SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(AMENDMENT NO. 1)

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

Date of Report (Date of earliest event reported): January 10, 1996

DENTSPLY International Inc.
(Exact name of registrant as specified in its charter)

Delaware	0-16211	39-1434669
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

570 West College Avenue, P. O. Box 872, York, PA 17405-0872
(Address of principal executive offices) (Zip Code)

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

Item 7 - Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial Statements of Business Acquired

TULSA DENTAL PRODUCTS, L.L.C.

Financial Statements

December 31, 1995

(With Independent Auditor's Report Thereon)

Independent Auditors' Report

The Board of Directors
Tulsa Dental Products, L.L.C.:

We have audited the accompanying balance sheet of Tulsa Dental Products, L.L.C. as of December 31, 1995, and the related statements of income and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tulsa Dental Products, L.L.C. as of December 31, 1995 and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

KPMG PEAT MARWICK LLP

Philadelphia, Pennsylvania
March 15, 1996

TULSA DENTAL PRODUCTS, L.L.C.

Balance Sheet

December 31, 1995

(Dollar amounts in thousands)

Assets	
Current assets:	
Accounts receivable, net	$ 1,955
Inventories, net	2,484
Notes receivable	110
Prepaid expenses and other current assets	71
Total current assets	4,620
Property, plant and equipment, net	1,331
Identifiable intangible assets, net	308
Total assets	$ 6,259
Liabilities and Members' Deficit	
Current liabilities:	
Notes payable and line of credit	$ 6,129
Accounts payable	1,144
Accrued liabilities	2,014
Total current liabilities	9,287
Members' deficit	(3,028)
Total liabilities and members' deficit	$ 6,259

See accompanying notes to financial statements.

TULSA DENTAL PRODUCTS, L.L.C.

Statement of Income

For the Year Ended December 31, 1995

(Dollar amounts in thousands)

Net sales	$ 22,685
Cost of products sold	10,752
Gross profit	11,933
Selling, general and administrative expenses	9,846
Income from operations	2,087
Other costs and expenses:	
Interest expense	504
Other expense, net	1,409
Total other expenses	1,913
Net income	174
Distributions to members	(473)
Members' deficit, January 1, 1995 (note 1)	(2,729)
Members' deficit, December 31, 1995	$ (3,028)

See accompanying notes to financial statements.

TULSA DENTAL PRODUCTS, L.L.C.

Statement of Cash Flows

For the Year Ended December 31, 1995

(Dollar amounts in thousands)

Cash flows from operating activities:	
Net income	$ 174
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	395
Loss on disposal of property, plant and equipment	78
Changes in operating assets and liabilities:	
Accounts receivable, net	(702)
Inventories	(477)
Prepaid expenses and other current assets	3
Accounts payable	72
Accrued liabilities	887
Net cash provided by operating activities	430
Cash flows from investing activities:	
Proceeds from sale of property, plant and equipment, net	148
Capital expenditures	(538)
Expenditures for identifiable intangible assets	(50)
Net cash used in investing activities	(440)
Cash flows from financing activities:	
Proceeds from long-term borrowings, net of deferred financing costs	2,500
Payments on long-term borrowings	(3,352)
Increase in short-term borrowings	1,116
Decrease in payable to shareholder of member	(307)
Distributions to members	(473)
Net cash used in financing activities	(516)
Net decrease in cash and cash equivalents	(526)
Cash and cash equivalents at beginning at year	526
Cash and cash equivalents at end of year	$ -

See accompanying notes to financial statments.

TULSA DENTAL PRODUCTS, L.L.C.

Notes to Consolidated Financial Statements
For the Year Ended December 31, 1995
(Dollar amounts in thousands)

1. Summary of Significant Accounting Policies

Basis of Presentation

Effective January 1, 1995, Tulsa Dental Products, L.L.C. (the "Company") was formed pursuant to an agreement and Plan of Merger (the "Merger") by and between Tulsa Dental Products, Inc. (TDP), Quality Dental Products, Inc. (QDP), and Endo-Dent Manufacturing, Inc. (EDM) in a transaction accounted for by combining the historical bases of the assets, liabilities and equity accounts of the Companies.

