

**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

February 6, 2018  
(Date of earliest event reported)

**LABORATORY CORPORATION OF  
AMERICA HOLDINGS**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

**1-11353**

**13-3757370**

(State or other jurisdiction of Incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

**358 South Main Street,  
Burlington, North Carolina**

**27215**

**336-229-1127**

(Address of principal executive offices)

(Zip Code)

(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 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 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

Exhibits

99.1 [Summary information of the Company dated February 6, 2018.](#)

**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/ F. SAMUEL EBERTS III  
F. Samuel Eberts III  
Chief Legal Officer and Secretary

February 6, 2018



**FOURTH QUARTER 2017  
SUPPLEMENTAL FINANCIAL INFORMATION**

8-K FURNISHED FEBRUARY 6, 2018

## FORWARD LOOKING STATEMENT

**This presentation contains forward-looking statements including but not limited to statements with respect to estimated 2018 guidance and the related assumptions, the impact of various factors on operating and financial results, expected savings and synergies (including from the LaunchPad initiative and as a result of acquisitions), and the opportunities for future growth.**

**This presentation contains forward-looking statements which are 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 health care 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, failures in information technology systems or data security, challenges in implementing business process changes, employee relations, and the effect of exchange rate fluctuations on international operations.**

**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 the operating and financial results of Laboratory Corporation of America Holdings (the "Company") is included in the Company's Form 10-K for the year ended December 31, 2016, and subsequent Forms 10-Q, including in each case under the heading risk factors, and in the Company's other filings with the SEC.**

## USE OF ADJUSTED MEASURES

The Company has provided in this presentation “adjusted” financial information that has not been prepared in accordance with GAAP, including Adjusted EPS, Adjusted Operating Income, Adjusted EBITDA, Free Cash Flow, and certain segment information. The Company believes these adjusted measures are useful to investors as a supplement to, but not as a substitute for, GAAP measures, in evaluating the Company’s operational performance. The Company further believes that the use of these non-GAAP financial measures provides an additional tool for investors in evaluating operating results and trends, and growth and shareholder returns, as well as in comparing the Company’s financial results with the financial results of other companies. However, the Company notes that these adjusted measures may be different from and not directly comparable to the measures presented by other companies. Reconciliations of these non-GAAP measures to the most comparable GAAP measures are included in the tables accompanying this presentation.

## FOURTH QUARTER CONSOLIDATED RESULTS

(DOLLARS IN MILLIONS, EXCEPT PER SHARE DATA)

	<u>4Q17</u>	<u>4Q16</u>	<u>% Change</u>
Net Revenue	\$2,701.5	\$2,387.3	13.2%
Adjusted Operating Income <sup>(1) (2)</sup>	\$456.2	\$387.8	17.6%
<i>Adjusted Operating Margin</i>	16.9%	16.2%	70 bps
Adjusted EPS <sup>(1) (2)</sup>	\$2.45	\$2.15	14.0%
Operating Cash Flow	\$564.0	\$448.9	25.6%
Less: Capital Expenditures	(\$96.1)	(\$74.3)	(29.3%)
Free Cash Flow	\$467.9	\$374.6	24.9%

(1) Adjusted Operating Income excludes amortization, restructuring charges and special items. Adjusted EPS exclude the impact from the implementation of the Tax Cuts and Jobs Act of 2017, amortization, restructuring charges and special items

(2) See Reconciliation of non-GAAP Financial Measures on slides 15 – 19

## FULL YEAR 2017 CONSOLIDATED RESULTS

(DOLLARS IN MILLIONS, EXCEPT PER SHARE DATA)

