

DENTSPLY INTERNATIONAL INC /DE/

Form S-4/A

December 04, 2015

As filed with the Securities and Exchange Commission on December 4, 2015

**Registration No. 333-207669**

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

**AMENDMENT NO. 1  
TO  
Form S-4  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933***

**DENTSPLY International Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

3843  
(Primary Standard Industrial  
Classification Code Number)

39-1434669  
(I.R.S. Employer  
Identification No.)

**Susquehanna Commerce Center  
221 W. Philadelphia Street  
York, Pennsylvania 17401  
(717) 845-7511**

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

**Deborah M. Rasin, Esq.  
Vice President, Secretary and  
General Counsel  
DENTSPLY International Inc.  
Susquehanna Commerce Center  
221 W. Philadelphia Street  
York, Pennsylvania 17401  
(717) 845-7511**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copies to:*

Michael P. Rogan, Esq.  
Pankaj K. Sinha, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
1440 New York Avenue, N.W.  
Washington, DC 20005  
Tel: (202) 371-7000

**Jonathan Friedman, Esq.  
Secretary and General Counsel  
Sirona Dental Systems, Inc.  
30-30 47<sup>th</sup> Avenue, Suite 500  
Long Island City, New York  
11101  
Tel: (718) 482-2011**

**Mark D. Gerstein, Esq.  
Bradley C. Faris, Esq.  
Latham & Watkins LLP  
330 North Wabash Avenue  
Suite 2800  
Chicago, Illinois 60611  
Tel: (312) 876-7700**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed joint

Deborah M. Rasin, Esq. Vice President, Secretary and General Counsel DENTSPLY International Inc. Susquehanna

proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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TABLE OF CONTENTS

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of such securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to appropriate registration or qualification under the securities laws of such jurisdiction.

**PRELIMINARY SUBJECT TO COMPLETION DATED DECEMBER 4, 2015**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

Dear Stockholders:

The boards of directors of DENTSPLY International Inc. ( DENTSPLY ) and Sirona Dental Systems, Inc. ( Sirona ) have unanimously approved and DENTSPLY and Sirona have entered into an Agreement and Plan of Merger, dated as of September 15, 2015 (the merger agreement ), with respect to a merger of equals strategic business combination (the merger between DENTSPLY and Sirona). Pursuant to the terms of the merger agreement, Dawkins Merger Sub Inc., a wholly owned subsidiary of DENTSPLY and a party to the merger agreement ( Merger Sub ), will merge with and into Sirona, with Sirona surviving as a wholly owned subsidiary of DENTSPLY. Upon completion of the merger, DENTSPLY and Sirona, and their respective subsidiaries, will operate as a combined company under the name DENTSPLY SIRONA Inc.

Upon completion of the merger, each issued and outstanding share of Sirona common stock will be converted into the right to receive 1.8142 shares of DENTSPLY common stock (the exchange ratio ). This exchange ratio will not be adjusted for changes in the market price of either DENTSPLY common stock or Sirona common stock between the date of signing of the merger agreement and completion of the merger.

Based on the estimated number of shares of DENTSPLY common stock and Sirona common stock that will be outstanding immediately prior to the closing of the merger, upon such closing, DENTSPLY stockholders immediately prior to the effective time of the merger will own approximately 58% of the combined company and Sirona stockholders immediately prior to the effective time of the merger will own approximately 42% of the combined company. The combined company will be listed on the NASDAQ Global Select Market ( NASDAQ ) under DENTSPLY s current symbol, XRAY.

DENTSPLY and Sirona will each hold a special meeting of its respective stockholders to consider the proposed merger. At the special meeting of DENTSPLY stockholders, DENTSPLY stockholders will be asked to vote on the proposal to approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger, the proposal to adopt DENTSPLY s second amended and restated certificate of incorporation (the amended and restated certificate of incorporation ), the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between DENTSPLY and its named executive officers relating to the merger, the proposal to approve the DENTSPLY SIRONA Inc. 2016 Omnibus Incentive Plan (the Plan ) to be effective as of the consummation of the merger and the proposal to adjourn the DENTSPLY special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger or the adoption of DENTSPLY s amended and restated certificate of incorporation. At the special meeting of Sirona stockholders, Sirona stockholders will be asked to vote on the proposal to adopt the merger agreement, the proposal to approve, on a non-binding advisory basis, specific

compensatory arrangements between Sirona and its named executive officers relating to the merger and the proposal to adjourn the Sirona special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

We cannot complete the merger unless the stockholders of each company approve the respective proposals of each company as described herein. Your vote is very important, regardless of the number of shares you own. **Whether or not you expect to attend either special meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the DENTSPLY or Sirona special meeting, as applicable.**

**The DENTSPLY board of directors has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable, fair to and in the best interests of DENTSPLY and its stockholders. The DENTSPLY board of directors unanimously recommends that DENTSPLY stockholders vote FOR the proposal to approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger, FOR the proposal to adopt DENTSPLY s amended and restated certificate of incorporation, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between DENTSPLY and its named executive officers relating to the merger, FOR the proposal to approve the DENTSPLY SIRONA Inc. 2016 Omnibus Incentive Plan and FOR the proposal to approve any motion to adjourn the DENTSPLY special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger or the adoption of DENTSPLY s amended and restated certificate of incorporation.**

**The Sirona board of directors has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable, fair to and in the best interests of Sirona and its stockholders. The Sirona board of directors unanimously recommends that Sirona stockholders vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between Sirona and its named executive officers relating to the merger and FOR the proposal to adjourn the Sirona special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.**

The obligations of DENTSPLY and Sirona to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. The accompanying joint proxy statement/prospectus contains detailed information about DENTSPLY, Sirona, the special meetings, the merger agreement and the merger. **DENTSPLY and Sirona encourage you to read the joint proxy statement/prospectus carefully and in its entirety, including the section entitled Risk Factors beginning on page 21.**

We look forward to the successful combination of DENTSPLY and Sirona.

