

CONMED CORP
Form PREC14A
July 29, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

CONMED CORPORATION

(Name of Registrant as Specified In Its Charter)

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 - (1) Title of each class of securities to which transaction applies:

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PRELIMINARY COPY SUBJECT TO COMPLETION

CONMED CORPORATION

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of CONMED Corporation (the Company) will be held at the offices of the Company at 525 French Road, Utica, New York on Wednesday, September 10, 2014 at 3:30 p.m. (New York time), for the following purposes:

- (1) To elect eight directors to serve on the Company's Board of Directors;
- (2) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014;
- (3) To hold an advisory vote on executive compensation; and
- (4) To transact such other business as may properly be brought before the meeting or any adjournment or postponement thereof.

The shareholders of record at the close of business on July 22, 2014, are entitled to notice of, and to vote at the Annual Meeting or any adjournment or postponement thereof.

Even if you plan to attend the Annual Meeting in person, we request that you vote as soon as possible, by following the directions on your GOLD proxy card and voting via a toll-free telephone number, over the Internet or by marking, dating, signing and returning the enclosed GOLD proxy card in the enclosed self-addressed envelope so that your shares may be certain of being represented and voted at the meeting. GOLD proxy cards are being solicited on behalf of the Company's Board of Directors. Your vote will be especially important at the Annual Meeting. As you may know, Voce Catalyst Partners LP, Voce Capital LLC, Voce Capital Management LLC and J. Daniel Plants (collectively, Voce) filed preliminary proxy materials indicating that Voce (which, according to a supplement to its nomination notice to the Company, owned 93,438 shares of the Company's outstanding common stock as of July 22, 2014, representing approximately 0.34% of the Company's common stock based on 27,344,609 shares outstanding as of July 22, 2014) intends to nominate its own slate of director nominees for election as directors at the Annual Meeting in opposition to the Company's Board of Directors' recommended nominees. The Company's Board of Directors believes that Voce's actions are not in the best interests of the Company or its shareholders. **THE BOARD OF DIRECTORS URGES YOU NOT TO SIGN OR RETURN ANY WHITE PROXY CARD SENT TO YOU BY, OR ON BEHALF OF, VOCE.**

By Order of the Board of Directors,

Heather L. Cohen

Secretary

[], 2014

If you have any questions or require assistance with voting, please call:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, NY 10022

Shareholders May Call Toll Free at (888) 750-5834

Banks and Brokers May Call Collect at (212) 750-5833

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PRELIMINARY COPY SUBJECT TO COMPLETION

CONMED CORPORATION

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

SEPTEMBER 10, 2014

The enclosed GOLD proxy card is solicited by and on behalf of the Board of Directors of CONMED Corporation (the Company) for use at the Annual Meeting of Shareholders to be held on Wednesday, September 10, 2014, at 3:30 p.m. (New York time), at the offices of the Company at 525 French Road, Utica, New York, and any adjournment or postponement thereof (the Annual Meeting). The matters to be considered and acted upon at the Annual Meeting are described in the foregoing notice of the meeting and this proxy statement. This proxy statement, the related form of proxy and the Company's Annual Report on Form 10-K are being mailed on or about [], 2014, to all shareholders of record on July 22, 2014, which is the record date for the Annual Meeting. Shares of the Company's common stock, par value \$.01 per share (Common Stock), represented in person or by proxy will be voted as described in this proxy statement or as otherwise specified by the shareholder. Any proxy given by a shareholder may be revoked by the shareholder at any time prior to the voting of the proxy by executing and delivering a later-dated proxy, by delivering a written notice to the Secretary of the Company, or by attending the meeting and voting in person.

The persons named as proxies are Curt R. Hartman and Daniel S. Jonas, who are, respectively, the Interim Chief Executive Officer and the Executive Vice President, Legal Affairs & General Counsel of the Company. The cost of preparing, assembling and mailing the proxy, this proxy statement and other material enclosed, and all clerical and other expenses of the solicitation of proxies on the Company's behalf, will be borne by the Company. In addition to the solicitation of proxies on behalf of the Company by use of the mail, directors, officers and employees of the Company and its subsidiaries may solicit proxies for no additional compensation by telephone, telegram, e-mail or personal interview. The Company has engaged Innisfree M&A Incorporated to solicit proxies and to advise on certain matters relating to the anticipated contested Annual Meeting. The Company will pay Innisfree M&A Incorporated a fee not to exceed \$[] plus reasonable out-of-pocket expenses for their services. Innisfree M&A Incorporated expects that approximately 40 of its employees will assist in the solicitation. The Company also will request brokerage houses and other custodians, nominees and fiduciaries to forward soliciting material to the beneficial owners of Common Stock held of record by such parties and will reimburse such parties for their expenses in forwarding soliciting material.

The Company's expenses, including those of Innisfree M&A Incorporated, related to the solicitation of proxies in excess of those normally spent for an annual meeting of shareholders as a result of the potential proxy contest by Voce, and excluding salaries and wages of the Company's employees, are expected to be approximately \$[], of which approximately \$6,000 has been incurred to date.

Votes at the 2014 Annual Meeting will be tabulated by a representative of IVS Associates, Inc., which has been appointed by the Company's Board of Directors to serve as inspector of election.

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VOTING RIGHTS

The holders of record of the 27,344,609 shares of Common Stock outstanding on July 22, 2014 will be entitled to one vote for each share held on all matters coming before the meeting. The holders of record of a majority of the outstanding shares of Common Stock present in person or by proxy will constitute a quorum for the transaction of business at the meeting. Abstentions and broker non-votes as further described below will be counted for purposes of determining whether there is a quorum for the transaction of business at the meeting. Shareholders are not entitled to cumulative voting rights. Under the rules of the Securities and Exchange Commission, or the SEC, boxes and a designated blank space are provided on the proxy card for shareholders if they wish either to abstain on one or more of the proposals or to withhold authority to vote for one or more nominees for director. In accordance with New York State law, such abstentions are not counted in determining the votes cast at the meeting and therefore will have no effect.