	<b>Twelve Months Ended 12/31/17</b>	<b>Twelve Months Ended 12/31/16</b>	<b>% Change</b>
Net Revenue	\$10,205.9	\$9,437.2	8.1%
Adjusted Operating Income <sup>(1) (2)</sup>	\$1,731.3	\$1,590.2	8.9%
<i>Adjusted Operating Margin</i>	<i>17.0%</i>	<i>16.9%</i>	<i>10 bps</i>
Adjusted EPS <sup>(1) (2)</sup>	\$9.60	\$8.83	8.7%
Operating Cash Flow	\$1,459.4	\$1,175.9	24.1%
Less: Capital Expenditures	(\$312.9)	(\$278.9)	(12.2%)
Free Cash Flow	\$1,146.5	\$897.0	27.8%

(1) Adjusted Operating Income excludes amortization, restructuring charges and special items. Adjusted EPS exclude the impact from the implementation of the Tax Cuts and Jobs Act of 2017, amortization, restructuring charges and special items

(2) See Reconciliation of non-GAAP Financial Measures on slides 15 – 19

## FOURTH QUARTER PRO FORMA SEGMENT RESULTS<sup>(1)</sup>

(DOLLARS IN MILLIONS)

	<u>4Q17</u>	<u>4Q16<sup>(2)</sup></u>	<u>% Change</u>
<b>Net Revenue</b>			
LabCorp Diagnostics	\$1,816.3	\$1,671.8	8.6%
Covance Drug Development	\$886.1	\$715.6	23.8%
Total Net Revenue	\$2,701.6	\$2,387.3	13.2%
<b>Adjusted Operating Income<sup>(3) (4)</sup></b>			
LabCorp Diagnostics	\$356.5	\$317.8	12.2%
<i>Adjusted Operating Margin</i>	19.6%	19.0%	60 bps
Covance Drug Development	\$134.9	\$106.5	26.7%
<i>Adjusted Operating Margin</i>	15.2%	14.9%	30 bps
Unallocated Corporate Expense	(\$35.2)	(\$36.5)	3.6%
<b>Total Adjusted Operating Income</b>	<b>\$456.2</b>	<b>\$387.8</b>	<b>17.6%</b>
<i>Total Adjusted Operating Margin</i>	16.9%	16.2%	70 bps

(1) The consolidated net revenue and adjusted operating income are presented net of inter-segment transaction eliminations

(2) Covance Drug Development's results exclude the impact from the wind-down of operations relating to a committed minimum volume contract that expired on October 31, 2015

(3) Adjusted Operating Income excludes amortization, restructuring charges and special items

(4) See Reconciliation of non-GAAP Financial Measures on slides 15 – 19





## FULL YEAR 2017 PRO FORMA SEGMENT RESULTS<sup>(1)</sup>

(DOLLARS IN MILLIONS)

	<b>Twelve Months Ended 12/31/17</b>	<b>Twelve Months Ended 12/31/16</b>	<b>% Change</b>
<b>Net Revenue</b>			
LabCorp Diagnostics	\$7,170.5	\$6,593.9	8.7%
Covance Drug Development <sup>(2)</sup>	\$3,037.2	\$2,842.2	6.9%
<b>Total Net Revenue<sup>(2)</sup></b>	<b>\$10,205.9</b>	<b>\$9,435.6</b>	<b>8.2%</b>
<b>Adjusted Operating Income<sup>(3) (4)</sup></b>			
LabCorp Diagnostics	\$1,446.3	\$1,322.9	9.3%
<i>Adjusted Operating Margin</i>	<i>20.2%</i>	<i>20.1%</i>	<i>10 bps</i>
Covance Drug Development	\$422.4	\$412.7	2.4%
<i>Adjusted Operating Margin</i>	<i>13.9%</i>	<i>14.5%</i>	<i>(60 bps)</i>
<b>Unallocated Corporate Expense</b>	<b>(\$137.4)</b>	<b>(\$145.4)</b>	<b>5.5%</b>
<b>Total Adjusted Operating Income</b>	<b>\$1,731.3</b>	<b>\$1,590.2</b>	<b>8.9%</b>
<i>Total Adjusted Operating Margin</i>	<i>17.0%</i>	<i>16.9%</i>	<i>10 bps</i>

(1) The consolidated net revenue and adjusted operating income are presented net of inter-segment transaction eliminations