Sincerely,

Sincerely,

Bret W. Wise  
Chairman and Chief Executive Officer  
DENTSPLY International Inc.

Jeffrey T. Slovin  
President and Chief Executive Officer  
Sirona Dental Systems, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the merger and other transactions described in the joint proxy statement/prospectus, nor have they approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated, 2015 and is first being mailed to DENTSPLY and Sirona stockholders on or about, 2015.

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TABLE OF CONTENTS

**DENTSPLY International Inc.  
Susquehanna Commerce Center  
221 W. Philadelphia Street  
York, Pennsylvania 17401  
(717) 845-7511**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
To Be Held On \_\_\_\_\_, 2016**

To the Stockholders of DENTSPLY International Inc.:

We are pleased to invite you to attend the special meeting of stockholders of DENTSPLY International Inc. ( DENTSPLY ), a Delaware corporation, which will be held at 221 W. Philadelphia St., York, Pennsylvania 17401, on \_\_\_\_\_, 2016, at \_\_\_\_\_, local time, for the following purposes:

to consider and vote on the proposal to approve the issuance of shares of DENTSPLY common stock to Sirona Dental Systems, Inc. ( Sirona ) stockholders pursuant to the merger as contemplated by the Agreement and Plan of Merger, dated as of September 15, 2015 (the merger agreement ), by and among DENTSPLY, Sirona and Dawkins Merger Sub Inc., a wholly owned subsidiary of DENTSPLY ( Merger Sub ), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice forms a part;

to consider and vote on the proposal to adopt DENTSPLY 's second amended and restated certificate of incorporation (the amended and restated certificate of incorporation ) in connection with the closing of the merger, a copy of which is included as Annex D to the joint proxy statement/prospectus of which this notice forms a part;

to consider and vote on the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between DENTSPLY and its named executive officers relating to the merger, as described in the accompanying joint proxy statement/prospectus of which this notice forms a part;

to consider and vote on the proposal to approve the DENTSPLY SIRONA Inc. 2016 Omnibus Incentive Plan (the Plan ), a copy of which is included as Annex E to the joint proxy statement/prospectus of which this notice forms a part; and

to consider and vote upon the proposal to adjourn the DENTSPLY special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger or the adoption of DENTSPLY 's amended and restated certificate of incorporation.

DENTSPLY will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the DENTSPLY special meeting.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger and the adoption of DENTSPLY 's amended and restated certificate of incorporation by DENTSPLY stockholders.

**The DENTSPLY board of directors has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable, fair to and in the best interests of DENTSPLY and its stockholders. The DENTSPLY board of directors unanimously recommends that DENTSPLY stockholders vote FOR the proposal to approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger, FOR the proposal to adopt DENTSPLY s amended and restated certificate of incorporation, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements**

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TABLE OF CONTENTS

**between DENTSPLY and its named executive officers relating to the merger, FOR the proposal to approve the Plan and FOR the proposal to approve any motion to adjourn the DENTSPLY special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger or the adoption of DENTSPLY s amended and restated certificate of incorporation.**

The DENTSPLY board of directors has fixed the close of business on December 2, 2015 as the record date for determination of DENTSPLY stockholders entitled to receive notice of, and to vote at, the DENTSPLY special meeting or any adjournments or postponements thereof. DENTSPLY issued and outstanding capital stock consists solely of outstanding shares of DENTSPLY common stock. Accordingly, only holders of record of DENTSPLY common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the DENTSPLY special meeting or at any adjournments or postponements thereof. The issuance of shares of DENTSPLY common stock requires the affirmative vote of holders of a majority of the outstanding shares of DENTSPLY common stock present in person or represented by proxy at the DENTSPLY special meeting and entitled to vote on the proposal. Adoption of DENTSPLY s amended and restated certificate of incorporation requires the affirmative vote of holders of a majority of the outstanding shares of DENTSPLY common stock entitled to vote on the proposal. Approval, on a non-binding advisory basis, of specific compensatory arrangements between DENTSPLY and its named executive officers relating to the merger requires the affirmative vote of holders of a majority of the outstanding shares of DENTSPLY common stock present in person or represented by proxy at the DENTSPLY special meeting and entitled to vote on the proposal, although such vote will not be binding on DENTSPLY or its board of directors or any of its committees. Approval of the Plan requires the affirmative vote of holders of a majority of the outstanding shares of DENTSPLY common stock present in person or represented by proxy at the DENTSPLY special meeting and entitled to vote on the proposal. Adjournment of the DENTSPLY special meeting requires the affirmative vote of holders of a majority of the outstanding shares of DENTSPLY common stock present in person or represented by proxy at the DENTSPLY special meeting and entitled to vote on the proposal. A list of the names of DENTSPLY stockholders of record will be available for ten days prior to the DENTSPLY special meeting for any purpose germane to the special meeting between the hours of 8:30 a.m. and 4:30 p.m., local time, at the office of DENTSPLY s Secretary, Susquehanna Commerce Center, 221 W. Philadelphia Street, York Pennsylvania 17401. The DENTSPLY stockholder list will also be available at the DENTSPLY special meeting for examination by any stockholder present at such meeting.