With respect to Proposal (1) (election of directors), as a result of Voce's announced intention to propose alternative director nominees and assuming such nominees are in fact proposed for election at the meeting, the election of directors will be a contested election (when there are more nominees than available positions). In accordance with the Company's by-laws and Corporate Governance Principles, directors will be elected on a plurality basis, meaning that the eight director nominees who receive the greatest number of votes for at the meeting will be elected to the Board of Directors of the Company. Votes against, and votes withheld in respect of, a candidate will have no effect on the outcome of the election of directors except in the case of votes withheld to the extent they revoke earlier dated proxy cards.

Proposal (2) (independent registered public accounting firm) requires the affirmative vote of the holders of a majority of the votes cast at the meeting in order to be approved by the shareholders. Proposal (3) (advisory vote on executive compensation) requires the favorable vote of a majority of the votes cast at the meeting required for approval, on an advisory basis.

The Company's Board of Directors unanimously recommends that you vote your shares on the GOLD proxy card:

for all for the election of its nominees for directors of the Company as listed in Proposal (1);

for the ratification of the Audit Committee's appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm as described in Proposal (2); and

for , on an advisory basis, approval of the Company's executive compensation as described in Proposal (3). You may vote shares by proxy or in person using one of the following methods:

Voting by Internet. You can vote over the Internet using the directions on your **GOLD** proxy card by accessing the website address printed on the card.

Voting by Telephone. You can vote using the directions on your **GOLD** proxy card by calling the toll-free telephone number printed on the card.

Voting by Proxy Card. If you received your proxy materials by mail, you can vote by completing and returning your signed **GOLD** proxy card. To vote using your **GOLD** proxy card, please mark, date and sign the card and return it by mail in the accompanying postage-paid envelope. You should mail your signed proxy card sufficiently in advance for it to be received by Tuesday, September 9, 2014, one day prior to the Annual Meeting.

Voting in Person. You can vote in person at the Annual Meeting if you are the record owner of the shares to be voted. You can also vote in person at the Annual Meeting if you present a properly signed proxy that authorizes you to vote shares on behalf of the record owner.

If your shares are held in the name of a broker, bank or other nominee, you will receive instructions from such holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. If your shares are not registered in your own name and you plan to vote your shares in person at the Annual Meeting, you should contact your broker or agent to obtain a legal proxy or broker's proxy card and bring it to the Annual Meeting in order to vote.

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When properly executed, a proxy will be voted as specified by the shareholder. If no choice is specified by the shareholder submitting a GOLD proxy card, such shareholder's shares will be voted for all portions of Proposal (1), for all portions of Proposals (2) and (3) and in the proxies' discretion on any other matters coming before the meeting.

If the Annual Meeting is postponed or adjourned, a shareholder's proxy will remain valid and may be voted at the postponed or adjourned meeting. A shareholder will still be able to change or revoke the shareholder's proxy until it is voted.

While we do not know whether Voce will in fact solicit proxies or nominate persons for election as directors at the annual meeting, you may receive an opposing proxy statement and White proxy card and letters or other proxy solicitation materials from Voce or other persons or entities affiliated with Voce. The Company's Board of Directors urges you not to sign or return any White proxy card sent to you by, or on behalf of, Voce. Nominations made by Voce have NOT been endorsed by the Board of Directors. If you have any questions or need assistance voting, please contact the Company's proxy solicitor, Innisfree M&A Incorporated, toll free at (888) 750-5834 (banks and brokers may call collect at (212) 750-5833).

Under the rules of the New York Stock Exchange, Inc., which effectively govern the voting by any brokerage firm holding shares registered in its name or in the name of its nominee on behalf of a beneficial owner, for any brokerage account that receives proxy materials from both the Company and Voce in a contested election, each of Proposal (1) (election of directors), Proposal (2) (independent registered public accounting firm) and Proposal (3) (advisory vote on executive compensation) will be considered a non-discretionary item. In that case, if a shareholder does not submit any voting instructions to its brokerage firm, its shares will not be counted in determining the outcome of any of the proposals at the Annual Meeting and will not be counted for purposes of determining whether a quorum exists.

In an uncontested election, Proposal (1) (election of directors) and Proposal (3) (advisory vote on executive compensation) will still be considered non-discretionary items and shareholders who do not submit any voting instructions to their brokerage firm will not have their shares counted in determining the outcome of these proposals at the Annual Meeting. Proposal (2) (independent registered public accounting firm) will be considered a discretionary item upon which brokerage firms may vote in their discretion on behalf of their clients if such clients have received proxy materials only from the Company and have not furnished voting instructions within ten days prior to the Annual Meeting. If a shareholder's shares are voted on Proposal (2) (independent registered public accounting firm) as directed by its brokerage firm, such shares will constitute broker non-votes on each of the non-discretionary proposals and will not be counted in determining the outcome of Proposal (1) (election of directors) or Proposal (3) (advisory vote on executive compensation).

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PROPOSALS TO BE SUBMITTED AT THE ANNUAL MEETING

There are two proposals expected to be submitted for shareholder approval at the Annual Meeting and one proposal of an advisory nature. The first proposal concerns the election of directors. The second proposal concerns ratifying the appointment of PricewaterhouseCoopers LLP, as the Company's independent registered public accounting firm. The third proposal concerns the advisory vote on executive compensation. These proposals are more fully described below.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
2014 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD SEPTEMBER 10, 2014**

The Company's Proxy Statement for the 2014 Annual Meeting of Shareholders and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 are available at [http://\[\]](http://[]).

PROPOSAL ONE: ELECTION OF DIRECTORS

At the Annual Meeting, eight directors are to be elected to serve on the Company's Board of Directors. The shares represented by proxies will be voted as specified by the shareholder. If the shareholder signs and submits a GOLD proxy card but does not specify his or her choice, the shares will be voted in favor of the election of the nominees listed on the GOLD proxy card. Each director nominee listed below has consented to being named in this proxy statement and has agreed to serve if elected. The Company has no reason to believe that any Board-nominated director nominee will be unavailable or will decline to serve. In the event that any nominee should not continue to be available for election, however, the proxies will be voted for the election of such other persons as the Corporate Governance and Nominating Committee of the Board of Directors may recommend. The eight director nominees who receive the greatest number of votes for at the meeting will be elected to the Board of Directors of the Company, subject to the majority voting standard adopted by the Board of Directors and reflected in the Corporate Governance Principles, as described below, which will only apply if the election of directors is uncontested. Votes against, and votes withheld in respect of, a candidate will have no effect on the outcome of the election of directors except in the case of votes withheld to the extent they revoke earlier dated proxy cards. Shareholders are not entitled to cumulative voting rights.