Prior to the Merger, TDP, the general partner of Tulsa Dental Products Limited Partnership (TDPLP), purchased the limited partners' interests in TDPLP for $2.5 million. TDP had sole control over the operations and assets of TDPLP.

Description of Business

The primary business of the Company is to manufacture and distribute endodontic instruments and supplies, for the domestic and international dental communities. The Company holds certain licenses and patents on its primary products and has various licensing and contractual agreements which are an integral part of the Company's operations. Under certain licenses and agreements, the Company pays royalties on sales of identified products.

Statement of Cash Flows

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Accounts Receivable

The Company sells endodontic instruments and supplies primarily to the end user, as well as through domestic and international distributors. Revenue is recognized when products are shipped. For customers on credit terms, the company performs ongoing credit evaluation of those customers' financial condition and generally does not require collateral from them. Accounts receivable is stated net of an allowance for doubtful accounts of $20 at December 31,1995.

Inventories

Inventories are stated at the lower of cost or market. The cost of inventories was determined by the average cost method.

Property, Plant and Equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation. Except for leasehold improvements, depreciation for financial reporting purposes is computed by the straight-line method over estimated useful lives ranging from 3 to 15 years. The cost of leasehold improvements is amortized over the shorter of the estimated useful life or the term of the lease.

Identifiable Intangible Assets

Identifiable intangible assets include trademarks and licensing agreements and organization costs which are amortized on a straight-line basis over their estimated useful lives, ranging from 5 to 30 years. Identifiable intangible assets are stated net of accumulated amortization of $157 at December 31, 1995. Identifiable intangible assets are reviewed for impairment whenever events or circumstances provide evidence that suggest that the carrying amount of the asset may not be recoverable.

Research and Development Costs

Research and development costs are charged to expense as incurred and are included in selling, general and administrative expenses. Research and development costs amounted to approximately $123 in 1995.

Advertising

The Company expenses the costs of advertising as incurred and such costs are included in selling, general and administrative expenses. Advertising expense amounted to approximately $584 in 1995.

Fair Value of Financial Instruments

The book value of financial instruments approximates fair value due to the short term nature of these instruments.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(Dollar amounts in thousands)

Income Taxes

As a limited liability company, the Company is not subject to income taxes directly because the net income or loss is taxed directly to the member owners. The pro forma provision for federal income taxes would approximate $58 if the Company was subject to income taxes.

2. Merger

In connection with the Merger discussed in note 1, the Company recorded charges, primarily to eliminate duplicate facilities and excess capacity, of approximately $347 thousand during 1995. The Merger costs also included expenses incurred to consummate the transaction including employee compensation and benefits, relocation expenses, professional fees, and costs associated with the assignment of certain patents and licenses. No significant adjustments were necessary to make accounting methods consistent for the new entity.

3. Inventories

Inventories consist of the following at December 31, 1995:

Finished goods	$ 1,780
Work-in-process	57
Raw materials and supplies	714
	2,551
Less reserve for obsolescence	67
	$ 2,484

4. Property, Plant and Equipment

Property, plant and equipment consists of the following at December 31, 1995:

Assets, at cost:	
Leasehold improvements	$ 484
Machinery and equipment	2,244
	2,728
Less accumulated depreciation	1,397
	$ 1,331

(Dollar amounts in thousands)

5. Accrued Liabilities

Accrued liabilities consist of the following at December 31, 1995:

Accrued settlement (note 11)	$ 1,075
Employment contract	475
Royalties	192
Payroll and employee benefits	131
Sales taxes	38
Other	103
	$ 2,014

The employment contract related to prior services provided by a previous employee. Royalties include $151 payable to a member shareholder.