**Your vote is very important. Whether or not you expect to attend the DENTSPLY special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either (1) logging onto [www.proxyvote.com](http://www.proxyvote.com) and following the instructions on your proxy card; (2) dialing 1-800-690-6903 and listening for further directions; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the DENTSPLY special meeting. If your shares are held in the name of a bank, broker or other nominee, including an employee benefit plan trustee, please follow the instructions on the voting instruction card furnished by the record holder, as appropriate.**

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement as well as a description of the proposed issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger, a description of DENTSPLY s proposed amended and restated certificate of incorporation, description of specific compensatory arrangements between DENTSPLY and its named executive officers relating to the merger and a description of the proposed DENTSPLY SIRONA Inc. 2016 Omnibus Incentive Plan. We urge you to read this joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of DENTSPLY common stock, please contact DENTSPLY s proxy solicitor:

**Innisfree M&A Incorporated**

501 Madison Avenue, 20<sup>th</sup> Floor

New York, New York 10022

Stockholders May Call Toll-Free: 877-825-8964

Banks and Brokers May Call Collect: 212-750-5833

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TABLE OF CONTENTS

By Order of the Board of Directors of  
DENTSPLY International Inc.,

Deborah M. Rasin  
Vice President, Secretary and General Counsel

York, Pennsylvania  
, 2015

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TABLE OF CONTENTS

**Sirona Dental Systems, Inc.  
30-30 47<sup>th</sup> Avenue, Suite 500  
Long Island City, New York 11101  
(718) 937-5765**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
To Be Held On \_\_\_\_\_, 2016**

To the Stockholders of Sirona Dental Systems, Inc.:

We are pleased to invite you to attend the special meeting of stockholders of Sirona Dental Systems, Inc. ( Sirona ), a Delaware corporation, which will be held at \_\_\_\_\_ on \_\_\_\_\_, 2016 at \_\_\_\_\_, local time, for the following purposes:

to consider and vote on the proposal to adopt the Agreement and Plan of Merger, dated as of September 15, 2015 (the merger agreement ), by and among DENTSPLY International Inc. ( DENTSPLY ), Sirona and Dawkins Merger Sub Inc., a wholly owned subsidiary of DENTSPLY ( Merger Sub ), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice forms a part;

to consider and vote on the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between Sirona and its named executive officers relating to the merger, as described in the accompanying joint proxy statement/prospectus of which this notice forms a part; and

to consider and vote upon the proposal to adjourn the Sirona special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

Sirona will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the Sirona special meeting.

**The Sirona board of directors has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable, fair to and in the best interests of Sirona and its stockholders. The Sirona board of directors unanimously recommends that Sirona stockholders vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between Sirona and its named executive officers relating to the merger and FOR the proposal to adjourn the Sirona special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.**

The Sirona board of directors has fixed the close of business on December 2, 2015 as the record date for determination of Sirona stockholders entitled to receive notice of, and to vote at, the Sirona special meeting or any adjournments or postponements thereof. Sirona issued and outstanding capital stock consists solely of outstanding shares of Sirona common stock. Accordingly, only holders of record of Sirona common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Sirona special meeting or at any adjournments or postponements thereof. Adoption of the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Sirona common stock entitled to vote on the proposal. Approval, on a non-binding advisory

basis, of specific compensatory arrangements between Sirona and its named executive officers relating to the merger requires the affirmative vote of holders of a majority of the outstanding shares of Sirona common stock present in person or represented by proxy at the Sirona special meeting and entitled to vote on the proposal, although such vote will not be binding on Sirona

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TABLE OF CONTENTS

or its board of directors or any of its committees. Approval of the proposal to adjourn the Sirona special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Sirona common stock present in person or represented by proxy at the Sirona special meeting and entitled to vote on the proposal. A list of the names of Sirona stockholders of record will be available for ten days prior to the Sirona special meeting for any purpose germane to the special meeting between the hours of 9:00 a.m. and 5:00 p.m., local time, at Sirona's headquarters, 30-30 47<sup>th</sup> Avenue, Suite 500, Long Island City, New York 11101. The Sirona stockholder list will also be available at the Sirona special meeting for examination by any stockholder present at such meeting.

**Your vote is very important. Whether or not you expect to attend the Sirona special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either: (1) logging onto <http://www.proxyvote.com> and following the instructions on your proxy card; (2) dialing 877-456-7915 and listening for further directions; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Sirona special meeting. If your shares are held in a Sirona plan or in the name of a broker, bank or other nominee, please follow the instructions on the voting instruction card furnished by the record holder, as appropriate.**

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read this joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Sirona common stock, please contact Sirona's proxy solicitor:

**Georgeson Inc.**

480 Washington Boulevard, 26<sup>th</sup> Floor  
Jersey City, NJ 07310  
888-607-9107 (toll free)  
sirona@georgeson.com (email)

By Order of the Board of Directors of  
Sirona Dental Systems, Inc.,

Jonathan Friedman  
Secretary and General Counsel

Long Island City, New York  
, 2015

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TABLE OF CONTENTS

## **ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates important business and financial information about DENTSPLY and Sirona from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company's proxy solicitor at the following addresses and telephone numbers:

**Innisfree M&A Incorporated**

501 Madison Avenue, 20<sup>th</sup> Floor

New York, New York 10022

Stockholders May Call Toll-Free: 877-825-8964

Banks and Brokers May Call Collect: 212-750-5833

**Georgeson Inc.**

480 Washington Boulevard, 26<sup>th</sup> Floor

Jersey City, NJ 07310

Stockholders May Call Toll-Free: 888-607-9107

sirona@georgeson.com (email)

You may also obtain any of the documents incorporated by reference into this joint proxy statement/prospectus without charge through the U.S. Securities and Exchange Commission (the "SEC") website at [www.sec.gov](http://www.sec.gov). In addition, you may obtain copies of documents filed by DENTSPLY with the SEC by accessing DENTSPLY's website at [www.dentsply.com](http://www.dentsply.com) under the tab "Investor Relations" and then under the heading "Financial Info" and the tab "SEC Filings."