(2) Covance Drug Development's results exclude the impact from the wind-down of operations relating to a committed minimum volume contract that expired on October 31, 2015

(3) Adjusted Operating Income excludes amortization, restructuring charges and special items

(4) See Reconciliation of non-GAAP Financial Measures on slides 15 – 19



## SELECT FINANCIAL METRICS

(DOLLARS IN MILLIONS)

	<u>4Q16</u>	<u>1Q17</u>	<u>2Q17</u>	<u>3Q17</u>	<u>4Q17</u>
Total Depreciation	\$79.3	\$78.4	\$73.5	\$76.4	\$78.5
Total Amortization <sup>(1)</sup>	\$48.8	\$47.6	\$51.4	\$54.6	\$62.9
Total Adjusted EBITDA <sup>(2)</sup>	\$469.3	\$472.2	\$515.7	\$526.4	\$536.4
Total Debt to Last Twelve Months Adjusted EBITDA <sup>(2) (3)</sup>	3.1x	3.1x	3.2x	3.5x	3.2x
Total Net Debt to Last Twelve Months Adjusted EBITDA <sup>(2) (3) (4)</sup>	2.9x	2.9x	3.0x	3.3x	3.1x

(1) Excludes amortization of deferred financing fees

(2) Adjusted EBITDA excludes restructuring charges and special items. See reconciliation on slide 14

(3) Leverage ratios in the third and fourth quarter of 2017 include Chiltern Adjusted EBITDA from the twelve months prior to the relevant period on a pro forma basis

(4) Net debt equals total debt less cash and cash equivalents

## COVANCE DRUG DEVELOPMENT: SELECT FINANCIAL METRICS<sup>(1)</sup>

Trailing Twelve Month (TTM) Results		
	Net Orders	Net Book-to-Bill
TTM Ending December 31, 2017 <sup>(2)</sup>	\$4.14 billion	1.36x
TTM Ending September 30, 2017 <sup>(2)</sup>	\$3.82 billion	1.33x
TTM Ending June 30, 2017	\$3.44 billion	1.23x
TTM Ending March 31, 2017	\$3.24 billion	1.15x
TTM Ending December 31, 2016	\$3.15 billion	1.11x

	Backlog	Estimated revenue expected to convert from backlog in the next twelve months
As of December 31, 2017	\$7.13 billion	\$2.8 billion
As of September 30, 2017 <sup>(3)</sup>	\$6.84 billion	\$2.7 billion
As of June 30, 2017	\$5.53 billion	\$2.1 billion
As of March 31, 2017	\$5.19 billion	\$2.1 billion
As of December 31, 2016	\$4.86 billion	\$2.0 billion

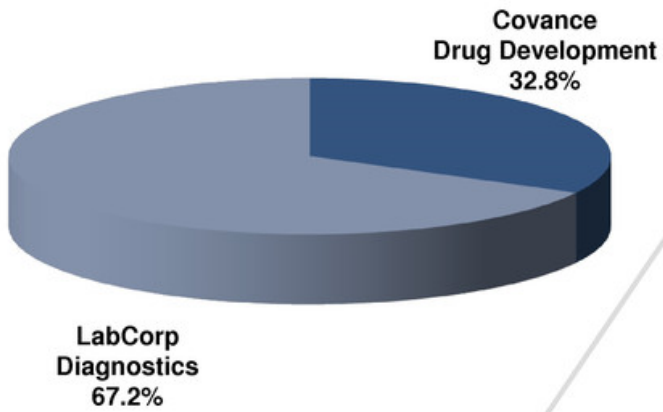
(1) Beginning with the fourth quarter of 2016, the Company began reporting net orders, net book-to-bill and backlog based upon fully-executed contracted awards. The Company believes this methodology is a more conservative and objective practice, providing greater visibility into its revenue conversion from the backlog. Results shown include the impact from cancellations and foreign currency translation.