Notwithstanding the plurality voting standard for election of directors, under Section IV of our Corporate Governance Principles, if the election of directors is uncontested, a director nominee who does not receive the vote of at least the majority of the votes cast with respect to such director's election or re-election is expected to tender his or her resignation to the Board of Directors. The Corporate Governance and Nominating Committee will recommend to the Board whether to accept or to reject the tendered resignation within 90 days after the certification of the election results. The Board will act on the resignation, taking into account the Corporate Governance and Nominating Committee's recommendation, and will publicly disclose the decision and the rationale behind it. If the Board does not accept the director nominee's resignation, the director will continue to serve until his or her successor is duly elected or any earlier resignation, removal or separation. If the Board accepts the director nominee's resignation, then the Board may, in its sole discretion, fill any resulting vacancy or decrease the size of the Board pursuant to our Certificate of Incorporation, by-laws and applicable corporate law.

The Board of Directors presently consists of ten directors. Bruce F. Daniels and Stuart J. Schwartz, both current Directors of the Company, have chosen not to stand for re-election. Directors hold office for terms expiring at the next annual meeting of shareholders and until their successors are duly elected and qualified. Each of the nominees proposed for election at the Annual Meeting is presently a member of the Board of Directors and, other than Brian Concannon, Charles M. Farkas, Curt. R. Hartman, Dirk M. Kuyper and Jerome L. Lande, each was elected by the

shareholders. The Company has a policy under which non-executive directors are expected to offer not to stand for reelection upon having completed 15 years of service as a director. For directors who have completed 15 years of service as a director during their terms, the expectation is that they will offer not to stand for reelection but will complete their terms. Notwithstanding the foregoing, the expected retirement can be waived if the Corporate Governance and Nominating Committee determines that there is good cause for such a waiver and that a waiver would be in the best interests of the Company. Executive directors are not subject to the 15-year tenure limit.

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The following table sets forth certain information regarding the members of, and nominees for, the Board of Directors:

NOMINEES FOR ELECTION AT THE 2014 ANNUAL MEETING

Name	Age	Served As Director Since	Principal Occupation or Position with the Company
Brian Concannon	56	2013	President and Chief Executive Officer of Haemonetics Corporation (NYSE: HAE); Director of the Company. As noted below, the Board of Directors has determined that Mr. Concannon is independent.
Charles M. Farkas	63	2014	Partner at Bain & Company; Director of the Company. As noted below, the Board of Directors has determined that Mr. Farkas is independent.
Jo Ann Golden	66	2003	Retired partner of Dermody, Burke and Brown, CPAs, LLC (accountants); Director of the Company; Director of the Bank of Utica. As noted below, the Board of Directors has determined that Ms. Golden is independent, and is an audit committee financial expert.
Curt R. Hartman	50	2014	Interim Chief Executive Officer of the Company; Director of the Company; former Interim Chief Executive Officer and Vice President, Chief Financial Officer of Stryker. As noted below, prior to Mr. Hartman's appointment as Interim CEO, the Board of Directors had determined that he was independent.
Dirk M. Kuyper	57	2013	President and CEO of Illuminoss Medical; former President and CEO of Alphatec Spine (NASDAQ: ATEC); Director of the Company. As noted below, the Board of Directors has determined that Mr. Kuyper is independent.
Jerome J. Lande	38	2014	Managing Partner of Coppersmith Capital; formerly a Partner at MCM Capital Management; Director of the Company. As noted below, the Board of Directors has determined that Mr. Lande is independent.
Stephen M. Mandia	49	2002	President of Mandia International Trading Corp.; Chairman of the Board of Directors of Sovena USA, formerly East Coast Olive Oil Corp. and now a subsidiary of Sovena Group; former Chairman of the Board of Eva Gourmet; Director of the Company. As noted below, the Board of Directors has determined that Mr. Mandia is independent.
Mark E. Tryniski	53	2007	

President and Chief Executive Officer of Community Bank System, Inc. (NYSE: CBU); former partner of PricewaterhouseCoopers LLP; Chairman of the Board of the Company and previous Lead Independent Director; Director of the Independent Bankers Association of New York State. As noted below, the Board of Directors has determined that Mr. Tryniski is independent, and is an audit committee financial expert.

More information concerning the directors and nominees is set forth below under the heading Corporate Governance Matters Directors, Executive Officers, Other Company Officers and Nominees for the Board of Directors.

The Board of Directors unanimously recommends a vote FOR ALL for this proposal.

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BACKGROUND OF THE SOLICITATION

In June 2013, consistent with the Company's commitment to engage in regular dialogue with its shareholders, Robert Shallish, Jr., the Company's Chief Financial Officer (CFO), accepted a request by Voce for a conference call to discuss general investor relations matters. To that end, Mr. Shallish spoke with two Voce representatives on June 12, 2013 and participated in two follow-up conversations with Voce representatives on July 19, 2013 and August 1, 2013.

On August 28, 2013, Mr. Shallish and Luke Pomilio, the Company's Vice President, Controller and Corporate General Manager, hosted two Voce representatives for a meeting at the Company's headquarters in Utica, New York.

On September 12, 2013, Mr. Joseph Corasanti, at the time the Company's President and Chief Executive Officer (CEO), and Mr. Shallish met with a representative of Voce during an investor conference in New York, New York.

On October 1, 2013, a representative of Voce attended an investor luncheon with Mr. J. Corasanti and Mr. Shallish in San Francisco, California.

