.0	$(0.7)

(a) The Company reclassified $6.0 million of losses into earnings due to the discontinuance of a cash flow hedge because a portion of the forecasted transaction will no longer occur.

	December 31, 2014			
(in millions)	Gain (Loss) in AOCI	Consolidated Statements of Operations Location	Effective Portion Reclassified from AOCI into Income (Expense)	Ineffective Portion Recognized in Income (Expense)
Effective Portion:				
Interest rate swaps	$(0.7)	Interest expense	$(3.7)	
Foreign exchange forward contracts	4.3	Cost of products sold	(6.4)	
Foreign exchange forward contracts	0.5	SG&A expenses	(0.1)	
Commodity contracts	(0.2)	Cost of products sold	(0.5)	
Total for cash flow hedging	$3.9		$(10.7)	$—

(in millions)	December 31, 2013 Gain (Loss) in AOCI	Consolidated Statements of Operations Location	Effective Portion Reclassified from AOCI into Income (Expense)	Ineffective Portion Recognized in Income (Expense)
Effective Portion:				
Interest rate swaps	$(0.2)	Interest expense	$(3.7)	
Foreign exchange forward contracts	(6.5)	Cost of products sold	1.2	
Foreign exchange forward contracts	(0.3)	SG&A expenses	(0.1)	
Commodity contracts	(1.0)	Cost of products sold	(0.3)	
Ineffective Portion:				
Foreign exchange forward contracts		Other expense (income), net		$0.7
Commodity contracts		Interest expense		(0.1)
Total for cash flow hedging	$(8.0)		$(2.9)	$0.6

Overall, the derivatives designated as cash flow hedges are considered to be highly effective. At December 31, 2015, the Company expects to reclassify $4.0 million of deferred net gains on cash flow hedges recorded in AOCI to the Consolidated Statements of Operations during the next 12 months. The 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 typically 18 months.

For the rollforward of derivative instruments designated as cash flow hedges in AOCI see Note 3, Comprehensive Income.

Hedges of Net Investments in Foreign Operations

The Company has significant investments in foreign subsidiaries the most significant of which are denominated in euros, Swiss francs, Japanese yen and Swedish kronor. The net assets of these subsidiaries are exposed to volatility in currency exchange rates. To hedge a portion of this exposure the Company employs both derivative and non-derivative financial instruments. The derivative instruments consist of foreign exchange forward contracts and cross currency basis swaps. The non-derivative instruments consist of foreign currency denominated debt held at the parent company level. Translation gains and losses related to the net assets of the foreign subsidiaries are offset by gains and losses in derivative and non-derivative financial instruments designated as hedges of net investments, which are included in AOCI. Any cash flows associated with these instruments are included in investing activities on the Consolidated Statements of Cash Flows except for derivative instruments that include an other-than-insignificant financing element, in which case all cash flows will be classified as financing activities on the Consolidated Statements of Cash Flows.

The following table summarizes the notional amounts of hedges of net investments by derivative instrument type at December 31, 2015 and the notional amounts expected to mature during the next 12 months:

(in millions)	Aggregate Notional Amount	Aggregate Notional Amount Maturing within 12 Months
Foreign exchange forward contracts	$733.9	$610.0

On November 24, 2015, the Company entered into foreign exchange forward contracts, designated as hedges of net investments, totaling 289.0 million euros and 230.5 million Swiss francs, which have maturity dates that coincide with

delayed drawdowns under the Company's new Note Purchase Agreement. See Note 12, Financing Instruments, for further discussion about the Company's new Note Purchase Agreement.

The fair value of the cross currency basis swaps and foreign exchange forward contracts is the estimated amount the Company would receive or pay at the reporting date, taking into account the effective interest rates, cross currency swap basis rates and foreign exchange rates. The effective portion of the change in the value of these derivatives is recorded in AOCI, net of tax effects.