(2) Includes results from Chiltern following the closing of the acquisition on September 1, 2017

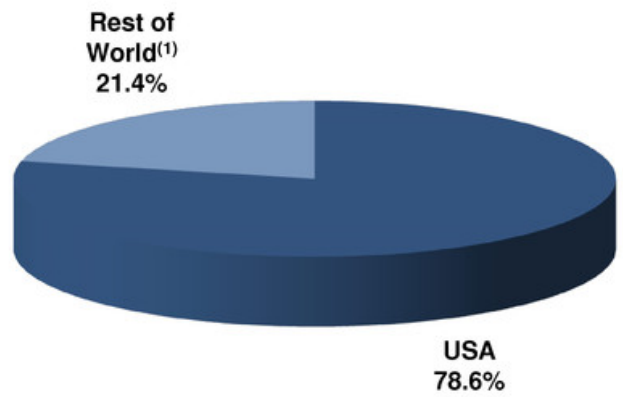
(3) Included backlog from the acquisition of Chiltern of \$1.0 billion

## FOURTH QUARTER 2017 NET REVENUE DISTRIBUTION

**Segment Distribution**



**Geographic Distribution**



(1) Revenues recognized in over 30 currencies; the largest foreign currency accounts for less than 10% of total net revenue

## FOURTH QUARTER 2017 FOREIGN EXCHANGE IMPACT TO NET REVENUE<sup>(1)</sup>

(DOLLARS IN MILLIONS)

	<u>Dollars</u>	<u>Year over Year % Growth</u>
<b><u>Consolidated</u></b>		
Net Revenue, as Reported	\$2,702	13.2%
Foreign Exchange Impact	(\$15)	(0.6%)
Net Revenue, Constant Currency	\$2,686	12.5%
<b><u>LabCorp Diagnostics</u></b>		
Net Revenue, as Reported	\$1,816	8.6%
Foreign Exchange Impact	(\$5)	(0.3%)
Net Revenue, Constant Currency	\$1,811	8.3%
<b><u>Covance Drug Development</u></b>		
Net Revenue, as Reported	\$886	23.8%
Foreign Exchange Impact	(\$10)	(1.4%)
Net Revenue, Constant Currency	\$876	22.4%

(1) Does not tie due to rounding

## FULL YEAR 2017 FOREIGN EXCHANGE IMPACT TO NET REVENUE<sup>(1)</sup>

(DOLLARS IN MILLIONS)

	<u>Dollars</u>	<u>Year over Year % Growth</u>
<b><u>Consolidated</u></b>		
Net Revenue, as Reported	\$10,206	8.2%
Foreign Exchange Impact	\$2	0.0%
Net Revenue, Constant Currency	\$10,207	8.2%
<b><u>LabCorp Diagnostics</u></b>		
Net Revenue, as Reported	\$7,171	8.7%
Foreign Exchange Impact	(\$5)	0.1%
Net Revenue, Constant Currency	\$7,166	8.7%
<b><u>Covance Drug Development</u></b>		
Net Revenue, as Reported	\$3,037	6.9%
Foreign Exchange Impact	\$6	0.2%
Net Revenue, Constant Currency	\$3,043	7.1%

(1) Does not tie due to rounding

## IMPACT FROM CHANGE IN REVENUE RECOGNITION ACCOUNTING STANDARD (ASC 606)

Effective January 1, 2018, the Company will adopt the FASB-issued converged standard on revenue recognition, using the full retrospective method. Although the Company has not completed all of the analysis required to finalize this restatement of revenues and expenses relating to this new standard, the table below presents the Company's current best estimate of the potential financial impact on its two segments' revenue, and is being provided as a reference point for the Company's guidance in 2018. The 2017 calculation is preliminary and will be finalized upon adoption in the first quarter of 2018 and the amounts are therefore subject to change. The Company does not believe the application of the new standard will have any significant impact on previously reported Adjusted Operating Income. However, the change in reported revenue will impact previously reported operating margins as shown in the table provided.