You may also obtain copies of documents filed by Sirona with the SEC by accessing Sirona's website at [www.sirona.com/en](http://www.sirona.com/en) under the tab "Investors" and then under the heading "SEC Filings."

We are not incorporating the contents of the websites of the SEC, DENTSPLY, Sirona or any other entity into this joint proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus at these websites only for your convenience.

**If you would like to request any documents, please do so by \_\_\_\_\_, 2016 in order to receive them before the special meetings.**

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see "Where You Can Find More Information" beginning on page 184.

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TABLE OF CONTENTS

## **ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS**

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC by DENTSPLY, constitutes a prospectus of DENTSPLY under Section 5 of the Securities Act of 1933, as amended (the Securities Act ), with respect to the shares of DENTSPLY common stock to be issued to Sirona stockholders pursuant to the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both DENTSPLY and Sirona under Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act ). It also constitutes a notice of meeting with respect to the special meeting of DENTSPLY stockholders and a notice of meeting with respect to the special meeting of Sirona stockholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated , 2016. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy statement/prospectus to DENTSPLY stockholders or Sirona stockholders nor the issuance by DENTSPLY of shares of common stock pursuant to the merger will create any implication to the contrary.

**This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding DENTSPLY has been provided by DENTSPLY and information contained in this joint proxy statement/prospectus regarding Sirona has been provided by Sirona.**

All references in this joint proxy statement/prospectus to DENTSPLY refer to DENTSPLY International Inc., a Delaware corporation; all references in this joint proxy statement/prospectus to Sirona refer to Sirona Dental Systems, Inc., a Delaware corporation; and all references to Merger Sub refer to Dawkins Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of DENTSPLY formed for the sole purpose of effecting the merger. Unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to we, our and us refer to DENTSPLY and Sirona collectively; and, unless otherwise indicated or as the context requires, all references to the merger agreement refer to the Agreement and Plan of Merger, dated as of September 15, 2015, by and among DENTSPLY, Sirona and Merger Sub, a copy of which is included as Annex A to this joint proxy statement/prospectus. DENTSPLY, following completion of the merger, is sometimes referred to in this joint proxy statement/prospectus as the combined company or DENTSPLY SIRONA.

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TABLE OF CONTENTS

**TABLE OF CONTENTS**

	Page
<u>QUESTIONS AND ANSWERS</u>	v
<u>SUMMARY</u>	1
<u>The Companies</u>	1
<u>The Merger</u>	2
<u>Terms of the Merger</u>	2
<u>Merger Consideration</u>	2
<u>U.S. Federal Income Tax Consequences of the Merger</u>	2
<u>Recommendation of the Board of Directors of DENTSPLY</u>	3
<u>Recommendation of the Board of Directors of Sirona</u>	3
<u>Opinion of DENTSPLY's Financial Advisor</u>	3
<u>Opinion of Sirona's Financial Advisor</u>	3
<u>Interests of DENTSPLY Directors and Executive Officers in the Merger</u>	4
<u>Interests of Sirona Directors and Executive Officers in the Merger</u>	5
<u>Board of Directors and Management Following the Merger</u>	5
<u>DENTSPLY SIRONA Inc. 2016 Omnibus Incentive Plan</u>	6
<u>Treatment of DENTSPLY Equity Incentive Awards</u>	6
<u>Treatment of Sirona Stock Options, RSUs and Performance Units</u>	6
<u>Regulatory Clearances Required for the Merger</u>	7
<u>Amended and Restated Certificate of Incorporation of DENTSPLY</u>	7
<u>Expected Timing of the Merger</u>	7
<u>Conditions to Completion of the Merger</u>	8
<u>No Solicitation of Alternative Proposals</u>	9
<u>Termination of the Merger Agreement</u>	9
<u>Termination Fees and Expenses</u>	9
<u>Accounting Treatment</u>	10
<u>No Appraisal Rights</u>	10
<u>Comparison of Stockholder Rights</u>	10
<u>Listing of Shares of DENTSPLY Common Stock; Delisting and Deregistration of Shares of Sirona Common Stock</u>	10
<u>The Meetings</u>	10
<u>The DENTSPLY Special Meeting</u>	10
<u>The Sirona Special Meeting</u>	11
<u>SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA</u>	13
<u>Summary Historical Consolidated Financial Data of DENTSPLY</u>	13
<u>Summary Consolidated Historical Financial Data of Sirona</u>	14
<u>SELECTED UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION OF DENTSPLY AND SIRONA</u>	16
<u>UNAUDITED COMPARATIVE PER SHARE DATA</u>	18
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	19

