

LABORATORY CORP OF AMERICA HOLDINGS
Form 8-K
December 12, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

December 9, 2005 (Date of earliest event reported)

**LABORATORY CORPORATION OF AMERICA
HOLDINGS**

(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or other jurisdiction
of Incorporation)

1-11353
(Commission
File Number)

13-3757370
(I.R.S. Employer
Identification No.)

**358 SOUTH MAIN STREET,
BURLINGTON, NORTH CAROLINA**
(Address of principal executive offices)

27215
(Zip Code)

336-229-1127
(Registrant's telephone number

including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On December 9, 2005, we entered into an Underwriting Agreement with a group of underwriters for whom Banc of America Securities LLC acted as representative. Under the Underwriting Agreement we sold \$250,000,000 aggregate principal amount of our 5.625% Senior Notes due December 15, 2015 (the Notes) in a public offering pursuant to our effective shelf registration statement on Form S-3 (SEC File No. 333-130141). A copy of the Underwriting Agreement is filed herewith as Exhibit 1.1. We will be issuing the Notes pursuant to an indenture dated as of December 5, 2005 between us and The Bank of New York Trust Company, N.A., as trustee (the Indenture) and an Officers Certificate setting forth the terms of the Notes filed herewith as Exhibit 4.1. Net proceeds from the issuance of the Notes, estimated at \$247.2 million, together with cash on hand, will be used to repay borrowings under our senior credit facility that will be used to repurchase shares of our common stock.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.

- 1.1 Underwriting Agreement dated as of December 9, 2005 between Laboratory Corporation of America Holdings and Banc of America Securities LLC as representative of the several underwriters

- 4.1 Form of Officers Certificate under Indenture dated December 5, 2005 setting forth the terms of the Notes

- 5.1 Opinion of Hogan & Hartson L.L.P. regarding the legality of the Notes

- 23.1 Consent of Hogan & Hartson L.L.P. (included in Exhibit 5.1)

SIGNATURES

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

Laboratory Corporation of America

Holdings

(Registrant)

By: /s/ Bradford T. Smith
Bradford T. Smith, Executive Vice

President and Secretary

Date: December 9, 2005

EXHIBIT INDEX

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