On November 4, 2013, the Company's Board of Directors received a letter from Voce, which Voce also issued as a press release that day, criticizing the Company's governance and performance, demanding that the Company pursue strategic alternatives and stating that Voce was preserving the full range of options at [its] disposal .

In response, on November 12, 2013, Mr. Mark Tryniski, who at the time was the Company's Lead Independent Director, sent a letter to Voce reiterating the Company's openness to communicating with shareholders and to evaluating value-enhancing opportunities. Mr. Tryniski also called attention to the Company's strong operating performance, highlighting the Company's generation of cash from operating activities equating to a 12.3% return on sales since January 2011, as well as its recent earnings growth, increase in margins and reduction of overhead costs. In addition, Mr. Tryniski noted that the Company had delivered strong shareholder returns, including by paying a regular cash dividend and by effectuating over \$63 million in share repurchases over the previous three years.

On December 11, 2013, Mr. Tryniski met with a Voce representative in New York, New York.

On February 11, 2014, Voce issued a press release disclosing that it intended to nominate a slate of four director nominees for election to the Company's Board of Directors at the Annual Meeting. The following week, on February 19, 2014, Voce filed a preliminary proxy statement.

On February 25, 2014, the Company entered into an agreement with a significant shareholder of approximately 6.0% of the outstanding Common Stock, Coppersmith Capital Management, LLC, and certain of its affiliates (the Coppersmith Nomination and Standstill Agreement), pursuant to which, among other things, Jerome Lande, Managing Partner of Coppersmith Capital, and Curt Hartman, former Interim CEO and CFO of Stryker Corporation, were appointed to its Board of Directors, effective March 1, 2014. Also on February 25, pursuant to the Coppersmith Nomination and Standstill Agreement, Mr. Eugene Corasanti stepped down as Chairman of the Board and the Company's Board of Directors appointed Mr. Tryniski as its new Chairman.

On February 27, 2014, the Company's Board of Directors received a letter from Voce, which Voce also issued as a press release that day, in which Voce commented on the Coppersmith Nomination and Standstill Agreement.

On March 12, 2014, the Company received a notice from Voce declaring its intention to nominate a slate of five director nominees, James W. Green, Alan L. Kaganov, Joshua H. Levine, Jeffrey M. Nugent, and J. Daniel Plants, for election to the Company's Board of Directors at the 2014 Annual Meeting.

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On March 14, 2014, the Company issued a press release confirming its receipt of Voce s notice and announcing that it had determined to postpone the record and meeting dates for the 2014 Annual Meeting.

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Also on March 14, 2014, the Company's legal counsel contacted Voce's legal counsel to inquire whether Voce would be willing to enter into a confidentiality agreement with the Company in order to engage in potential settlement discussions. Voce declined the Company's offer to sign a confidentiality agreement or have settlement discussions.

On March 24, 2014, the Company's Board of Directors received a non-public letter from Voce, in which Voce expressed disapproval with the Company's decision to postpone the record and meeting dates for the 2014 Annual Meeting.

On May 23, 2014, the Company's Board of Directors received another non-public letter from Voce, in which Voce objected to the fact that the record and meeting dates for the 2014 Annual Meeting had not yet been rescheduled and commented on the Company's strategic alternatives.

On June 2, 2014, the Company issued a press release announcing that it had scheduled the 2014 Annual Meeting for Wednesday, September 10, 2014, and that Company shareholders of record at the close of business on July 15, 2014 would be entitled to vote at the 2014 Annual Meeting. On June 8, 2014, the Company changed the record date for the 2014 Annual Meeting to July 22, 2014.

On June 29, 2014, the Company received a notice from Voce declaring its intention to nominate a slate of four director nominees, James W. Green, Alan L. Kaganov, Joshua H. Levine and J. Daniel Plants, for election to the Company's Board of Directors at the 2014 Annual Meeting and indicating that Voce holds 45,188 shares (including 3,100 shares directly owned by J. Daniel Plants), or 0.17%, of the outstanding Common Stock as of July 22, 2014. The notice of nomination also indicated that, as of June 29, 2014, Voce's other director nominees, James W. Green, Alan L. Kaganov and Joshua H. Levine, owned 450, 300 and 28,750 shares of Common Stock, respectively.

On July 23, 2014, and in follow-up communications between the Company and Voce over the course of July 24 and 25, 2014, the Company offered to nominate Voce's nominee, Joshua Levine, to the Company's Board. Voce rejected the Company's offer and insisted that J. Daniel Plants, Voce's Managing Partner, also be included as one of the Company's director nominees as part of any settlement agreement.

On July 24, 2014, the Company received a supplement to Voce's notice of nomination in connection with the 2014 Annual Meeting indicating that it now holds 93,438 shares (including 3,100 shares directly owned by J. Daniel Plants), or 0.34%, of the outstanding Common Stock as of July 22, 2014. The supplement also indicated that, as of July 22, 2014, Voce's other director nominees, James W. Green, Alan L. Kaganov and Joshua H. Levine, owned 450, 300 and 33,750 shares of Common Stock, respectively. Also on July 24, 2014, the Company received a demand from Voce to inspect the record of the Company's shareholders pursuant to Section 624 of the New York Business Corporation Law.

As of the date hereof, the Company and Voce have not had any other material contact.

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PROPOSAL TWO: INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The independent registered public accounting firm for the Company has been PricewaterhouseCoopers LLP since 1982. The Audit Committee appointed PricewaterhouseCoopers LLP to be nominated as our independent registered public accounting firm for 2014, subject to shareholder ratification.

Unless otherwise specified, shares represented by proxies will be voted for the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2014. Neither our certificate of incorporation nor our by-laws require that the shareholders ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm. We are doing so because we believe it is a matter of good corporate governance. If the shareholders do not ratify the appointment, the Audit Committee will reconsider whether to retain PricewaterhouseCoopers LLP, but may elect to retain them. Even if the appointment is ratified, the Audit Committee in its discretion may change the appointment at any time during the year if it determines that such change would be in the best interests of the Company and its shareholders.

Representatives of PricewaterhouseCoopers LLP are expected to be present at the meeting. Those representatives will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The affirmative vote of the holders of a majority of votes cast at the meeting is necessary for the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the Company for 2014.

