

SIRONA DENTAL SYSTEMS, INC.

Form 425

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Subject Company: Sirona Dental Systems, Inc.

Commission File No. 000-22673

**DATE:** September 15, 2015

**TO:** All DENTSPLY Associates

**FROM:** Bret Wise

**SUBJECT:** DENTSPLY Sirona Merger

This evening, we announced the most significant transaction in our 116 year history – the merger of DENTSPLY with Sirona, to form the largest manufacturer of dental products and technologies in the world. This transaction combines our world class consumable platforms with the leader in dental equipment, which will result in a combined company better positioned to capitalize on the rapidly expanding market for digital dentistry. The combination unites our \$2.7 billion in annual sales with Sirona's \$1.1 billion in sales to form a new Company with combined sales of close to \$4 billion. More importantly, it will create a stronger platform for both companies to continue to expand the technologies we can offer our customers and improve patient care throughout the globe.

This is truly a merger of two very strong companies. DENTSPLY, with over 115 years of leading the dental consumable markets has a long history of success serving the needs of the dental community. Sirona, likewise, has a history of more than a century, providing leading dental equipment technologies, including their innovative digital platform, CEREC. They are a leader in digital imaging, dental treatment centers (including dental chairs), and dental instruments. This platform is very complementary to DENTSPLY's consumable platforms.

The new Company will be known as DENTSPLY Sirona and will have its global headquarters in York, Pennsylvania. Like DENTSPLY, Sirona has a significant presence in Europe, and we will have our international headquarters located in Salzburg, Austria. The new Company will trade on the NASDAQ stock market under DENTSPLY current ticker symbol XRAY.

DENTSPLY Sirona will be led by a combination of the current management of the two companies. I will be the Executive Chairman of the Board of the combined Company, and the Sirona CEO, Jeffrey Slovin, will become the CEO of the combined Company. In addition, Chris Clark will become the President and COO of the DENTSPLY Sirona Technologies segment, and Jim Mosch will become the President and COO of the Dental and Healthcare Consumables segment. Ulrich Michel, from Sirona, will become the EVP and CFO of the new combined company. The transaction announced today will likely be completed in the first quarter of calendar year 2016, and additional management assignments will be announced closer to that date.

At DENTSPLY, we are familiar with change. We have acquired over 25 companies during the past 15 years, and we have worked hard to make sure the integration of these companies has been as smooth and successful as possible. As this transaction is a merger of equals, the employees of both companies will need to work hard to welcome their new colleagues into the combined company. That means we will have to meet in the middle of our two cultures. This is important in forming DENTSPLY Sirona.

As I mentioned earlier, this is a truly transformational transaction for our Company, allowing us to expand our ability to meet customer needs. The merger will also create additional growth opportunities for employees as part of both companies.

At this point in the process, work begins to obtain the regulatory and shareholder approvals necessary to close this transaction. We will also be assembling an integration planning team comprised of leaders of both DENTSPLY and Sirona to determine how best to bring our companies together.

If you have questions, be sure to raise them with your supervisors. There are many questions that we will not be able to answer immediately. Additional details will be provided as transaction plans are finalized, and we will strive to keep you informed of important developments. Until the transaction closes, DENTSPLY and Sirona will continue to operate as independent companies. This means that it is business as usual for all of us. Each of you should remain focused on your business objectives and day-to-day responsibilities.

On behalf of our Board and management team, I want you to know how much we value your contributions. You all have made DENTSPLY the great company it is today. From our beginnings over a century ago, DENTSPLY has grown to become the leading manufacturer of consumable dental products in the world. Together with Sirona, our strong company becomes even stronger, even more relevant to our customers, and able to deliver even more clinical benefits to patients worldwide. Thank you for your ongoing support and dedication to growing the DENTSPLY business. I look forward to all that we will achieve together in the future with Sirona.

