

LABORATORY CORP OF AMERICA HOLDINGS  
Form 8-K  
January 21, 2015

**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**

**January 21, 2015**

**(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:

- .. 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))

**Item 7.01 Regulation FD Disclosure**

On January 21, 2015, Laboratory Corporation of America Holdings (the Company) issued a press release announcing its plans to offer, subject to market and other conditions, senior notes that are expected to be issued in four tranches with maturities of 5,7,10 and 30 years, respectively (the Notes). The Notes will be senior unsecured obligations and will rank equally with the Company's existing and future senior unsecured debt. A copy of the press release is being furnished with this Form 8-K as Exhibit 99.1.

LabCorp intends to use the net proceeds of the Notes offering to pay a portion of the cash consideration and the fees and expenses in connection with its pending acquisition of Covance Inc. If the proposed acquisition is terminated or does not close on or prior to June 30, 2015, LabCorp will redeem the Notes at 101% of the principal amount plus accrued and unpaid interest.

The joint book-running managers for the offering are Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wells Fargo Securities, LLC and Credit Suisse Securities (USA) LLC. The offering will be made pursuant to an effective shelf registration statement on Form S-3 filed with the Securities and Exchange Commission. A copy of the prospectus and related prospectus supplement may be obtained from Merrill Lynch, Pierce, Fenner & Smith Incorporated by calling toll-free 1-800-294-1322, from Wells Fargo Securities, LLC by calling toll-free 1-800-645-3751 or from Credit Suisse Securities (USA) LLC by calling toll free (800) 221-1037.

This announcement does not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other securities, nor shall there be any sale of these securities in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering of these securities may be made only by means of the prospectus supplement and the accompanying prospectus.

**Item 9.01 Financial Statements and Exhibits**

(d)

Exhibit 99.1 Press Release dated January 21, 2015

**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

Date: January 21, 2015

By: /s/ F. Samuel Eberts III

F. Samuel Eberts III

Chief Legal Officer and Secretary