The Board of Directors unanimously recommends a vote FOR this proposal.

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PROPOSAL THREE: ADVISORY VOTE ON EXECUTIVE COMPENSATION

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act), the Board requests your advisory vote on executive compensation.

The Compensation Discussion and Analysis (CD&A) beginning on page 24 describes the Company s compensation philosophy and pay practices relative to the Named Executive Officers (NEOs). As described in the CD&A, compensation paid to the NEOs is heavily influenced by the Company s financial performance, balancing the incentives to drive short-term and long-term goals. Further, the Compensation Committee and the Board of Directors believe the Company s compensation policies, procedures and philosophy serve to attract, retain, and motivate the NEOs to achieve value for our shareholders.

The Board encourages shareholders to read the CD&A for a more complete description of the Company s executive compensation policies and practices, as well as the Summary Compensation Table and other related compensation tables and narratives. The Compensation Committee and the Board of Directors believe the Company s policies and procedures are effective in achieving our goals and that the compensation of our Named Executive Officers reported in this proxy statement reflects and supports these compensation policies and procedures.

Accordingly, we are asking shareholders to approve the following non-binding resolution:

RESOLVED, that the shareholders of the Company approve, on an advisory basis, the compensation of the Company s Named Executive Officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables and narrative disclosure in the Proxy Statement.

This advisory resolution, commonly referred to as a say-on-pay resolution, is non-binding on the Board of Directors. Although non-binding, the Compensation Committee and the Board of Directors will review the voting results when evaluating our executive compensation programs.

The Board of Directors unanimously recommends a vote FOR this advisory resolution.

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OTHER BUSINESS

Management knows of no other business that will be presented for consideration at the Annual Meeting, but should any other matters be brought before the meeting, it is intended that the persons named in the accompanying GOLD proxy card will vote such proxy at their discretion.

SHAREHOLDER PROPOSALS FOR 2015 ANNUAL MEETING

Any shareholder desiring to present a proposal to the shareholders at the 2015 Annual Meeting, which currently is expected to be scheduled on or about May 21, 2015, and who desires that such proposal be included in the Company's proxy statement and proxy card relating to that meeting, must transmit that proposal to the Company so that it is received by the Company at its principal executive offices on or before [], 2014. All such proposals should be in compliance with applicable SEC regulations. The Company's Corporate Governance and Nominating Committee will consider nominees for election as directors who are proposed by shareholders if the following procedures are followed. Shareholders wishing to propose matters for consideration at the 2015 Annual Meeting or to propose nominees for election as directors at the 2015 Annual Meeting must follow specified advance notice procedures contained in the Company's by-laws, a copy of which is available on request to the General Counsel of the Company, c/o CONMED Corporation, 525 French Road, Utica, New York 13502 (Telephone (315) 797-8375). As of the date of this proxy statement, shareholder proposals, including director nominee proposals, must comply with the conditions set forth in Sections 1.13 and 2.10 of the Company's by-laws, as applicable, and to be considered timely, notice of a proposal must be received by the Company between February 20, 2015 and March 22, 2015.

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CORPORATE GOVERNANCE MATTERS

DIRECTORS, EXECUTIVE OFFICERS, OTHER COMPANY OFFICERS AND

NOMINEES FOR THE BOARD OF DIRECTORS

Directors

BRIAN CONCANNON (age 56) has served as a Director of the Company since July 2013. Mr. Concannon is the President and CEO of Haemonetics Corporation, a publicly traded company (NYSE: HAE) headquartered in Braintree, Massachusetts, that provides blood management technologies and services to hospitals, blood collectors and plasma biopharmaceutical companies worldwide. He joined Haemonetics in 2003 as the President, Patient Division and was promoted to President, Global Markets in 2006. In 2007, Mr. Concannon was promoted to Chief Operating Officer and in April 2009, Mr. Concannon was promoted to President and Chief Executive Officer, and elected to the Haemonetics board of directors. Immediately prior to joining the Company, Mr. Concannon was the President, Northeast Region, for Cardinal Health Medical Products and Services where he was employed since 1998. From 1985 to 1998, he was employed by American Hospital Supply Corporation, Baxter Healthcare Corp and Allegiance Healthcare in a series of sales and operations management positions of increasing responsibility. He has served in leadership roles within the healthcare industry for more than 25 years. Mr. Concannon is also a member of the board of directors of South Shore Health & Educational Corporation since January 2014 and is the Chairman of the Board of My Brother's Keeper. Mr. Concannon is a 1979 graduate of West Point. The Board of Directors has determined that Mr. Concannon is independent within the meaning of the rules of the Securities and Exchange Commission.

Mr. Concannon's qualifications for election to CONMED's Board include his experience as an active CEO and director of a publicly-traded medical device company, and the former president of a distribution company. Mr. Concannon offers industry experience from a sales and marketing perspective. He has the ability and willingness to serve on a Board, and the correct fit to work in a collegial manner with the other directors.

CHARLES M. FARKAS (age 63) has served as a Director of the Company since July 23, 2014. Mr. Farkas is a Senior Partner at consulting firm Bain & Company with more than 35 years of experience advising chief executives and senior managers in a wide variety of industries on issues critical to long-term success. He has served as the global leader of Bain & Company's Financial Services practice, the North American head of Bain's Healthcare practice and as the managing director of Bain Canada. Prior to working at Bain, Mr. Farkas received a Bachelor of Arts degree from Princeton University and a Masters in Business Administration from Harvard Business School. Mr. Farkas is also on the Board of Harvard Medical School and is a Corporator of Partners Healthcare. The Board of Directors has determined that Mr. Farkas is independent.

Mr. Farkas' qualifications for election to CONMED's Board include his decades of consulting experience advising chief executives and senior management regarding business strategy in a variety of industries. Mr. Farkas is a highly-respected leader with a strong academic background, and he offers the other directors new strategic and governance perspectives, drawing on his vast experience inside and outside the healthcare industry.

