

FORM 8-B

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Registration of Securities of Certain Successor Issuers
Filed Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

NATIONAL HEALTH LABORATORIES HOLDINGS INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or
organization)

13-3757370
(I.R.S. Employer
Identification Number)

4225 Executive Square
Suite 805
La Jolla, California
(Address of principal executive offices)

92037
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the
Act:

| Title of each class to be so registered: | Name of each exchange on which each class is to be registered: |
|---|--|
|---|--|

| | |
|--|-------------------------|
| Common Stock, par value \$.01 per share | New York Stock Exchange |
|--|-------------------------|

Securities to be registered pursuant to Section 12(g) of the
Act:

None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. General Information.

National Health Laboratories Holdings Inc. (the "Registrant") was incorporated as a corporation under the laws of the State of Delaware on March 8, 1994. The Registrant's fiscal year ends on December 31 of each year.

Item 2. Transaction of Succession.

The predecessor corporation to the Registrant was National Health Laboratories Incorporated, a Delaware corporation ("NHL"). The common stock of NHL, par value \$.01 per share, was registered pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The Registrant acquired all the outstanding common stock of NHL as part of a corporate restructuring whereby one share of common stock of the Registrant, par value \$.01 per share, was exchanged for each outstanding share of NHL common stock. See "Proposed Reorganization" in the Proxy

Statement/Prospectus of NHL, dated April 26, 1994, and Exhibit A thereto, "Agreement and Plan of Merger", incorporated herein by reference pursuant to General Instruction A(b) to this Form 8-B.

Item 3. Securities to be Registered.

The Registrant has authorized 220,000,000 shares of common stock, of which on June 27, 1994: (i) 84,753,192 were issued to persons other than the Registrant and (ii) none were held by or for the account of the Registrant.

Item 4. Description of Registrant's Securities to be Registered.

For a description of Registrant's common stock, see the information set forth under the captions "Proposed Reorganization--New York Stock Exchange Listing"; "--Dividends"; and "--Description of NHL Holdings' Capital Stock" on pages 8-9 of the Proxy Statement/Prospectus included in Amendment No. 1 to the Registrant's Registration Statement on Form S-4 (Registration No. 33-52655) (the "Registration Statement") filed with the Securities and

Exchange Commission on April 20, 1994. Such information is incorporated herein by reference.

Item 5. Financial Statements and Exhibits.

(a) Financial Statements.
None

(b) Exhibits.

| Number | Description of Document | Page Number |
|--------|---|-------------|
| 2 | Proxy Statement/Prospectus dated April 26, 1994 (including as Exhibit A thereto, the Agreement and Plan of Merger dated as of April 15, 1994, among the Registrant, NHL and NHL Sub Acquisition Corp.) (incorporated herein by reference to the Registration Statement) | |
| 3.1 | Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registration Statement) | |
| 3.2 | By-laws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registration Statement) | |
| 21 | Subsidiaries of the Registrant | |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

NATIONAL HEALTH LABORATORIES
HOLDINGS INC.,

by /s/ Michael L. Jeub

Name: Michael L. Jeub
Title: Executive Vice President,
Chief Financial Officer &
Treasurer

Date: June 30, 1994

EXHIBIT 21

NATIONAL HEALTH LABORATORIES HOLDINGS INC.
 SUBSIDIARIES
 (as of June 29, 1994)

| Subsidiary Name | Jurisdiction of Incorporation | Percentage Ownership |
|---|----------------------------------|-------------------------|
| NHL Intermediate Holdings Corp. I . | Delaware | 100% |
| NHL Intermediate Holdings Corp. II | Delaware | 100% |
| National Health Laboratories Incorporated | Delaware | 100% |
| La Jolla Management Corp. | Delaware | 100% |
| Quality Assurance Group, Inc. . . . | Delaware | 100% |
| Executive Tower Travel Inc. | Delaware | 100% |
| Allied Clinical Laboratories, Inc., A Delaware corporation | Delaware | 100% |
| Allied Clinical Laboratories, Inc., An Oregon Corporation | Oregon | 100% |
| Reference Pathology Laboratory, Inc. | Delaware | 100% |
| Physicians Clinical Laboratories, Inc. | Illinois | 100% |
| Sierra Nevada Laboratories, Inc. . | Nevada | 100% |
| Suburban Pathology Associates, Inc. | Delaware | 100% |
| Nevada Genetics | Nevada | 100% |