

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE TO  
(Amendment No. 16)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Orchid Cellmark Inc.**

(Name of Subject Company (Issuer))

**OCM Acquisition Corp.  
Laboratory Corporation of America Holdings**

(Name of Filing Persons (Offeror))

**Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

68573C107

(CUSIP Number of Class of Securities)

**F. Samuel Eberts III  
Senior Vice President and Chief Legal Officer  
Laboratory Corporation of America Holdings  
358 South Main Street  
Burlington, North Carolina 27215  
(336) 229-1127**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*with copies to:*

**Michael J. Silver  
John H. Booher  
Hogan Lovells US LLP  
100 International Drive, Suite 2000  
Baltimore, Maryland 21202  
(410) 659-2700**

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee**
\$91,588,968.80	\$10,633.48

\* Estimated solely for purposes of calculating the filing fee. This amount assumes the purchase of up to 32,710,346 shares of common stock, par value \$0.001 per share, of Orchid Cellmark Inc. at a purchase price of \$2.80 per share. The number of shares represents the fully diluted number of shares of common stock outstanding consisting of (i) 29,992,186 shares of common stock outstanding on April 4, 2011, and (ii) 2,718,160 shares of common stock issuable under stock options outstanding on April 5, 2011.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Fee Rate Advisory #5 for fiscal year 2011, issued December 22, 2010, by multiplying the transaction valuation by 0.0001161.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid.

Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,633.48

Filing Party: OCM Acquisition Corp. and  
Laboratory Corporation of America Holdings

Form or Registration No.: Schedule TO

Date Filed: April 19, 2011

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate boxes below to designate the appropriate rule provisions relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
- 
-

This Amendment No. 16 (this "Amendment No. 16") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on April 19, 2011 (as amended and supplemented by Amendment No. 1 filed on April 20, 2011, Amendment No. 2 filed on May 2, 2011, Amendment No. 3 filed on May 5, 2011, Amendment No. 4 filed on May 18, 2011, Amendment No. 5 filed on June 2, 2011, Amendment No. 6 filed on June 16, 2011, Amendment No. 7 filed on July 18, 2011, Amendment No. 8 filed on August 15, 2011, Amendment No. 9 filed on September 12, 2011, Amendment No. 10 filed on October 11, 2011, Amendment No. 11 filed on November 7, 2011, Amendment No. 12 filed on November 15, 2011, Amendment No. 13 filed on December 1, 2011, Amendment No. 14 filed on December 8, 2011, and Amendment No. 15 filed on December 12, 2011) (the "Schedule TO") in connection with the offer by OCM Acquisition Corp., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Laboratory Corporation of America Holdings, a Delaware corporation ("LabCorp"), to purchase all outstanding shares of common stock, par value \$0.001 per share, of Orchid Cellmark Inc., a Delaware corporation ("Orchid Cellmark") (the "Shares"), at a price of \$2.80 per Share in cash, without interest and subject to applicable tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 19, 2011 (the "Offer to Purchase"), a copy of which is filed with and attached to the Schedule TO as Exhibit (a)(1)(A) thereto, and the related Letter of Transmittal and instructions thereto, a copy of which is filed with and attached to the Schedule TO as Exhibit (a)(1)(B) thereto, as they may be amended or supplemented from time to time. This Amendment No. 16 is being filed on behalf of Purchaser and LabCorp.

The information set forth in the Schedule TO remains unchanged, except that such information is hereby amended and supplemented to the extent specifically provided herein. All capitalized terms used in this Amendment No.16 without definition have the meanings ascribed to them in the Schedule TO.

**Items 1, 4, 8 and 11. Summary Term Sheet; Terms of the Transaction; Interest in Securities of the Subject Company; Additional Information.**

Items 1, 4, 8 and 11 of the Schedule TO are hereby amended and supplemented by adding the following text thereto:

"The subsequent offering period of the Offer expired at 4:00 p.m., New York City time on Thursday, December 15, 2011. As of the expiration of the subsequent offering period, the Depositary advised LabCorp that an aggregate of 217,184 additional Shares had been validly tendered into the Offer. The Shares tendered during the subsequent offering period, together with the Shares previously accepted for payment on December 9, 2011, represent approximately 87.2% of the outstanding Shares. All Shares validly tendered in the subsequent offering period have been accepted for payment, and LabCorp expects to promptly pay for all such Shares, if it has not already done so, in accordance with the terms of the Offer.

Pursuant to the terms of the Merger Agreement, Purchaser exercised its top-up option and thereby acquired at least 90% of the outstanding Shares through the purchase of newly issued Shares at the Offer Price. Thereafter, Purchaser effected, as of December 15, 2011, a short-form merger with Orchid Cellmark under the terms of the Merger Agreement. In the Merger, each Share not tendered and accepted for payment in the Offer, other than those Shares as to which the holders properly exercise appraisal rights under Delaware law and Shares held by LabCorp or Purchaser, were converted into the right to receive \$2.80 per Share in cash, without interest and less any required withholding taxes. Orchid Cellmark has become a wholly-owned subsidiary of LabCorp as a result of the Merger.

On December 16, 2011, LabCorp issued a press release announcing the successful completion of the Offer, the acceptance of Shares tendered during the subsequent offering period, the results of the subsequent offering period and its exercise of the top-up option. The full text of the press release issued by LabCorp is set forth as Exhibit (a)(5)(V) hereto and is incorporated by reference herein."

---

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby supplemented by adding the following exhibit:

“(a)(5)(V) Press release issued by LabCorp on December 16, 2011.”