TABLE OF CONTENTS

	Page
<u>RISK FACTORS</u>	<u>21</u>
<u>Risk Factors Relating to the Merger</u>	<u>21</u>
<u>Risk Factors Relating to the Combined Company Following the Merger</u>	<u>25</u>
<u>Other Risk Factors of DENTSPLY and Sirona</u>	<u>26</u>
<u>THE COMPANIES</u>	<u>27</u>
<u>DENTSPLY International Inc.</u>	<u>27</u>
<u>Sirona Dental Systems, Inc.</u>	<u>27</u>
<u>Dawkins Merger Sub Inc.</u>	<u>27</u>
<u>THE DENTSPLY SPECIAL MEETING</u>	<u>28</u>
<u>Date, Time and Place</u>	<u>28</u>
<u>Purpose of the DENTSPLY Special Meeting</u>	<u>28</u>
<u>Recommendation of the Board of Directors of DENTSPLY</u>	<u>28</u>
<u>DENTSPLY Record Date; Stockholders Entitled to Vote</u>	<u>29</u>
<u>Voting by DENTSPLY s Directors and Executive Officers</u>	<u>29</u>
<u>Quorum</u>	<u>29</u>
<u>Required Vote</u>	<u>29</u>
<u>Failure to Vote and Abstentions</u>	<u>30</u>
<u>Voting of Proxies by Holders of Record</u>	<u>31</u>
<u>Shares Held in Street Name</u>	<u>31</u>
<u>Revocation of Proxies</u>	<u>32</u>
<u>Tabulation of Votes</u>	<u>32</u>
<u>Solicitation of Proxies</u>	<u>32</u>
<u>Adjournments</u>	<u>33</u>
<u>THE SIRONA SPECIAL MEETING</u>	<u>34</u>
<u>Date, Time and Place</u>	<u>34</u>
<u>Purpose of the Sirona Special Meeting</u>	<u>34</u>
<u>Recommendation of the Board of Directors of Sirona</u>	<u>34</u>
<u>Sirona Record Date; Stockholders Entitled to Vote</u>	<u>34</u>
<u>Voting by Sirona s Directors and Executive Officers</u>	<u>34</u>
<u>Quorum</u>	<u>35</u>
<u>Required Vote</u>	<u>35</u>
<u>Failure to Vote, Broker Non-Votes and Abstentions</u>	<u>35</u>
<u>Voting at the Special Meeting</u>	<u>36</u>
<u>Voting in Person</u>	<u>36</u>
<u>Voting by Proxy</u>	<u>36</u>
<u>How Proxies are Counted</u>	<u>36</u>
<u>Revocation of Proxies</u>	<u>37</u>
<u>Tabulation of Votes</u>	<u>37</u>
<u>Solicitation of Proxies</u>	<u>37</u>
<u>Adjournments</u>	<u>38</u>

TABLE OF CONTENTS

	Page
<u>THE MERGER</u>	<u>39</u>
<u>Effects of the Merger</u>	<u>39</u>
<u>Background of the Merger</u>	<u>39</u>
<u>DENTSPLY's Reasons for the Merger; Recommendation of the DENTSPLY Board of Directors</u>	<u>49</u>
<u>Opinion of DENTSPLY's Financial Advisor</u>	<u>52</u>
<u>Sirona's Reasons for the Merger; Recommendation of the Sirona Board of Directors</u>	<u>60</u>
<u>Opinion of Sirona's Financial Advisor</u>	<u>63</u>
<u>Unaudited Financial Forecasts</u>	<u>72</u>
<u>Amended and Restated Certificate of Incorporation of DENTSPLY</u>	<u>76</u>
<u>Interests of DENTSPLY Directors and Executive Officers in the Merger</u>	<u>76</u>
<u>DENTSPLY Stockholder Advisory Vote On Merger-Related Compensation For DENTSPLY's</u>	<u>80</u>
<u>Named Executive Officers Proposal</u>	<u>80</u>
<u>Golden Parachute Compensation – DENTSPLY</u>	<u>80</u>
<u>DENTSPLY Merger-Related Compensation Proposal</u>	<u>81</u>
<u>DENTSPLY Proposal – Approval of the DENTSPLY SIRONA Inc. 2016 Omnibus Incentive Plan</u>	<u>82</u>
<u>Interests of Sirona Directors and Executive Officers in the Merger</u>	<u>91</u>
<u>Sirona Stockholder Advisory Vote On Merger-Related Compensation For Sirona's Named</u>	<u>95</u>
<u>Executive Officers Proposal</u>	<u>95</u>
<u>Golden Parachute Compensation – Sirona</u>	<u>95</u>
<u>Employment Agreements</u>	<u>98</u>
<u>Sirona Merger-Related Compensation Proposal</u>	<u>100</u>
<u>Board of Directors and Management Following the Merger</u>	<u>100</u>
<u>Treatment of DENTSPLY Equity Incentive Awards</u>	<u>101</u>
<u>Treatment of Sirona Stock Options, RSUs and Performance Units</u>	<u>101</u>
<u>Regulatory Clearances Required for the Merger</u>	<u>102</u>
<u>Exchange of Shares in the Merger</u>	<u>103</u>
<u>Dividend Policy</u>	<u>103</u>
<u>Listing of DENTSPLY Common Stock</u>	<u>104</u>
<u>De-Listing and Deregistration of Sirona Stock</u>	<u>104</u>
<u>No Appraisal Rights</u>	<u>104</u>
<u>Litigation Related to the Merger</u>	<u>104</u>
<u>THE MERGER AGREEMENT</u>	<u>105</u>
<u>Terms of the Merger; Merger Consideration</u>	<u>105</u>
<u>Completion of the Merger</u>	<u>106</u>
<u>Exchange of Shares in the Merger</u>	<u>106</u>
<u>Representations and Warranties</u>	<u>107</u>
<u>Conduct of Business Pending the Effective Time</u>	<u>108</u>
<u>No Solicitation of Alternative Proposals</u>	<u>111</u>
<u>Changes in Board Recommendations</u>	<u>112</u>
<u>Efforts to Obtain Required Stockholder Votes</u>	<u>113</u>
<u>Efforts to Complete the Merger</u>	<u>114</u>