6. Financing Arrangements

Unsecured promissory note payable to financial institution, interest at prime plus 1% (9.75% at December 31, 1995)	$ 2,858
Unsecured promissory note payable to financial institution, interest at prime plus 1% (9.75% at December 31, 1995)	1,430
Unsecured revolving line of credit, maximum credit available of $2,000, interest at prime (8.75% at December 31, 1995)	1,841
Total outstanding debt	$ 6,129

Outstanding debt is subject to certain covenants as to the operations and financial condition of the Company. As of December 31, 1995, the Company was not in compliance with all such covenants. However, each debt instrument became immediately due and payable when the Company sold certain assets and liabilities as discussed in note 12. As a result, the Company has classified all of its debt as current at December 31, 1995. All debt was paid in full on January 10, 1996, the date of the sale.

7. Members' Deficit

The Company operates as a limited liability company organized in the State of Oklahoma, pursuant to Section 721 of the Internal Revenue Code, until December 31, 2050 unless sooner terminated. Members' deficit consists of one hundred units and is allocated 58%, 40%, and 2% among TDP, QDP, and EDM, respectively, as members pursuant to their capital contributions. Each member's liability is limited to their respective balance in the members' deficit account.

8. Benefit Plans

The Company has two defined contribution plans, one for the distribution division and one for the manufacturing division, that cover substantially all full-time employees that meet certain age and length of service requirements. Employees can contribute up to the IRS limit of pretax income each year. The Company may also make discretionary contributions to the plans and has historically done so. Each division has different vesting schedules. Distribution and manufacturing employees are fully vested after five and two years, respectively. The 1995 defined contribution expense was $32.

9. Related Party Transactions

The Company has significant related party transactions, primarily with owners of the member companies, previous owners of the member companies and TDPLP, and others.

Included in 1995 expenses are royalties to an owner of a member company of $1,217, licensing fees to owners of the member companies of $1,500, royalties to a previous owner of a member company of $170, lease payments for property owned by an investment of owners of a member company of $40, and lease payments for property owned by an investment of a previous owner of a member company of $35.

10. Business and Credit Concentrations

The Company operates in only one industry segment, endodontic instruments and supplies, primarily in the United States, with revenue from one customer of $3,043, representing 10% or more of total sales. Approximately 40% of the Company's total sales are generated in four states - Connecticut, Delaware, Georgia and Tennessee.

The Company currently buys certain materials and supplies essential to its manufacturing and distribution from a limited number of suppliers. Management believes that other suppliers could provide similar items on comparable terms. A change in suppliers, however, could cause a delay in manufacturing and distribution resulting in a possible loss of sales, which would affect operating results adversely.

11. Commitments and Contingencies

The Company leases certain office, warehouse, and manufacturing facilities and certain equipment under noncancellable operating leases. Certain leases require the Company to pay insurance, property taxes, and other expenses for the leased property. Total rental expense for all operating leases was $180 in 1995.

Noncancellable rental commitments (excluding taxes, insurance, and other expenses) amount to $143 in 1996, $143 in 1997, $141 in 1998, $99 in 1999, and $17 in 2000. These commitments are net of sublease rentals of $13 in 1996 through 1999 and $11 in 2000.

The Company has employment agreements with two management employees. These agreements generally provide for salary continuation for a specified period of time under certain situations, adjusted annually. If the employees under contract were to be terminated by the Company without cause as defined in the agreements, the Company's liability would be approximately $740 at December 31, 1995.

The Company was the defendant in a patent infringement lawsuit that was settled in January 1996 for $1,075. Accordingly, the Company has included this amount in accrued liabilities as of December 31, 1995.

The Company has entered into a distribution agreement dated September 1994 for exclusive rights to sell certain Company products in certain foreign countries, including most of Europe. The agreement also establishes prices based on volume purchases. In order to retain its exclusive right, the distributor must pay the Company $500 within two years. As of December 31, 1995, the distributor has not paid this amount and the Company has not accrued this amount as a receivable. The Company has the right to terminate the agreement provided the Company pays a termination payment as defined in the agreement. The Company does not anticipate terminating this agreement.

12. Subsequent Event - Sale to DENTSPLY

Effective January 10, 1996, the member owners of the Company entered into an Asset Purchase and Sale Agreement with DENTSPLY International Inc., to sell substantially all of the Company's assets for approximately $75,000. The remaining assets of the Company are minimal and the Company has no significant ongoing activities.