Mr. Farkas was appointed to the Company's Board of Directors pursuant to an agreement the Company entered into with Coppersmith Capital Management, LLC and certain of its affiliates that is further described under the heading Corporate Governance and Nominating Committee Report and in Annex A to this proxy statement under the heading Miscellaneous Information Concerning Participants.

JO ANN GOLDEN (age 66) has served as a Director of the Company since May 2003. Ms. Golden is a certified public accountant and through her retirement in July 2012 was the managing partner of the New Hartford, New York office of Dermody Burke and Brown, CPAs, LLC, an accounting firm. Ms. Golden is also a member of the Board of Directors of the Bank of Utica, serving in this role since December 2009, and as Chair of the Audit & Examining Committee since 2010. Ms. Golden is a past President of the New York State Society of Certified Public Accountants (the State Society), having served previously as the Secretary and Vice President of the State Society. In addition, Ms. Golden was a president of the New York State Society's Foundation for Accounting Education. Ms. Golden served as a member of the governing Council of the American Institute of Certified Public Accountants (AICPA), and was a member of the AICPA's Global Credential Survey Task Force in 2001.

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Ms. Golden holds a B.A. from the State University College at New Paltz, and a B.S. in Accounting from Utica College of Syracuse University. The Board of Directors has determined that Ms. Golden is independent, and that she is an audit committee financial expert, within the meaning of the rules of the Securities and Exchange Commission.

Ms. Golden's qualifications for election to CONMED's Board include her financial and accounting expertise, acquired through her experience as the managing partner of Dermody, Burke and Brown, CPAs as well as her vast service to the State Society. Ms. Golden's experience and background with a professional accounting firm bring a different perspective to the Board than that offered by other directors.

CURT R. HARTMAN (age 50) has served as Interim Chief Executive Officer of the Company since July 23, 2014, and as a Director of the Company since March 1, 2014. He had a twenty-two year career at Stryker Corporation (Stryker) from 1990 through February 2013. Most recently, he served as the Interim Chief Executive Officer of Stryker from February 2012 to October 2012. Prior to this role, Mr. Hartman was the Vice President, CFO of Stryker from April 2009 to October 2012. Mr. Hartman has a Bachelor of Science degree in Aerospace Engineering from the University of Michigan and a Harvard AMP Program Certificate from Harvard Business School. Prior to Mr. Hartman's appointment as Interim CEO, the Board of Directors had determined that he was independent.

Mr. Hartman's qualifications for election to CONMED's Board include his vital role as Interim Chief Executive Officer of the Company, as well as his experience as a former CFO of a publicly-traded medical device company in the orthopedic space. He offers industry experience from both an operational and a financial perspective. Mr. Hartman is believed to have the ability and willingness to commit adequate time to the Board, and his long-term tenure at Stryker suggests that he has been able to work with others, and will be able to work in a collegial manner with the other directors.

Mr. Hartman was appointed to the Company's Board of Directors pursuant to an agreement the Company entered into with Coppersmith Capital Management, LLC, certain of its affiliates and Mr. Hartman that is further described under the heading Corporate Governance and Nominating Committee Report and in Annex A to this proxy statement under the heading Miscellaneous Information Concerning Participants.

DIRK M. KUYPER (age 57) has served as a Director of the Company since July 2013. Mr. Kuyper is the President and CEO of Illuminoss Medical, Inc., a privately-held medical device company specializing in minimally invasive, patient customized orthopedic implants for the treatment of bone fractures. Prior to joining Illuminoss in April 2013, Mr. Kuyper served as a consultant for a number of medical device companies including Benvenue Medical, Inc. From June 2007 to August 2012, Mr. Kuyper served as the President & CEO, and President of Global Commercial Operations, and as a member of the board of directors, of Alphatec Spine, Inc. (NASDAQ: ATEC). Prior to his work for Alphatec, Mr. Kuyper served in several executive capacities including as President and as Executive Vice President and Chief Operating Officer for Aesculap, Inc.'s North American operations in Center Valley, Pennsylvania. Mr. Kuyper has a Bachelor's of Science degree from the University of Miami. The Board of Directors has determined that Mr. Kuyper is independent within the meaning of the rules of the Securities and Exchange Commission.

Mr. Kuyper's qualifications for election to CONMED's Board include his experience as an active CEO of a smaller, entrepreneurial medical device company, as the former CEO of a publicly-traded medical device company, and the former president of a large medical device company. Mr. Kuyper offers industry experience from a sales and marketing perspective. Based on discussions and experience on the Board, he has the ability and willingness to serve on a Board, and the correct fit to work in a collegial manner with the other directors.

JEROME J. LANDE (age 38) has served as a Director of the Company since March 1, 2014. He is the Managing Partner of Coppersmith Capital which he co-founded in April 2012. Previously, Mr. Lande was a partner at MCM

Capital Management, LLC (MCM), from January 2006 until February 2012, and served as an Executive Vice President at MCM from January 2005 until he left the company. MCM was the general partner of MMI Investments, L.P., a small-cap deep value fund where Mr. Lande was responsible for all areas of portfolio management. He served as a Vice President of MCM from February 2002 to January 2005 and as an Associate from January 1999 to February 2002. Mr. Lande served as Corporate Development Officer of Key Components, Inc., a global diversified industrial manufacturer that was formerly an SEC reporting company, from January 1999

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until its acquisition by Actuant Corporation in February 2004. Mr. Lande holds a B.A. from Cornell University. The Board of Directors has determined that Mr. Lande is independent within the meaning of the rules of the Securities and Exchange Commission.

Mr. Lande's qualifications for election to CONMED's Board include his experience as an investor in CONMED and in other stocks. He offers a shareholder-centric perspective which is unique to the Board to some degree, as all Directors own stock in the Company. Mr. Lande's contacts and familiarity with investor and shareholder matters is unique on the Board. Mr. Lande is believed to have the ability and willingness to commit adequate time to the Board and Committee meetings. Mr. Lande is believed, based on the manner in which he approached the Board and was appointed as a director, as well as his contributions to the Board thus far, to be able to work in a collegial manner with the other directors, and his experience and background bring a different perspective to the Board than that offered by other directors.