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LABORATORY CORPORATION OF AMERICA HOLDINGS

By: /s/ F. Samuel Eberts III

Name: F. Samuel Eberts III

Title: Senior Vice President and Chief Legal Officer

Dated: December 16, 2011

OCM ACQUISITION CORP.

By: /s/ F. Samuel Eberts III

Name: F. Samuel Eberts III

Title: President and Secretary

Dated: December 16, 2011

**EXHIBIT INDEX**

**Exhibit  
No.**

**Exhibit**

(a)(5)(V)

Press release issued by LabCorp on December 16, 2011.



Laboratory Corporation of America® Holdings  
Investor/Media Contact:  
Stephen Anderson – 336-436-5724  
Company Information: [www.labcorp.com](http://www.labcorp.com)

### **LabCorp Successfully Completes Acquisition of Orchid Cellmark Inc.**

**Burlington, NC, December 16, 2011** — Laboratory Corporation of America® Holdings (NYSE: LH) today announced the successful completion of the previously announced subsequent offering period for the cash tender offer by its wholly owned subsidiary, OCM Acquisition Corp. (“OCM”), for all outstanding shares of common stock of Orchid Cellmark Inc. (NASDAQ: ORCH) (“Orchid Cellmark”). As of 4:00 p.m., New York City time, on December 15, 2011, the expiration of the subsequent offering period, the depositary for the tender offer has advised LabCorp that stockholders of Orchid Cellmark validly tendered an additional 217,184 shares of Orchid Cellmark common stock during the subsequent offering period. OCM has accepted for payment all Orchid Cellmark shares validly tendered during the subsequent offering period, and the consideration for all such shares either has been paid or will be paid promptly. The shares acquired during the subsequent offering period in addition to the shares previously accepted for payment during the initial offering period represent an aggregate of 87.2 % of Orchid Cellmark’s currently outstanding shares of common stock.

LabCorp also announced that OCM exercised its top-up option pursuant to the terms of the previously announced agreement and plan of merger, as amended, entered into with Orchid Cellmark on April 5, 2011. The exercise of this top-up option allowed OCM to increase its share ownership percentage of Orchid Cellmark through the purchase of newly issued shares of Orchid Cellmark at the offer price. As a result, OCM acquired at least 90% of the outstanding shares of Orchid Cellmark, and OCM has effected as of December 15, 2011, a short-form merger with Orchid Cellmark without the need for a meeting of Orchid Cellmark’s stockholders, as permitted by the Delaware General Corporation Law. In the merger, each share not tendered and accepted for payment in the offer, other than those shares with respect to which the holders properly exercise appraisal rights and shares held by LabCorp or OCM, has been converted into the right to receive \$2.80 in cash, without interest thereon and subject to applicable withholding taxes. As a result of the merger, Orchid Cellmark is a wholly owned subsidiary of LabCorp, and Orchid Cellmark’s shares will cease to be traded on the NASDAQ Global Market.

#### **About LabCorp®**

Laboratory Corporation of America® Holdings, an S&P 500 company, is a pioneer in commercializing new diagnostic technologies and the first in its industry to embrace genomic testing. With annual revenues of \$5.0 billion in 2010, over 31,000 employees worldwide, and more than 220,000 clients, LabCorp offers a broad test menu ranging from routine blood analyses to reproductive genetics to DNA sequencing. LabCorp furthers its scientific expertise and innovative clinical testing technology with its Centers of Excellence: The Center for Molecular Biology and Pathology, National Genetics Institute, ViroMed Laboratories, Inc., The Center for Esoteric Testing, Litholink Corporation, Genzyme Genetics<sup>SM\*</sup>, DIANON Systems, Inc., US LABS, Monogram Biosciences, Inc., and Esoterix and its Colorado Coagulation, Endocrine Sciences, and Cytometry Associates laboratories. LabCorp conducts clinical trials testing through its Esoterix Clinical Trials Services division. LabCorp clients include physicians, government agencies, managed care organizations, hospitals, clinical labs, and pharmaceutical companies. To learn more about our organization, visit our Web site at: [www.labcorp.com](http://www.labcorp.com).

-more-

\* *Genzyme Genetics and its logo are trademarks of Genzyme Corporation and used by Esoterix Genetic Laboratories, LLC, a wholly-owned subsidiary of LabCorp, under license. Esoterix Genetic Laboratories and LabCorp are operated independently from Genzyme Corporation.*

Investors are cautioned that statements in this press release that are not strictly historical statements constitute forward-looking statements. These statements are based on current expectations, forecasts and assumptions of LabCorp that are subject to risks and uncertainties that could cause actual outcomes and results to differ materially from those statements. Risks and uncertainties include, among others, the successful integration of Orchid Cellmark into LabCorp's business subsequent to the closing of the transaction; adverse reactions to the transaction by customers, suppliers or strategic partners; dependence on key personnel and customers; reliance on proprietary technology; management of growth and organizational change; risks associated with litigation; competitive actions in the marketplace; and adverse actions of governmental and other third-party payors; as well as other factors detailed in LabCorp's and Orchid Cellmark's filings with the SEC, including LabCorp's Annual Report on Form 10-K for the year ended December 31, 2010 and subsequent SEC filings, and Orchid Cellmark's Annual Report on Form 10-K for the year ended December 31, 2010 and subsequent SEC filings.

Contacts:

Laboratory Corporation of America® Holdings

Investor/Media Contact:

Stephen Anderson, 336-436-5274

Company Information: [www.labcorp.com](http://www.labcorp.com)