Part (b) Pro Forma Financial Information

In January 1996, DENTSPLY International Inc. ("DENTSPLY") purchased substantially all of the assets of Tulsa Dental Products, L.L.C. ("Tulsa"). The accompanying Pro Forma Condensed Consolidated Balance Sheet as of December 31,1995 gives effect to the purchase of Tulsa by DENTSPLY (the "Transaction") assuming that the Transaction was consummated on December 31, 1995. The related Pro Forma Condensed Consolidated Statement of Income and Pro Forma Condensed Consolidated Statement of Cash Flows for the year ended December 31, 1995 have been prepared assuming that the Transaction was consummated on January 1, 1995. The Pro Forma Financial Information has been based upon certain assumptions and preliminary estimates which are subject to change.

The historical financial information for Tulsa has been restated in accordance with the adjustments outlined in part (b) of this Form 8-K/A in order to remove from the balance sheet those assets and liabilities which were not purchased by DENTSPLY.

The Pro Forma Financial Information should be read in conjunction with the historical financial statements of DENTSPLY and Tulsa. This information does not purport to be indicative of the results that would have occurred if the Transaction had been consummated on the dates indicated, nor of the results that may be obtained in the future.

DENTSPLY INTERNATIONAL INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
(in thousands)

	----As Reported---- DENTSPLY	Tulsa	Excluded Items	-Pro Forma Adjustments- Debit	Credit	Consolidated Pro Forma
ASSETS						
Current assets:						
Cash and cash equivalents	$ 3,974	$ -	$	$	$	$ 3,974
Accounts and notes receivable-trade, net	93,315	1,955			(477)(c)	94,793
Inventories	125,704	2,484		135	(200)(b+d)	128,123
Deferred tax	12,836	-				12,836
Prepaid expenses and other current assets	10,527	181	(116)(i)			10,592
Net assets of discontinued operations	5,870	-				5,870
Total Current Assets	252,226	4,620				256,188
Property, plant and equipment, net	140,101	1,331				141,432
Other noncurrent assets, net	16,989	-		1,000	(b)	17,989
Identifiable intangible assets, net	39,282	308		17,692	(b)	57,282
Costs in excess of fair value of net assets acquired, net	149,127	-		75,200	(23,001)(a+b)	
				2,185	(e)	203,511
Total Assets	$597,725	$ 6,259	$ (116)			$676,402

	As Reported DENTSPLY	As Reported Tulsa	Excluded Items	Pro Forma Adjustments Debit	Pro Forma Adjustments Credit	Consolidated Pro Forma
LIABILITIES AND STOCKHOLDERS' EQUITY						
Current liabilities:						
Accounts payable and accrued liabilities	$ 78,356	$ 3,158	$ (1,389)(ii)	$ (477)	$ 200 (c+a) 2,185 (e)	$ 82,033
Income taxes payable	26,477	-	-			26,477
Current portion of deferred income taxes	11,201	-	-			11,201
Notes payable and current portion of long-term debt	7,616	6,129	(6,129)(iii)			7,616
Total Current Liabilities	123,650	9,287				127,327
Long-term debt	68,675	-			75,000 (a)	143,675
Deferred income taxes	38,942	-				38,942
Other liabilities	47,104	-				47,104
Total Liabilities	278,371	9,287				357,048
Minority interests in consolidated subsidiary	3,432	-				3,432
Stockholders' equity:						
Common stock, $.01 par value; 100,000,000 shares authorized; 27,079,669 shares issued December 31, 1995	271	-				271
Capital in excess of par value	149,999	-				149,999
Members' deficit	-	(3,028)	7,402 (iv)	(4,374)	(b)	-
Retained earnings	179,231	-				179,231
Cumulative translation adjustment	3,234	-				3,234
Employee stock ownership plan reserve	(12,536)	-				(12,536)
Treasury stock, at cost, 128,000 shares at December 31, 1995	(4,277)	-				(4,277)
Total Stockholders' Equity	315,922	(3,028)				315,922
Total Liabilities and Stockholders' Equity	$597,725	$ 6,259	$ (116)			$676,402

See accompanying notes to unaudited pro forma condensed consolidated financial information.