Mr. Lande was appointed to the Company's Board of Directors pursuant to an agreement the Company entered into with Coppersmith Capital Management, LLC, certain of its affiliates and Mr. Hartman that is further described under the heading Corporate Governance and Nominating Committee Report and in Annex A to this proxy statement under the heading Miscellaneous Information Concerning Participants.

STEPHEN M. MANDIA (age 49) has served as a Director of the Company since July 2002. Mr. Mandia is the President of Mandia International Trading Corp. He has served as Chairman of the Board of Directors of Sovena USA, formerly East Coast Olive Oil Corp., and now a subsidiary of Sovena Group since January 1, 2010. Mr. Mandia also served as the Chairman of the Board of Eva Gourmet, LLC until June 2014. He previously served as Chief Executive Officer of Sovena USA from 1991 to December 31, 2009. Mr. Mandia holds a B.S. Degree from Bentley College, located in Waltham, Massachusetts, having also undertaken undergraduate studies at Richmond College in London. The Board of Directors has determined that Mr. Mandia is independent within the meaning of the rules of the Securities and Exchange Commission.

Mr. Mandia's qualifications for election to CONMED's Board include his experience as the founder and Chief Executive Officer of a privately-held company which he grew into the largest importer of olive oil in the United States. Likewise, his exposure to and familiarity with conducting business in multiple countries and cultures outside the United States, as well as his experience with managing employees and growth, offers insights and perspectives that are unique on the Board.

MARK E. TRYNISKI (age 53) has served as a Director of the Company since May 2007 and was the Lead Independent Director from May 2009 until he became Chairman of the Board on February 25, 2014. He is the President and Chief Executive Officer of Community Bank System, Inc. (NYSE: CBU), where he served as Executive Vice President and Chief Operating Officer from February 2004 through August 2006. From June 2003 through February 2004, Mr. Tryniski was the Chief Financial Officer. Prior to joining Community Bank in June 2003, Mr. Tryniski was a partner with PricewaterhouseCoopers LLP. Mr. Tryniski also serves on the Board of Directors of the New York Bankers Association as well as the Independent Bankers Association of New York State. Mr. Tryniski holds a B.S. degree from the State University of New York at Oswego. The Board of Directors has determined that Mr. Tryniski is independent, and that he is an audit committee financial expert, within the meaning of the rules of the Securities and Exchange Commission.

Mr. Tryniski's qualifications for election to CONMED's Board include his extensive experience as an active Chief Executive Officer of a public financial institution as well as his financial and accounting expertise acquired through his experience as an audit partner with PricewaterhouseCoopers LLP. His exposure to, and familiarity with, banking and financial matters offers a number of contacts and level of familiarity with financial matters that is unique on the

Board. Further, his experience engaging with shareholders makes him well-suited to serve in the role of Chairman of the Board.

Bruce F. Daniels and Stuart J. Schwartz, both current Directors of the Company, have chosen not to stand for re-election at the Annual Meeting.

The Board of Directors has determined that Messrs. Concannon, Daniels, Farkas, Kuyper, Lande, Mandia and Tryniski, and Ms. Golden and Dr. Schwartz, have no material relationship with the Company and are independent under the standards of the NASDAQ Stock Market. The independent directors meet in executive session after at least two Board meetings each year.

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The Company's Directors are elected at each annual meeting of shareholders and serve until the next annual meeting and until their successors are duly elected and qualified. Mr. Hartman's employment is subject to an employment arrangement that expires on the date that a permanent CEO commences employment. For a detailed description of Mr. Hartman's employment arrangements, see the Current Report on Form 8-K filed by the Company on July 23, 2014. The Company's officers are appointed by the Board of Directors and, except as set forth below, hold office at the will of the Board of Directors.

Executive Officers

WILLIAM W. ABRAHAM (age 82) joined the Company in May 1977 as General Manager. He served as the Company's Vice President, Manufacturing and Engineering from June 1983 until October 1989. In November 1989, he was named Executive Vice President serving in a number of senior management roles including business development. In March 2013, Mr. Abraham's title was changed to Executive Vice President, Business Development. Mr. Abraham holds a B.S. degree in Industrial Management from Utica College of Syracuse University. Mr. Abraham has announced that he will retire from the Company no later than September 30, 2014 after 37 years of trusted service. The Company will conduct a search for Mr. Abraham's successor as Executive Vice President of Business Development.

HEATHER L. COHEN (age 41) joined the Company in October 2001 as Associate Counsel and has served as Deputy General Counsel since March 2002 and as the Company's Secretary since March 2008. In June 2008, Ms. Cohen was also named the Vice President of Corporate Human Resources. In March 2013, Ms. Cohen's title was changed to Executive Vice President, Human Resources, Deputy General Counsel and Secretary. Prior to joining the Company, Ms. Cohen was an Associate Attorney with the law firm Getnick Livingston Atkinson Gigliotti & Priore, LLP from 1998 to 2001. Ms. Cohen holds a B.A. in Political Science and Education from Colgate University and a J.D. from Emory University. Ms. Cohen is the sister-in-law-by-marriage of Joseph J. Corasanti, the former Chief Executive Officer, and former President and Director of the Company in that Ms. Cohen's husband is the brother of the wife of Joseph J. Corasanti, who is the son of Eugene R. Corasanti, former Director of the Company and Vice Chairman of the Company.

JOSEPH G. DARLING (age 56) joined the Company in May 2008 as a member of the executive team and in July 2011 was named Vice President, Corporate Commercial Operations with responsibility for corporate sales, marketing and research activities. In March 2013, Mr. Darling's title was changed to Executive Vice President, Commercial Operations. Prior to joining the Company, Mr. Darling served in a number of management roles at Smith & Nephew, Inc. from October 2005 through April 2008 where he most recently was Senior Vice President & General Manager and a member of the executive leadership team for the sports medicine business unit within the Endoscopy division. Prior to Smith & Nephew, Mr. Darling served Baxter International, Inc. in a number of increasingly senior positions from May 1999 to October 2005. Additionally, Mr. Darling held a variety of senior sales and marketing positions with Abbott Laboratories Pharmaceutical Products Division and Wyeth-Ayerst Laboratories from 1983 to 1999. Mr. Darling holds a B.A. degree in Political Science from Syracuse University Maxwell School of Citizenship.