(Dollars in millions)	Twelve Months Ended December 31, 2017 As Reported	Twelve Months Ended December 31, 2017 Preliminary Restatement
<b><u>LabCorp Diagnostics (1)</u></b>		
Net Revenue	\$ 7,170.5	\$ 6,858.0
Adjusted Operating Income	\$ 1,446.3	\$ 1,446.3
Adjusted Operating Margin	20.2%	21.1%
<b><u>Covance Drug Development (2)</u></b>		
Net Revenue	\$ 3,037.2	\$ 3,562.4
Adjusted Operating Income	\$ 422.4	\$ 425.7
Adjusted Operating Margin	13.9%	11.9%
<b><u>Consolidated (1) (2)</u></b>		
Net Revenue	\$ 10,205.9	\$ 10,418.6
Adjusted Segment Operating Income	\$ 1,868.7	\$ 1,872.0
Unallocated corporate expense	\$ (137.4)	\$ (137.4)
Consolidated Adjusted Operating Income	\$ 1,731.3	\$ 1,734.6
Adjusted Operating Margin	17.0%	16.6%

(1) In LabCorp Diagnostics, the impact of the accounting change will reduce revenue and increase margins, as bad debt will be treated as a reduction in revenue rather than selling, general and administrative expense

(2) In Covance Drug Development, the impact of this accounting change will increase revenue and cost of revenue, resulting in lower margins due to the inclusion of investigator fees and other pass-through expenses in both categories

## 2018 FINANCIAL GUIDANCE

	<b>Current Guidance</b> (assumes foreign exchange rates effective as of December 31, 2017)
Total net revenue growth <sup>(1)</sup> :	9.5% – 11.5% <sup>(3)</sup>
LabCorp Diagnostics net revenue growth <sup>(1)</sup> :	3.0% – 5.0% <sup>(4)</sup>
Covance Drug Development net revenue growth <sup>(1)</sup> :	20.0% – 24.0% <sup>(5)</sup>
Adjusted EPS <sup>(2)</sup> :	\$11.30 – \$11.70
Free cash flow:	\$1.1 billion – \$1.2 billion

(1) Calculated based on the preliminary restatement of revenue in 2017 related to the Company's adoption of the new revenue recognition accounting standard (ASC 606) effective January 1, 2018 shown on slide 12

(2) Excludes the impact from amortization, restructuring charges and special items

(3) Includes the benefit of approximately 60 basis points of foreign currency translation

(4) Includes the benefit of approximately 20 basis points of foreign currency translation

(5) Includes the benefit of approximately 140 basis points of foreign currency translation



## RECONCILIATION OF NON-GAAP FINANCIAL MEASURES – ADJUSTED EBITDA

(DOLLARS IN MILLIONS)

	<u>4Q16</u>	<u>1Q17</u>	<u>2Q17</u>	<u>3Q17</u>	<u>4Q17</u>
LabCorp Operating Income	\$323.4	\$332.7	\$336.0	\$341.3	\$354.2
Add:					
Restructuring and other special charges	\$9.8	\$3.9	\$39.1	\$21.6	\$6.3
Other special charges <sup>(1)</sup>	\$5.8	\$7.1	\$10.8	\$29.0	\$32.8
Depreciation	\$79.3	\$78.4	\$73.5	\$76.4	\$78.5
Amortization	\$48.8	\$47.6	\$51.4	\$54.6	\$62.9
Equity method income, net	\$2.0	\$2.3	\$4.5	\$3.2	\$1.3
Depreciation and amortization of equity method investments	\$0.2	\$0.2	\$0.4	\$0.3	\$0.4
Adjusted EBITDA	\$469.3	\$472.2	\$515.7	\$526.4	\$536.4

(1) Other special charges as disclosed by the Company in its quarterly earnings releases

## RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

### LABORATORY CORPORATION OF AMERICA HOLDINGS

#### Reconciliation of Non-GAAP Financial Measures

(in millions, except per share data)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2017	2016	2017	2016
<b><u>Adjusted Operating Income</u></b>				
Operating income	\$ 354.2	\$ 323.4	\$ 1,364.2	\$ 1,312.4
Acquisition-related costs	14.1	3.3	49.7	18.4
Restructuring and other special charges	6.3	9.8	70.9	58.4
Consulting fees and executive transition expenses	1.3	1.4	4.4	9.3
Wind-down of minimum volume contract operations	-	0.6	-	4.6
LaunchPad and integration implementation costs	17.4	0.5	25.6	7.6
Amortization of intangibles and other assets	62.9	48.8	216.5	179.5
Adjusted operating income	<u>\$ 456.2</u>	<u>\$ 387.8</u>	<u>\$ 1,731.3</u>	<u>\$ 1,590.2</u>
<b><u>Adjusted EPS</u></b>				
Diluted earnings per common share	\$ 6.81	\$ 1.75	\$ 12.21	\$ 7.02
One-time benefit from Tax Cuts and Jobs Act	(5.00)	-	(5.00)	-
Restructuring and special items	0.23	0.08	0.98	0.64
Amortization expense	0.41	0.32	1.41	1.17
Adjusted EPS	<u>\$ 2.45</u>	<u>\$ 2.15</u>	<u>\$ 9.60</u>	<u>\$ 8.83</u>

## RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

### LABORATORY CORPORATION OF AMERICA HOLDINGS

#### Reconciliation of Non-GAAP Financial Measures

(in millions)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2017	2016	2017	2016
<b><u>Free Cash Flow:</u></b>				
Net cash provided by operating activities	\$ 564.0	\$ 448.9	\$ 1,459.4	\$ 1,175.9
Less: Capital expenditures	(96.1)	(74.3)	(312.9)	(278.9)
Free cash flow	<u>\$ 467.9</u>	<u>\$ 374.6</u>	<u>\$ 1,146.5</u>	<u>\$ 897.0</u>

## RECONCILIATION OF NON-GAAP FINANCIAL MEASURES - FOOTNOTES

1) During the fourth quarter of 2017, the Company recorded net restructuring and other special charges of \$6.3 million. The charges included \$8.9 million in severance and other personnel costs along with \$0.9 million in costs associated with facility closures and general integration initiatives. The Company reversed previously established reserves of \$3.0 million in unused severance reserves and \$0.5 million in unused facilities reserves.

The Company incurred legal and other costs of \$14.1 million primarily relating to the acquisition of Chiltern. The Company also recorded \$17.4 million in consulting and other expenses relating to Covance and Chiltern integration initiatives. In addition, the Company incurred \$1.3 million in consulting expenses relating to fees incurred as part of its integration and management transition costs (all recorded in selling, general and administrative expenses).

The after tax impact of these charges decreased net earnings for the quarter ended December 31, 2017, by \$24.5 million and diluted earnings per share by \$0.23 (\$24.5 million divided by 103.7 million shares).

During the first three quarters of 2017, the Company recorded net restructuring and other special charges of \$64.6 million. The charges included \$27.2 million in severance and other personnel costs along with \$17.9 million in costs associated with facility closures and general integration initiatives. The Company reversed previously established reserves of \$1.4 million, primarily in unused severance reserves. The Company also recognized an asset impairment loss of \$20.9 million related to the termination of a software development project within the Covance Drug Development segment and the forgiveness of indebtedness for LabCorp Diagnostics customers in areas heavily impacted by hurricanes experienced during the third quarter of 2017.

The Company incurred legal and other costs of \$29.8 million relating to recent acquisition activity. The Company also recorded \$8.0 million in consulting expenses relating to fees incurred as part of its Covance integration and compensation analysis, along with \$0.9 million in short-term equity retention arrangements relating to the acquisition of Covance. In addition, the Company incurred \$8.2 million of non-capitalized costs associated with the implementation of a major system as part of its LaunchPad business process improvement initiative (all recorded in selling, general and administrative expenses).

The after tax impact of these combined charges decreased net earnings for the year ended December 31, 2017, by \$101.4 million and diluted earnings per share by \$0.98 (\$101.4 million divided by 103.9 million shares).