DENTSPLY INTERNATIONAL INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
(in thousands, except per share amounts)

	----As Reported---- DENTSPLY	Tulsa	Excluded Items	-Pro Forma Adjustments- Debit	Credit	Consolidated Pro Forma
Net sales	$572,028	$ 22,685	$	$ (3,043)	(f)	$591,670
Cost of products sold	291,176	10,752	(1,217)(v)	135	(g)	
					(3,043)(f)	
				77	(h)	
				1,120	(i)	299,000
Gross profit	280,852	11,933				292,670
Selling, general and administrative expenses	180,117	9,846		2,275	(i)	
			(1,603)(vi)	190	(j)	190,825
Operating income	100,735	2,087				101,845
Interest expense	9,144	504	(504)(vii)	4,867	(k)	14,011
Interest income	(1,265)	(5)	5 (viii)			(1,265)
Other (income) expense, net	2,839	1,414	(1,422)(ix)			2,831
Income before income taxes	90,017	174				86,268
Provision for income taxes	36,054	-			(1,500)(l)	34,554
Net income	$ 53,963	174				51,714
Earnings per common share	$2.00					$1.91
Dividends per common share	$.3075					$.3075
Weighted average common shares outstanding	27,012					27,012

See accompanying notes to unaudited pro forma condensed consolidated financial information.

DENTSPLY INTERNATIONAL INC.
NOTES TO UNAUDITED PRO FORMA CONDENSED
CONSOLIDATED FINANCIAL INFORMATION
(Dollar amounts in thousands)

Notes relating to the Unaudited Pro Forma Condensed Consolidated Balance Sheet:

Excluded items:

(i) Notes receivable and employee advances not assumed by DENTSPLY.
(ii) Moyco settlement $1,075; royalty payable to previous owner $151; sales and payroll taxes payable $60; accrued rent and property taxes on leased facilities not assumed by DENTSPLY $103.
(iii) Tulsa debt not assumed by DENTSPLY (iv) Offset of above entries to members' deficit.

Pro Forma Adjustments:

(a) Initial purchase transaction.
(b) Allocation of purchase price to the assigned fair values of the assets and liabilities of Tulsa.
(c) Elimination of intercompany accounts receivable and accounts payable.
(d) Elimination of intercompany profit in inventory.
(e) Accrued liability for termination of distribution agreement by DENTSPLY $1,050; obligation to Boston University $135; obligation to American Endodontic Association $1,000.

Notes relating to the Unaudited Pro Forma Condensed Consolidated Statement of Income:

Excluded items:

(v) Royalty expense paid to previous owner.
(vi) Licensing fees paid to previous management/owner $1,500; rent and property taxes on leased facilities not assumed by DENTSPLY $103.
(vii) Interest on Tulsa debt not assumed by DENTSPLY.
(viii) Interest income on employee receivables not assumed by DENTSPLY.
(ix) Moyco settlement $1,075; loss on closure of facility $347.

Pro Forma Adjustments:

(f) Elimination of intercompany sales and cost of products sold.
(g) Additional cost of products sold resulting from the allocation of the purchase price to the fair value of Tulsa inventory.
(h) Elimination of intercompany profit in inventory.
(i) Additional depreciation and amortization resulting from the allocation of the purchase price to the fair value of Tulsa intangible assets, non-compete, and goodwill.
(j) Compensation payable to previous management/owner after purchase by DENTSPLY.
(k) Additional interest expense on debt incurred by DENTSPLY to effect the Transaction.
(l) Income tax on Tulsa net income less excluded items plus pro forma adjustments at 40%.

(c) Exhibits

Number	Description
2.1	Asset Purchase and Sale Agreement, dated January 10, 1996 between Tulsa Dental Products, L.L.C. and DENTSPLY International Inc. (Previously filed.)

Signatures
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Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DENTSPLY INTERNATIONAL INC.

March 25, 1996	/s/ J. Patrick Clark
Date	J. Patrick Clark Vice President, Secretary and General Counsel