TABLE OF CONTENTS

	Page
<u>Governance Matters After the Merger</u>	114
<u>Employee Benefits Matters</u>	117
<u>Treatment of Sirona Stock Options, RSUs and Performance Units</u>	117
<u>Other Covenants and Agreements</u>	118
<u>Conditions to Completion of the Merger</u>	118
<u>Termination of the Merger Agreement</u>	120
<u>Expenses and Termination Fees; Liability for Breach</u>	121
<u>Amendments, Extensions and Waivers</u>	123
<u>Parties in Interest</u>	123
<u>Specific Performance</u>	123
<u>U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER</u>	125
<u>ACCOUNTING TREATMENT</u>	127
<u>UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION</u>	128
<u>UNAUDITED PRO FORMA COMBINED BALANCE SHEET</u>	130
<u>UNAUDITED PRO FORMA COMBINED STATEMENT OF OPERATIONS</u>	131
<u>NOTES TO UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS</u>	133
<u>COMPARATIVE STOCK PRICE DATA AND DIVIDENDS</u>	140
<u>Stock Prices</u>	140
<u>Dividends</u>	140
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS OF SIRONA</u>	141
<u>DESCRIPTION OF DENTSPLY SIRONA CAPITAL STOCK</u>	144
<u>Authorized Capital Stock</u>	144
<u>Description of DENTSPLY SIRONA Common Stock</u>	144
<u>Blank Check Preferred Stock</u>	145
<u>Anti-takeover Provisions</u>	145
<u>COMPARISON OF RIGHTS OF SIRONA STOCKHOLDERS AND DENTSPLY SIRONA</u>	
<u>STOCKHOLDERS</u>	147
<u>NO APPRAISAL RIGHTS</u>	153
<u>LEGAL MATTERS</u>	153
<u>EXPERTS</u>	153
<u>STOCKHOLDER PROPOSALS</u>	153
<u>EXECUTIVE AND DIRECTOR COMPENSATION</u>	155
<u>OTHER MATTERS</u>	184
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	184
<u>Annex A Agreement and Plan of Merger, dated September 15, 2015</u>	A-1
<u>Annex B Opinion of Moelis &amp; Company LLC</u>	B-1
<u>Annex C Opinion of Jefferies LLC</u>	C-1
<u>Annex D Form of Amended and Restated Certificate of Incorporation of DENTSPLY</u>	
<u>SIRONA Inc.</u>	D-1
<u>Annex E Form of DENTSPLY SIRONA Inc. 2016 Omnibus Incentive Plan</u>	E-1

TABLE OF CONTENTS

## QUESTIONS AND ANSWERS

*The following are some questions that you, as a stockholder of DENTSPLY or a stockholder of Sirona, may have regarding the merger and the other matters being considered at the special meetings and the answers to those questions. DENTSPLY and Sirona urge you to carefully read the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the special meetings. Additional important information is also contained in the Annexes to, and the documents incorporated by reference into, this joint proxy statement/prospectus.*

**Q: Why am I receiving this joint proxy statement/prospectus?**

DENTSPLY and Sirona have agreed to a merger of equals strategic business combination pursuant to the terms of A: the merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is included in this joint proxy statement/prospectus as Annex A.

In order to complete the merger, among other things:

DENTSPLY stockholders must approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger;

DENTSPLY stockholders must approve the adoption of DENTSPLY's amended and restated certificate of incorporation; and

Sirona stockholders must approve the adoption of the merger agreement.

DENTSPLY and Sirona will hold separate special meetings of their respective stockholders to obtain these approvals.

This joint proxy statement/prospectus, including its Annexes, contains and incorporates by reference important information about DENTSPLY, Sirona, the special meetings, the merger agreement and the merger. You should read all the available information carefully and in its entirety.

**Q: What will stockholders receive in the merger?**

A: *DENTSPLY Stockholders:* If the merger is completed, DENTSPLY stockholders will not receive any merger consideration and will continue to hold their existing shares of DENTSPLY common stock.

*Sirona Stockholders:* If the merger is completed, holders of Sirona common stock will receive 1.8142 shares of DENTSPLY common stock for each share of Sirona common stock they hold at the effective time of the merger.

Sirona stockholders will not receive any fractional shares of DENTSPLY common stock in the merger. Instead, Sirona stockholders will receive cash in lieu of any fractional shares of DENTSPLY common stock that the Sirona stockholders would otherwise have been entitled to receive.

**Q: What is the value of the merger consideration?**

Because DENTSPLY will issue 1.8142 shares of DENTSPLY common stock in exchange for each share of Sirona common stock, the market value of the merger consideration that Sirona stockholders will receive will depend on the price per share of DENTSPLY common stock at the effective time of the merger. That price will not be known A: at the time of the Sirona special meeting or the DENTSPLY special meeting and may be less or more than the current market price or the market price at the time of the special meetings. We urge you to obtain current market quotations of DENTSPLY common stock and Sirona common stock. See also Comparative Stock Price Data and Dividends beginning on page 140.