The following tables summarize the amount of gains (losses) recorded in AOCI on the Consolidated Balance Sheets and income (expense) on the Company's Consolidated Statements of Operations related to the hedges of net investments for the year ended December 31, 2015, 2014 and 2013:

	December 31, 2015		
(in millions)	Gain (Loss) in AOCI	Consolidated Statements of Operations Location	Recognized in Income (Expense)
Effective Portion:			
Foreign exchange forward contracts	$4.5	Other expense (income), net	$4.1
Total for net investment hedging	$4.5		$4.1

	December 31, 2014		
(in millions)	Gain (Loss) in AOCI	Consolidated Statements of Operations Location	Recognized in Income (Expense)
Effective Portion:			
Cross currency basis swaps	$19.3	Interest income	$1.9
Foreign exchange forward contracts	43.1	Interest expense	(1.6)
		Other expense (income), net	1.3
Total for net investment hedging	$62.4		$1.6

	December 31, 2013		
(in millions)	Gain (Loss) in AOCI	Consolidated Statements of Operations Location	Recognized in Income (Expense)
Effective Portion:			
Cross currency basis swaps	$(36.1)	Interest income	$4.8
Foreign exchange forward contracts	(5.4)	Interest expense	1.4
		Other expense (income), net	0.3
Total for net investment hedging	$(41.5)		$6.5

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 an initial 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 on the Consolidated Statements of Operations. Any cash flows associated with these instruments are included in operating activities on the Consolidated Statements of Cash Flows.

105

The following table summarizes the notional amounts of fair value hedges by derivative instrument type at December 31, 2015 and the notional amounts expected to mature during the next 12 months:

(in millions)	Aggregate Notional Amount	Aggregate Notional Amount Maturing within 12 Months
Interest rate swaps	$45.0	$45.0

The following tables summarize the amount of income (expense) recorded on the Company's Consolidated Statements of Operations related to the hedges of fair value for the years ended December 31, 2015, 2014 and 2013:

		Income (Expense) Recognized		
	Consolidated Statements of	Twelve Months Ended December 31,		
(in millions)	Operations Location	2015	2014	2013
Interest rate swaps	Interest expense	$0.3	$0.2	$0.3

Derivative Instruments Not Designated as Hedges

The Company enters into derivative instruments with the intent to partially mitigate 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 foreign exchange forward contracts and cross currency basis swaps to hedge these risks. Any cash flows associated with the foreign exchange forward contracts and interest rate swaps not designated as hedges are included in cash from operating activities on the Consolidated Statements of Cash Flows. Any cash flows associated with the cross currency basis swaps not designated as hedges are included in investing activities on the Consolidated Statements of Cash Flows except for derivative instruments that include an other-than-insignificant financing element, in which case the cash flows will be classified as financing activities on the Consolidated Statements of Cash Flows.

The following tables summarize the aggregate notional amounts of the Company's economic hedges not designated as hedges by derivative instrument types at December 31, 2015 and the notional amounts expected to mature during the next 12 months:

(in millions)	Aggregate Notional Amount	Aggregate Notional Amount Maturing within 12 Months
Foreign exchange forward contracts	$498.9	$498.9
Interest rate swaps	1.8	0.8
Total for instruments not designated as hedges	$500.7	$499.7

The Company had a Swiss franc denominated cross currency basis swaps to offset an intercompany Swiss franc note receivable at a U.S. dollar functional entity. The hedge matured during the second quarter to coincide with the repayment of the note.

The following table summarizes the amounts of gains (losses) recorded on the Company's Consolidated Statements of Operations related to the economic hedges not designated as hedging for the years ended December 31, 2015, 2014 and 2013:

(in millions)	Consolidated Statements of Operations Location	Gain (Loss) Recognized Twelve Months Ended December 31, 2015	2014	2013
Foreign exchange forward contracts (a)	Other expense (income), net	$6.3	$33.2	$6.7
DIO equity option contracts	Other expense (income), net	0.1	—	—
Cross currency basis swaps (a)	Other expense (income), net	(1.8)	(50.2)	15.5
Total for instruments not designated as hedges		$4.6	$(17.0)	$22.2

(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.

Consolidated Balance Sheets Location of Derivative Fair Values

The following tables summarize the fair value and consolidated balance sheet location of the Company's derivatives at December 31, 2015 and December 31, 2014:

(in millions)	December 31, 2015			
Designated as Hedges	Prepaid Expenses and Other Current Assets, Net	Other Noncurrent Assets, Net	Accrued Liabilities	Other Noncurrent Liabilities
Foreign exchange forward contracts	$23.0	$7.9	$6.9	$0.4
Commodity contracts	—	—	0.1	—
Interest rate swaps	0.1	—	1.0	0.2
Total	$23.1	$7.9	$8.0	$0.6
Not Designated as Hedges				
Foreign exchange forward contracts	$5.0	$—	$3.0	$—
Total	$5.0	$—	$3.0	$—

(in millions)	December 31, 2014			
Designated as Hedges	Prepaid Expenses and Other Current Assets, Net	Other Noncurrent Assets, Net	Accrued Liabilities	Other Noncurrent Liabilities
Foreign exchange forward contracts	$28.1	$12.6	$2.7	$1.7
Commodity contracts	—	—	0.2	—
Interest rate swaps	0.6	0.1	0.6	0.4
Total	$28.7	$12.7	$3.5	$2.1
Not Designated as Hedges				
Foreign exchange forward contracts	$4.8	$—	$4.8	$—

DIO equity option contracts	—	—	—	0.1
Interest rate swaps	—	—	—	0.1
Cross currency basis swaps	2.7	—	—	—
Total	$7.5	$—	$4.8	$0.2

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 with the same counterparty, the Company elects to present them on a gross basis on the Consolidated Balance Sheets.