Sincerely,

Bret W. Wise

Chairman & CEO

**Forward-Looking Statements**

This communication, in addition to historical information, contains “forward-looking statements” (as defined in the Securities Litigation Reform Act of 1995) regarding, among other things, future events or the future financial performance of DENTSPLY International Inc. (“DENTSPLY”) and Sirona Dental Systems Inc. (“Sirona”). Words such as “anticipate,” “expect,” “project,” “intend,” “believe,” and words and terms of similar substance used in connection with any discussion of future plans, actions or events identify forward-looking statements. Forward-looking statements relating to the proposed transaction include, but are not limited to: statements about the benefits of the proposed transaction between DENTSPLY and Sirona, including future financial and operating results; DENTSPLY’s and Sirona’s plans, objectives, expectations and intentions; the expected timing of completion of the proposed transaction; and other statements relating to the merger that are not historical facts. Forward-looking statements are based on information currently available to DENTSPLY and Sirona and involve estimates, expectations and projections. Investors are cautioned that all such forward-looking statements are subject to risks and uncertainties, and important factors could cause actual events or results to differ materially from those indicated by such forward-looking statements. With respect to the proposed transaction between DENTSPLY and Sirona, these factors could include, but are not limited to: the risk that DENTSPLY or Sirona may be unable to obtain governmental and regulatory approvals required for the transaction, or that required governmental and regulatory approvals may delay the transaction or result in the imposition of conditions that could reduce the anticipated benefits from the proposed transaction or cause the parties to abandon the proposed transaction; the risk that a condition to closing of the transaction may not be satisfied; the length of time necessary to consummate the proposed transaction, which may be longer than anticipated for various reasons; the risk that the businesses will not be integrated successfully; the risk that the cost savings, synergies and growth from the proposed transaction may not be fully realized or may take longer to realize than expected; the diversion of management time on transaction-related issues; the effect of future regulatory or legislative actions on the companies or the industries in which they operate; the risk that the credit ratings of the combined company or its subsidiaries may be different from what the companies expect; economic and foreign exchange rate volatility; the continued strength of the dental and medical device markets; unexpected changes relating to competitive factors in the dental and medical devices industries; the timing, success and market reception for DENTSPLY’s and Sirona’s new and existing products; the possibility of new technologies outdating DENTSPLY’s or Sirona’s products; the outcomes of any litigation; continued support of DENTSPLY’s or Sirona’s products by influential dental and medical professionals; changes in the general economic environment, or social or political conditions, that could affect the businesses; the potential impact of the announcement or consummation of the proposed transaction on relationships with customers, suppliers, competitors, management and other employees; the ability to attract new customers and retain existing customers in the manner anticipated; the ability to hire and retain key personnel; reliance on and integration of information technology systems; the risks associated with assumptions the parties make in connection with the parties’ critical accounting estimates and legal proceedings; and the potential of international unrest, economic downturn or effects of currencies, tax assessments, tax adjustments, anticipated tax rates, raw material costs or availability, benefit or retirement plan costs, or other regulatory compliance costs.

Additional information concerning other risk factors is also contained in DENTSPLY's and Sirona's most recently filed Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other SEC filings.

Many of these risks, uncertainties and assumptions are beyond DENTSPLY's or Sirona's ability to control or predict. Because of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. Furthermore, forward-looking statements speak only as of the information currently available to the parties on the date they are made, and neither DENTSPLY nor Sirona undertakes any obligation to update publicly or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this communication. Nothing in this communication is intended, or is to be construed, as a profit forecast or to be interpreted to mean that earnings per DENTSPLY share or Sirona share for the current or any future financial years or those of the combined company, will necessarily match or exceed the historical published earnings per DENTSPLY share or Sirona share, as applicable. Neither DENTSPLY nor Sirona gives any assurance (1) that either DENTSPLY or Sirona will achieve its expectations, or (2) concerning any result or the timing thereof, in each case, with respect to any regulatory action, administrative proceedings, government investigations, litigation, warning letters, consent decree, cost reductions, business strategies, earnings or revenue trends or future financial results. All subsequent written and oral forward-looking statements concerning DENTSPLY, Sirona, the proposed transaction, the combined company or other matters and attributable to DENTSPLY or Sirona or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.

#### **Additional Information And Where To Find It**

This communication is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval with respect to the proposed transaction between DENTSPLY and Sirona or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended. The proposed business combination transaction between DENTSPLY and Sirona will be submitted to the respective stockholders of DENTSPLY and Sirona for their consideration. DENTSPLY will file with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 that will include a joint proxy statement of DENTSPLY and Sirona that also constitutes a prospectus of DENTSPLY. DENTSPLY and Sirona will deliver the joint proxy statement/prospectus to their respective stockholders as required by applicable law. DENTSPLY and Sirona also plan to file other documents with the SEC regarding the proposed transaction. This communication is not a substitute for any prospectus, proxy statement or any other document which DENTSPLY or Sirona may file with the SEC in connection with the proposed transaction. **INVESTORS AND SECURITY HOLDERS OF DENTSPLY AND Sirona ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT DENTSPLY, Sirona, THE PROPOSED TRANSACTION AND RELATED MATTERS.** Investors and stockholders will be able to obtain free copies of the joint proxy statement/prospectus and other documents containing important information about DENTSPLY and Sirona, once such documents are filed with the SEC, through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). DENTSPLY and Sirona make available free of charge at [www.dentsply.com](http://www.dentsply.com) and [www.sirona.com](http://www.sirona.com), respectively (in the "Investor Relations" section), copies of materials they file with, or furnish to,

the SEC.

**Participants In The Merger Solicitation**

DENTSPLY, Sirona, and certain of their respective directors, executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from the stockholders of DENTSPLY and Sirona in connection with the proposed transaction. Information about the directors and executive officers of Sirona is set forth in its proxy statement for its 2014 annual meeting of stockholders, which was filed with the SEC on January 28, 2015. Information about the directors and executive officers of DENTSPLY is set forth in its proxy statement for its 2015 annual meeting of stockholders, which was filed with the SEC on April 10, 2015. These documents can be obtained free of charge from the sources indicated above. Other information regarding those persons who are, under the rules of the SEC, participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.