**Q: What percentage of the combined company will DENTSPLY stockholders and Sirona stockholders, respectively, own following the merger?**

A: Upon completion of the merger, DENTSPLY stockholders immediately prior to the effective time of the merger will own approximately 58% of the combined company and Sirona stockholders immediately prior to the effective

time of the merger will own approximately 42% of the combined company, in each case, calculated on a fully diluted basis (using the treasury method).

v

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TABLE OF CONTENTS

**Q: When and where will the special stockholders meetings be held?**

A: *DENTSPLY Stockholders:* The special meeting of DENTSPLY stockholders will be held at 221 W. Philadelphia St., York, Pennsylvania 17401, on \_\_\_\_\_, 2016, at \_\_\_\_\_, local time.

*Sirona Stockholders:* The special meeting of Sirona stockholders will be held at \_\_\_\_\_, on \_\_\_\_\_, 2016, at \_\_\_\_\_, local time.

If you wish to attend your respective company's special meeting, you must bring photo identification. If you hold your shares through a bank, broker or other nominee, including an employee benefit plan trustee, you must also bring proof of ownership such as the voting instruction form from your broker or other nominee or an account statement.

**Q: Who is entitled to vote at the special stockholders meetings?**

A: *DENTSPLY Stockholders:* The record date for the DENTSPLY special meeting is December 2, 2015. Only holders of record of outstanding shares of DENTSPLY common stock as of the close of business on the record date are entitled to notice of, and to vote at, the DENTSPLY special meeting or any adjournments or postponements of the DENTSPLY special meeting.

*Sirona Stockholders:* The record date for the Sirona special meeting is December 2, 2015. Only holders of record of outstanding shares of Sirona common stock as of the close of business on the record date are entitled to notice of, and to vote at, the Sirona special meeting or any adjournments or postponements of the Sirona special meeting.

**Q: What am I being asked to vote on and why is this approval necessary?**

A: DENTSPLY stockholders are being asked to vote on the following proposals:

- (1) to approve the issuance of DENTSPLY common stock to Sirona stockholders pursuant to the merger agreement; to approve the adoption of DENTSPLY's amended and restated certificate of incorporation in connection with the merger, which (a) changes the corporate name of DENTSPLY from DENTSPLY International Inc. to DENTSPLY SIRONA Inc., (b) increases the number of authorized shares of DENTSPLY common stock to 400 million, effective as of the effective time of the merger and (c) provides that, until the third anniversary of the effective date of the merger, the board of directors may amend, alter or repeal the sections of the by-laws relating to (i) Bret W. Wise's service as executive chairman of the board and Jeffrey T. Slovin's service as chief executive officer, (ii) the replacement, removal or alteration of responsibilities of the lead independent director and (iii) certain other governance matters concerning the combined company only by an affirmative vote of the greater of (A) at least 70% of the entire board of directors and (B) eight directors of the combined company;
- (2) to approve, on a non-binding advisory basis, specific compensatory arrangements between DENTSPLY and its named executive officers relating to the merger;
- (3) (4) to approve the DENTSPLY SIRONA Inc. 2016 Omnibus Incentive Plan (the Plan); and to approve any motion to adjourn the DENTSPLY special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger or the adoption of DENTSPLY's amended and restated certificate of incorporation.

Approval by DENTSPLY stockholders of the share issuance proposal and the proposal concerning adoption of DENTSPLY's amended and restated certificate of incorporation is required to complete the merger.

Sirona stockholders are being asked to vote on the following proposals:

- (1) to adopt the merger agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus;

TABLE OF CONTENTS

- (2) to approve, on a non-binding advisory basis, specific compensatory arrangements between Sirona and its named executive officers relating to the merger; and
  - (3) to approve any motion to adjourn the Sirona special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.
- Approval by Sirona stockholders of the proposal to adopt the merger agreement is required to complete the merger.

**Q: What vote is required to approve each proposal at the DENTSPLY Special Meeting?**

The issuance of shares of DENTSPLY common stock requires the affirmative vote of holders of a majority of the outstanding shares of DENTSPLY common stock present in person or represented by proxy at the DENTSPLY special meeting and entitled to vote on the proposal. Abstentions are treated the same as votes against the proposal. Failures to vote and broker non-votes, which are described below, will have no effect on the proposal, assuming a quorum is present.

Adoption of DENTSPLY's amended and restated certificate of incorporation requires the affirmative vote of holders of a majority of the outstanding shares of DENTSPLY common stock entitled to vote on the proposal. Failures to vote, abstentions and broker non-votes will have the effect of a vote against the proposal.

Approval, on a non-binding advisory basis, of specific compensatory arrangements between DENTSPLY and its named executive officers relating to the merger requires the affirmative vote of holders of a majority of the outstanding shares of DENTSPLY common stock present in person or represented by proxy at the DENTSPLY special meeting and entitled to vote on the proposal. Abstentions will have the effect of a vote against the proposal. Failures to vote and broker non-votes will have no effect on the proposal, assuming a quorum is present. Because the vote regarding these specific merger-related compensatory arrangements between DENTSPLY and its named executive officers is advisory only, it will not be binding on DENTSPLY or, following completion of the merger, the combined company. Accordingly, if the merger is completed, the DENTSPLY named executive officers will be eligible to receive the various merger-related compensation that may become payable in connection with the completion of the merger, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of the DENTSPLY stockholders.

Approval of the Plan requires the affirmative vote of holders of a majority of the outstanding shares of DENTSPLY common stock present in person or represented by proxy at the DENTSPLY special meeting and entitled to vote on the proposal. Abstentions will have the effect of a vote against the proposal. Failures to vote and broker non-votes will have no effect on the proposal, assuming a quorum is present. Approval of the Plan is not required to consummate the merger. However, the DENTSPLY board of directors has made the proposed implementation of the Plan contingent upon the consummation of the merger. If the merger is not consummated, then the Plan will not be implemented, even if approved by DENTSPLY's stockholders.

