

**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**

Date of Report (Date of earliest event reported): November 19, 2019

**LABORATORY CORPORATION OF AMERICA
HOLDINGS**

(Exact name of registrant as specified in 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

N/A
(Former name or former address, if changed since last report)

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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.10 par value	LH	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

LabCorp® (NYSE: LH) announced today that it provided notice of its intention to redeem all of its outstanding Zero Coupon Convertible Subordinated Notes due 2021 (Zero Coupon Notes) for cash on Dec. 19, 2019 (Redemption Date), in accordance with the terms of the Indenture, dated as of Oct. 23, 2006, (Indenture), between LabCorp and The Bank of New York Mellon, as trustee (Trustee) and the conversion agent.

As a result of the issuance of the notice of redemption, the Zero Coupon Notes are convertible into cash and Common Stock of LabCorp, if any, subject to the terms of the Zero Coupon Notes and the Indenture.

In order to exercise the option to convert all or a portion of the Zero Coupon Notes, holders must validly surrender their Zero Coupon Notes at any time through the close of business at 5:00 p.m., New York City time, on Tuesday, Dec. 17, 2019. The Trustee has informed LabCorp that, as of this date, all custodians and beneficial holders of the Zero Coupon Notes hold the Zero Coupon Notes through Depository Trust Company (DTC) accounts and that there are no certificated Zero Coupon Notes in non-global form. Accordingly, all Zero Coupon Notes surrendered for conversion must be delivered through the transmittal procedures of DTC.

Should Zero Coupon Notes be converted, LabCorp would be required to pay holders in cash for the accreted principal amount of the securities to be converted, with the remaining amount, if any, to be satisfied with shares of Common Stock. The shares required for settlement of the Zero Coupon Notes are included in LabCorp's computation of fully diluted earnings per share.

Original issue discount and contingent cash interest on the Zero Coupon Notes will cease to accrue on and after the Redemption Date, and the only remaining right of holders of the Zero Coupon Notes will be to receive payment of the Redemption Price.

Item 9.01 Financial Statements and Exhibits

(d)

99.1 [Press Release dated November 19, 2019 issued by LabCorp](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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

Date: November 19, 2019

By: /s/ Sandra D. van der Vaart

Sandra D. van der Vaart

Senior Vice President, Global General Counsel and
Secretary



FOR IMMEDIATE RELEASE

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**CONVERSION RIGHT TRIGGERED FOR LABCORP'S ZERO COUPON
CONVERTIBLE SUBORDINATED NOTES DUE 2021**

BURLINGTON, N.C., Nov. 19, 2019 — LabCorp (NYSE: LH) announced today that it has provided notice of its intention to redeem all of its outstanding Zero Coupon Convertible Subordinated Notes due 2021 (Zero Coupon Notes) for cash on Dec. 19, 2019, (Redemption Date) in accordance with the terms of the Indenture, dated as of Oct. 23, 2006, (Indenture), between LabCorp and The Bank of New York Mellon, as trustee (Trustee) and the conversion agent. The redemption price will be equal to \$966.20 per \$1,000 principal amount of Zero Coupon Notes at maturity, plus accrued and unpaid contingent cash interest to the Redemption Date (Redemption Price). The current outstanding aggregate principal amount at maturity of the Zero Coupon Notes is approximately \$935,000.

As a result of the issuance of the notice of redemption, the Zero Coupon Notes are convertible into cash and Common Stock of LabCorp, if any, subject to the terms of the Zero Coupon Notes and the Indenture. Zero Coupon Notes may be converted at any time before the close of business on Dec. 17, 2019, at the current conversion rate of 13.4108 shares of Common Stock per \$1,000 principal amount of Zero Coupon Notes at maturity.

In order to exercise the option to convert all or a portion of the Zero Coupon Notes, holders must validly surrender their Zero Coupon Notes at any time through the close of business at 5:00 p.m., New York City time, on Dec. 17, 2019. The Trustee has informed LabCorp that, as of this date, all custodians and beneficial holders of the Zero Coupon Notes hold the Zero Coupon Notes through Depository Trust Company (DTC) accounts and that there are no certificated Zero Coupon Notes in non-global form. Accordingly, all Zero Coupon Notes surrendered for conversion must be delivered through the transmittal procedures of DTC.

Should Zero Coupon Notes be converted, LabCorp would be required to pay holders in cash for the accreted principal amount of the securities to be converted, with the remaining amount, if any, to be satisfied with shares of Common Stock. The shares required for settlement of the Zero Coupon Notes are included in LabCorp's computation of fully diluted earnings per share.

Original issue discount and contingent cash interest on the Zero Coupon Notes will cease to accrue on and after the Redemption Date, and the only remaining right of holders of the Zero Coupon Notes will be to receive payment of the Redemption Price.

About LabCorp

LabCorp (NYSE: LH), an S&P 500 company, is a leading global life sciences company that is deeply integrated in guiding patient care, providing comprehensive clinical laboratory and end-to-end drug development services. With a mission to improve health and improve lives, LabCorp delivers world-class diagnostic solutions, brings innovative medicines to patients faster, and uses technology to improve the delivery of care. LabCorp reported revenue of more than \$11 billion in 2018. To learn more about LabCorp, visit www.LabCorp.com, and to learn more about Covance Drug Development, visit www.Covance.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements including but not limited to statements with respect to the proposed redemption of the Zero Coupon Notes. Each of the forward-looking statements is subject to change based on various important factors, including without limitation, competitive actions and other unforeseen changes and general uncertainties in the marketplace, changes in government regulations, including healthcare reform, customer purchasing decisions, including changes in payer regulations or policies, other adverse actions of governmental and third-party payers, changes in testing guidelines or recommendations, adverse results in material litigation matters, the impact of changes in tax laws and regulations, failure to maintain or develop customer relationships, our ability to develop or acquire new products and adapt to technological changes, failure in information technology, systems or data security, adverse weather conditions, employee relations, and the effect of exchange rate fluctuations. Actual results could differ materially from those suggested by these forward-looking statements. The Company has no obligation to provide any updates to these forward-looking statements even if its expectations change. Further information on potential factors, risks and uncertainties that could affect operating and financial results is included in the Company's Form 10-K for the year ended Dec. 31, 2018, and subsequent Forms 10-Q, including in each case under the heading RISK FACTORS, and in the Company's other filings with the SEC. The information in this press release should be read in conjunction with a review of the Company's filings with the SEC including the information in the Company's Form 10-K for the year ended Dec. 31, 2018, and subsequent Forms 10-Q, under the heading MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.