Offsetting of financial assets and liabilities under netting arrangements at December 31, 2015:

				Gross Amounts Not Offset in the Consolidated Balance Sheets		
(in millions)	Gross Amounts Recognized	Gross Amount Offset in the Consolidated Balance Sheets	Net Amounts Presented in the Consolidated Balance Sheets	Financial Instruments	Cash Collateral Received/Pledged	Net Amount
Assets						
Foreign exchange forward contracts	$35.9	$—	$35.9	$(7.4)	$ —	$28.5
Interest rate swaps	0.1	—	0.1	—	—	0.1
Total Assets	$36.0	$—	$36.0	$(7.4)	$ —	$28.6

				Gross Amounts Not Offset in the Consolidated Balance Sheets		
(in millions)	Gross Amounts Recognized	Gross Amount Offset in the Consolidated Balance Sheets	Net Amounts Presented in the Consolidated Balance Sheets	Financial Instruments	Cash Collateral Received/Pledged	Net Amount
Liabilities						
Foreign exchange forward contracts	$10.3	$—	$10.3	$(6.3)	$ —	$4.0
Commodity contracts	0.1	—	0.1	—	—	0.1
Interest rate swaps	1.2	—	1.2	(1.1)	—	0.1
Total Liabilities	$11.6	$—	$11.6	$(7.4)	$ —	$4.2

108

Offsetting of financial assets and liabilities under netting arrangements at December 31, 2014:

(in millions)	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						
Foreign exchange forward contracts	$45.3	$—	$45.3	$(7.7)	$ —	$37.6
Interest rate swaps	0.8	—	0.8	(0.3)	—	0.5
Cross currency basis swaps	2.7	—	2.7	(1.1)	—	1.6
Total Assets	$48.8	$—	$48.8	$(9.1)	$ —	$39.7

(in millions)	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						
Foreign exchange forward contracts	$9.3	$—	$9.3	$(8.1)	$ —	$1.2
Commodity contracts	0.2	—	0.2	—	—	0.2
DIO equity option contracts	0.1	—	0.1	—	—	0.1
Interest rate swaps	1.1	—	1.1	(1.0)	—	0.1
Total Liabilities	$10.7	$—	$10.7	$(9.1)	$ —	$1.6

NOTE 18 - 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 its total long-term debt, including

current portion, was $1,160.7 million and $1,150.2 million, respectively, at December 31, 2015. At December 31, 2014, the Company estimated the fair value and carrying value was $1,290.0 million and $1,262.7 million, respectively. The interest rate on the $450.0 million Senior Notes, the $300.0 million Senior Notes, and the $250.0 million Private Placement Notes are fixed rates of 4.1%, 2.8% and 4.1%, respectively, and their fair value is based on the interest rates at December 31, 2015. 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 December 31, 2015 and 2014, which are classified as "Cash and cash equivalents," "Prepaid expenses and other current assets," "Other noncurrent assets, net," "Accrued liabilities," and "Other noncurrent liabilities" on 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.

	December 31, 2015			
(in millions)	Total	Level 1	Level 2	Level 3
Assets				
Interest rate swaps	$0.1	$—	$0.1	$—
Foreign exchange forward contracts	35.9	—	35.9	—
Total assets	$36.0	$—	$36.0	$—
Liabilities				
Interest rate swaps	$1.2	$—	$1.2	$—
Commodity forward purchase contracts	0.1	—	0.1	—
Foreign exchange forward contracts	10.3	—	10.3	—
Long-term debt	45.1	—	45.1	—
Total liabilities	$56.7	$—	$56.7	$—