Approval of the proposal to adjourn the DENTSPLY special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger or the adoption of DENTSPLY's amended and restated certificate of incorporation requires the affirmative vote of holders of a majority of the outstanding shares of DENTSPLY common stock present in person or represented by proxy at the DENTSPLY special meeting and entitled to vote on the proposal. Abstentions will have the effect of a vote against the proposal. Failures to vote and broker non-votes will have no effect on the proposal, assuming a quorum is present.

**Q: What vote is required to approve each proposal at the Sirona Special Meeting?**

Adoption of the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of A: Sirona common stock entitled to vote on the proposal. Failures to vote, abstentions and broker non-votes will have the effect of a vote against the proposal.





TABLE OF CONTENTS

Approval, on a non-binding advisory basis, of specific compensatory arrangements between Sirona and its named executive officers relating to the merger requires the affirmative vote of holders of a majority of the issued and outstanding shares of Sirona common stock present in person or represented by proxy at the Sirona special meeting and entitled to vote on the proposal. Abstentions will have the effect of a vote against the proposal. Failures to vote and broker non-votes will have no effect on the proposal, assuming a quorum is present. Because the vote regarding these specific merger-related compensatory arrangements between Sirona and its named executive officers is advisory only, it will not be binding on Sirona or, following completion of the merger, the combined company. Accordingly, if the merger is approved and completed, the Sirona named executive officers will be eligible to receive the various merger-related compensation that may become payable in connection with the completion of the merger, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of the Sirona stockholders.

Approval of the proposal to adjourn the Sirona special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement requires the affirmative vote of holders of a majority of the issued and outstanding shares of Sirona common stock present in person or represented by proxy at the Sirona special meeting and entitled to vote on the proposal. Abstentions will have the effect of a vote against the proposal. Failures to vote and broker non-votes will have no effect on the proposal, assuming a quorum is present.

**Q: What constitutes a quorum at the special stockholders meetings?**

*DENTSPLY Stockholders:* Stockholders who hold shares representing at least a majority of the outstanding shares of common stock entitled to vote at the DENTSPLY special meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business at the DENTSPLY special meeting. The holders of a majority of the outstanding shares of common stock entitled to vote and present in person or represented by proxy at any meeting of DENTSPLY stockholders, whether or not a quorum is present, may adjourn such meeting to another time and place. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. No notice of an adjourned meeting need be given unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Abstentions will be included in the calculation of the number of shares of DENTSPLY common stock represented at the special meeting for purposes of determining whether a quorum has been achieved. However, broker non-votes, which are described below, will not be included in the calculation of the number of shares of DENTSPLY common stock represented at the special meeting for purposes of determining whether a quorum has been achieved.

*Sirona Stockholders:* Stockholders who hold shares representing at least a majority of the issued and outstanding shares of common stock entitled to vote at the Sirona special meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business at the Sirona special meeting. The holders of a majority of the outstanding shares of common stock entitled to vote and present in person or represented by proxy at any meeting of Sirona stockholders, whether or not a quorum is present, may adjourn such meeting to another time and place. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. No notice of an adjourned meeting need be given unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. The chairman of the Sirona special meeting shall also have the authority to recess and/or adjourn the Sirona special meeting for any reason.

Abstentions will be included in the calculation of the number of shares of Sirona common stock represented at the special meeting for purposes of determining whether a quorum has been achieved. However, broker non-votes, which

are described below, will not be included in the calculation of the

viii

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TABLE OF CONTENTS

number of shares of Sirona common stock represented at the special meeting for purposes of determining whether a quorum has been achieved.

**Q: How does the DENTSPLY board of directors recommend that DENTSPLY stockholders vote?**

The DENTSPLY board of directors has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable, fair to and in the best interests of DENTSPLY and its stockholders. The DENTSPLY board of directors unanimously recommends that the DENTSPLY stockholders vote FOR the proposal to approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger, FOR the proposal to adopt DENTSPLY's amended and restated certificate of incorporation, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between DENTSPLY and its named executive officers relating to the merger, FOR the proposal to approve the Plan and FOR the proposal to adjourn the DENTSPLY special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of DENTSPLY common stock to Sirona stockholders pursuant to the merger or the adoption of DENTSPLY's amended and restated certificate of incorporation.

**Q: How does the Sirona board of directors recommend that Sirona stockholders vote?**

The Sirona board of directors has unanimously determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable, fair to and in the best interests of Sirona and its stockholders. The Sirona board of directors unanimously recommends that Sirona stockholders vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between Sirona and its named executive officers relating to the merger and FOR the proposal to adjourn the Sirona special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

**Q: How do I vote if I am a stockholder of record?**

If you are a stockholder of record of DENTSPLY as of December 2, 2015, which is referred to as the DENTSPLY record date, or a stockholder of record of Sirona as of December 2, 2015, which is referred to as the Sirona record date, you may submit your proxy before your respective company's special meeting in one of the following ways:

use the toll-free number shown on your proxy card;

visit the website shown on your proxy card to vote via the Internet; or

complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

If you are a stockholder of record, you may also cast your vote in person at your respective company's special meeting.

If your shares are held in street name, through a broker, trustee or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Street name stockholders who wish to vote at the meeting will need to obtain a legal proxy form from their broker, trustee or other nominee.