DANIEL S. JONAS (age 50) joined the Company as General Counsel in August 1998 and in addition became the Vice President-Legal Affairs in March 1999. In March 2013, Mr. Jonas' title was changed to Executive Vice President, Legal Affairs & General Counsel. Mr. Jonas is also the Chairman of MedTech Association, Inc. Prior to his employment with the Company, Mr. Jonas was a partner with the law firm of Harter, Secrest & Emery, LLP in Syracuse from January 1998 to August 1998, having joined the firm as an Associate Attorney in 1995. Mr. Jonas holds an A.B. degree from Brown University and a J.D. from the University of Pennsylvania Law School.

GREGORY R. JONES (age 60) joined the Company in June 2008 as Vice President, Regulatory Affairs & Quality Assurance and became Vice President of Corporate Quality Assurance/Regulatory Affairs in February 2009. In March 2013, Mr. Jones' title was changed to Executive Vice President, Quality Assurance/Regulatory Affairs. Prior to joining CONMED, Mr. Jones was Senior Vice President, Regulatory Affairs & Quality Assurance and a member of the Executive Management team with Power Medical Interventions (PMI) from November 2003 to May 2008. Prior to joining PMI, Mr. Jones spent 14 years from 1989 to 2003 in increasingly senior RA/QA management positions at Ethicon, a Johnson & Johnson Company, ultimately serving as the Worldwide Director, Regulatory Affairs & Quality Assurance for Ethicon's GYNECARE division from 2001 to 2003. Mr. Jones holds a B.A. degree in Sociology from Geneva College.

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LUKE A. POMILIO (age 49) joined the Company as Controller in September 1995. Subsequently, Mr. Pomilio assumed additional responsibility for certain corporate functions including worldwide operations and select administrative functions. In May 2009, Mr. Pomilio was promoted to Vice President, Controller and Corporate General Manager. In March 2013, Mr. Pomilio's title was changed to Executive Vice President, Controller and Corporate General Manager. Prior to his employment with the Company, Mr. Pomilio was employed as a manager with Price Waterhouse LLP. Mr. Pomilio is a certified public accountant and graduated with a B.S. degree in Accounting from Clarkson University.

ROBERT D. SHALLISH, Jr. (age 65) joined the Company as Chief Financial Officer and Vice President-Finance in December 1989 and has also served as an Assistant Secretary since March 1995. In March 2013, Mr. Shallish's title was changed to Executive Vice President, Finance & Chief Financial Officer. Prior to this, he was employed as Controller of Genographics Corporation in Syracuse, New York since 1984. He was employed by Price Waterhouse LLP from 1972 through 1984 where he most recently served as a senior manager. Mr. Shallish is a certified public accountant and graduated with an A.B. degree in Economics from Hamilton College. He holds a Master's degree in Accounting from Syracuse University.

Other Company Officers

TERENCE M. BERGE (age 44) joined the Company in June 1998 as Assistant Corporate Controller and has served as the Company's Treasurer since March 2008. In March 2013, Mr. Berge's title was changed to Corporate Vice President, Treasurer and Assistant Controller. Prior to joining the Company, Mr. Berge was employed by Price Waterhouse LLP from 1991 through 1998 where he served most recently as an audit manager. Mr. Berge is a certified public accountant and holds a B.S. degree in Accounting from the State University of New York at Oswego.

MARK SNYDER (age 61) joined the Company as Group Director, Manufacturing in January 1986. He was named Vice President of Manufacturing Operations in September 1992 and Vice President, Global Operations & Supply Chain in June 2010. In March 2013, Mr. Snyder's title was changed to Executive Vice President, Manufacturing Operations & Supply Chain. Prior to joining the company, he was employed by Price Waterhouse LLP since 1984 in the Management Consulting Services group where he was Manager of Manufacturing Services. In 1980 he joined the Management Information Systems group with National Supply Company and served as a Systems Project Leader. Mr. Snyder graduated with a B.A. degree in Philosophy from Temple University, and holds an M.B.A. from the University of Houston.

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**MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEES, LEADERSHIP STRUCTURE
AND RISK OVERSIGHT**

During 2013, the full Board of Directors met eight times in person or by telephone conference. Each director attended 100% of the total 2013 full board meetings.

The Board of Directors has a leadership structure with a Chairman, whose role is to set an agenda for meetings and to preside at the meetings of the full Board of Directors. The Board has also decided, for the time being, to spread the work of positions as chairs of the three (3) Board committees. The role of the Lead Independent Director was to preside at meetings of the independent directors, and to be a spokesperson for the independent directors both to the Chairman and to the CEO, and, as appropriate, to shareholders and other stakeholders. Effective February 25, 2014, Mr. Tryniski, the former Lead Independent Director of the Company, became the Chairman of the Board and therefore the Lead Independent Director position was no longer required. The Board has opted to separate the roles of the Chairman and the CEO at this time. While the Board may change this structure in the future, the separation of the roles is believed to be appropriate at this time to allow the Chairman to focus on corporate governance and succession planning while the CEO can simultaneously focus on the management of the Company's operations. The Board also based, in part, its decision to split the Chairman and CEO role upon feedback from our shareholders.

The role of the Board of Directors with respect to oversight of risk is to review at least annually a risk management matrix maintained by management, with the CEO to inform the Board of any changes to the matrix during the course of the year, or to alert the Board to any significant risks or any risks requiring changes to the matrix during the course of the year as they arise.

Board Committees:

The Company's Board of Directors currently has three standing committees: the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. Members of the individual committees through February 28, 2014 are named below:

Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee
Bruce F. Daniels,	Stuart J. Schwartz,	Stephen M. Mandia,
Chair	Chair	Chair
Jo Ann Golden	Bruce F. Daniels	Brian Concannon
Mark E. Tryniski	Dirk M. Kuyper	Stuart J. Schwartz
	Stephen M. Mandia	Mark E. Tryniski