	December 31, 2014			
(in millions)	Total	Level 1	Level 2	Level 3
Assets				
Interest rate swaps	$0.8	$—	$0.8	$—
Cross currency interest rate swaps	2.7	—	2.7	—
Foreign exchange forward contracts	45.3	—	45.3	—
Corporate convertible bonds	57.7	—	—	57.7
Total assets	$106.5	$—	$48.8	$57.7
Liabilities				
Interest rate swaps	$1.1	$—	$1.1	$—
Commodity forward purchase contracts	0.2	—	0.2	—
Foreign exchange forward contracts	9.2	—	9.2	—
Long-term debt	106.1	—	106.1	—
DIO equity option contracts	0.1	—	—	0.1
Total liabilities	$116.7	$—	$116.6	$0.1

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 Company utilizes commodity contracts, certain interest rates swaps and foreign exchange forward contracts that are considered cash flow hedges. In addition, the Company at times employs certain cross currency interest rate swaps and forward exchange contracts that are considered hedges of net investment in foreign operations. Both types of designated derivative instruments are further discussed in Note 17, Financial Instruments and Derivatives.

The Company used the income method valuation technique to estimate the fair value of the 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 an approximately 8.7% 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. During the quarter ended September 30, 2015, the Company sold the DIO convertible bonds.

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 millions)	Corporate Convertible Bonds	DIO Equity Options Contracts
Balance at December 31, 2013	$70.0	$(0.1)
Unrealized loss:		
Reported in AOCI, before tax	(6.1)	—
Unrealized gain:		
Reported in other expense (income), net	—	—
Effect of exchange rate changes	(6.2)	—
Balance at December 31, 2014	$57.7	$(0.1)
Sales, gross	(47.7)	—
Unrealized loss:		
Reported in AOCI, before tax	(6.8)	—
Realized gain:		
Reported in other expense (income), net	—	0.1
Effect of exchange rate changes	(3.2)	—
Balance at December 31, 2015	$—	$—

For the year ended December 31, 2015, the Company sold all Level 3 investments. There were no additional purchases, issuances or transfers of Level 3 financial instruments in 2015. There were no purchases, issuances or transfers of Level 3 financial instruments in 2014.

NOTE 19 - COMMITMENTS AND CONTINGENCIES

Leases

The Company leases automobiles and machinery and equipment and certain office, warehouse and manufacturing facilities under non-cancelable leases. The leases generally require the Company to pay insurance, taxes and other expenses related to the leased property. Total rental expense for all operating leases was $30.4 million, $37.4 million and $39.7 million for 2015, 2014 and 2013, respectively.

Rental commitments, principally for real estate (exclusive of taxes, insurance and maintenance), automobiles and office equipment are as follows:

(in millions)	
2016	$30.3
2017	23.2
2018	17.0
2019	11.7
2020	6.1
2021 and thereafter	8.4
	$96.7

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." The case went to trial in September 2013, and on January 22, 2014, the San Francisco Superior Court issued its decision in the Company's favor, rejecting all of the plaintiffs' claims. The plaintiffs have appealed the Superior Court's decision, and the appeal is now pending. The Company is defending against this appeal.

On December 12, 2006, Carole Hildebrand, DDS and Robert Jaffin, DDS filed a Complaint 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 grant of a Company Motion and dismissal of the case for lack of jurisdiction, the plaintiffs filed a second complaint under the name of Dr. Hildebrand's corporate practice, Center City Periodontists, asserting the same allegations (this case is now proceeding under the name "Center City Periodontists"). The plaintiffs moved to have the case certified as a class action, to which the Company has objected and filed its brief. The Court subsequently granted a Motion filed by the Company and dismissed plaintiffs' New Jersey Consumer Fraud and negligent design claims, leaving only a breach of express warranty claim, in response to which the Company has filed a Motion for Summary Judgment. The Court held three days of hearings in January 2016 on plaintiffs' class certification motion. The Court has scheduled further hearings in the matter for June 2016.

On January 20, 2014, the Company was served with a qui tam complaint filed by two former and one current employee of the Company under the Federal False Claims Act and equivalent state and city laws. The lawsuit was previously under seal in the U.S. District Court for the Eastern District of Pennsylvania. The Complaint alleges, among other things, that the Company engaged in various illegal marketing activities, and thereby caused dental and other healthcare professionals to file false claims for reimbursement with Federal and State governments. The relators seek injunctive relief, fines, treble damages, and attorneys' fees and costs. On January 27, 2014, the United States filed with the Court a notice that it had elected not to intervene in the qui tam action at this time. The United States' notice indicated that the named state and city co-plaintiffs had authorized the United States to communicate to the Court that they also had decided not to intervene at this time. These non-intervention decisions do not prevent the qui tam relators from litigating this action, and the United States and/or the named states and/or cities may seek to intervene in the action at a later time. On September 4, 2014, the Company's motion to dismiss the complaint was granted in part and denied in part. The Company filed a motion for summary judgment in December 2015, which is now pending before the Court. The Company intends to vigorously defend itself in the litigation.

On October 2, 2015 and October 5, 2015, the Company and its wholly-owned subsidiary Dawkins Merger Sub Inc. ("Merger Sub") were served with two separate putative class action complaints filed in the Court of Chancery of the State of Delaware by purported stockholders of Sirona Dental Systems, Inc. ("Sirona") against the members of Sirona's Board of Directors, the Company, and Merger Sub. The Complaints allege that the Company and Merger Sub aided and abetted and/or assisted Sirona's Board members in breaching their fiduciary duties to Sirona's stockholders in connection with the Agreement and Plan of Merger entered into between the Company and Sirona on September 15, 2015. One of the plaintiffs subsequently withdrew one of the two cases in December 2015. The other case is still pending. The Company intends to vigorously defend itself in this litigation.

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 internal review by the Company. On August 24, 2015, the Company entered into an extension of the tolling agreement originally entered into in August 2014, such that the statute of limitations is now tolled until September 1, 2016. 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 including patent infringement, 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, 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 and Other 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.

The Company has employment agreements with its executive officers. These agreements generally provide for salary continuation for a specified number of months under certain circumstances. If all of the employees under contract were to be terminated by the Company without cause, as defined in the agreements, the Company's liability would be approximately $15.6 million at December 31, 2015.

NOTE 20 - QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

DENTSPLY INTERNATIONAL INC.
Quarterly Financial Information (Unaudited)
(in millions, except per share amounts)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Rounding	Total Year
2015						
Net sales	$656.3	$698.0	$648.9	$671.1	$—	$2,674.3
Gross profit	373.4	399.7	369.4	374.7	—	1,517.2
Operating income	97.7	85.8	98.6	93.1	—	375.2
Net income attributable to DENTSPLY International	64.0	44.1	84.5	58.6	—	251.2
Earnings per common share - basic	$0.46	$0.32	$0.60	$0.42	$(0.01)	$1.79
Earnings per common share - diluted	$0.45	$0.31	$0.59	$0.41	$—	$1.76
Cash dividends declared per common share	$0.07250	$0.07250	$0.07250	$0.07250	$—	$0.29000
2014						
Net sales	$730.1	$765.2	$708.2	$719.1	$—	$2,922.6
Gross profit	394.2	424.5	388.1	393.0	—	1,599.8
Operating income	105.6	127.1	109.6	103.3	—	445.6
Net income attributable to DENTSPLY International	72.9	90.0	75.3	84.7	—	322.9
Earnings per common share - basic	$0.51	$0.63	$0.53	$0.60	$0.01	$2.28
Earnings per common share - diluted	$0.50	$0.62	$0.52	$0.59	$0.01	$2.24
Cash dividends declared per common share	$0.06625	$0.06625	$0.06625	$0.06625	$—	$0.26500

Net sales, excluding precious metal content, were $631.5 million, $674.7 million, $629.4 million and $645.9 million, respectively, for the first, second, third and fourth quarters of 2015. Net sales, excluding precious metal content, were $689.2 million, $730.9 million, $681.6 million and $691.0 million, respectively, for the first, second, third and fourth quarters of 2014. This measurement should be considered a non-US GAAP measure.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DENTSPLY INTERNATIONAL INC.

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

/s/	Bret W. Wise Bret W. Wise Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 12, 2016 Date
/s/	Christopher T. Clark Christopher T. Clark President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 12, 2016 Date
/s/	Dr. Michael C. Alfano Dr. Michael C. Alfano Director	February 12, 2016 Date
/s/	Eric K. Brandt Eric K. Brandt Director	February 12, 2016 Date
/s/	Paula H. Cholmondeley Paula H. Cholmondeley Director	February 12, 2016 Date
/s/	Michael J. Coleman Michael J. Coleman Director	February 12, 2016 Date

/s/	Willie A. Deese Willie A. Deese Director	February 12, 2016 Date
/s/	William F. Hecht William F. Hecht Director	February 12, 2016 Date
/s/	Francis J. Lunger Francis J. Lunger Director	February 12, 2016 Date
/s/	John L. Miclot John L. Miclot Director	February 12, 2016 Date
/s/	John C. Miles II John C. Miles II Director	February 12, 2016 Date

116