2) As a result of the passage of the TCJA in the fourth quarter of 2017, the Company recorded a net reduction of its provision for income taxes of \$519.0 million, resulting in a one-time increase in its EPS of \$5.00 for the quarter and for the year (\$519.0 million divided by 103.7 million shares and \$519.0 million divided by 103.9 million shares). Given the significant changes resulting from the TCJA, the estimated financial impact in the quarter is provisional and subject to further clarification, which could result in changes to these estimates during 2018.

## RECONCILIATION OF NON-GAAP FINANCIAL MEASURES - FOOTNOTES

3) During the fourth quarter of 2016, the Company recorded net restructuring charges and special items of \$9.8 million. The charges included \$8.1 million in severance and other personnel costs along with \$2.8 million in facility-related costs associated with facility closures and general integration initiatives. The Company reversed previously established reserves of \$0.1 million in unused personnel-related reserves and \$1.0 million in unused facility-related costs.

The Company incurred \$0.6 million in fees and expenses associated with acquisitions completed during the quarter and incurred additional legal and other costs of \$0.6 million relating to the wind-down of its minimum volume contract operations. The Company also recorded \$2.5 million in consulting expenses relating to fees incurred as part of its Covance integration costs and compensation analysis, \$0.2 million in short-term equity retention arrangements relating to the acquisition of Covance, \$1.4 million of accelerated equity and other final compensation relating to executive transition announced during the third quarter of 2016, and \$0.5 million of non-capitalized costs associated with the implementation of a major system as part of its LaunchPad business process improvement initiative (all recorded in selling, general and administrative expenses).

The Company also recorded a \$3.6 million gain on sale of certain assets held for sale. The after tax impact of these net charges decreased net earnings for the quarter ended December 31, 2016, by \$8.3 million and diluted earnings per share by \$0.08 (\$8.3 million divided by 105.1 million shares).

During the first three quarters of 2016, the Company recorded net restructuring charges and other special charges of \$48.6 million. The charges included \$23.1 million in severance and other personnel costs along with \$30.7 million in facility-related costs associated with facility closures and general integration initiatives. The Company reversed previously established reserves of \$2.5 million in unused facility-related costs and \$2.7 million in unused severance reserves.

The Company incurred \$7.4 million in fees and expenses associated with completed acquisitions and incurred additional legal and other costs of \$4.0 million relating to the wind-down of its minimum volume contract operations. The Company also recorded \$4.4 million in consulting expenses relating to fees incurred as part of its Covance integration costs and compensation analysis, \$2.3 million in short-term equity retention arrangements relating to the acquisition of Covance, \$7.5 million of accelerated equity compensation relating to the announced retirement of a Company executive, and \$8.5 million of non-capitalized costs associated with the implementation of a major system as part of its LaunchPad business process improvement initiative (all recorded in selling, general and administrative expenses).

The Company also incurred \$5.6 million of interest expense relating to the early retirement of subsidiary indebtedness acquired as part of its acquisition of Sequenom. In conjunction with certain international legal entity tax structuring, the Company recorded a one-time tax liability of \$1.1 million.

The after tax impact of these net charges decreased net earnings for the year ended December 31, 2016, by \$66.3 million and diluted earnings per share by \$0.64 (\$66.3 million divided by 104.3 million shares).

## RECONCILIATION OF NON-GAAP FINANCIAL MEASURES - FOOTNOTES

4) The Company continues to grow the business through acquisitions and uses Adjusted EPS excluding amortization as a measure of operational performance, growth and shareholder returns. The Company believes adjusting EPS for amortization provides investors with better insight into the operating performance of the business. For the quarters ended December 31, 2017 and 2016, intangible amortization was \$62.9 million and \$48.8 million, respectively (\$42.3 million and \$33.2 million net of tax, respectively) and decreased EPS by \$0.41 (\$42.3 million divided by 103.7 million shares) and \$0.32 (\$33.2 million divided by 105.1 million shares), respectively. For the year ended December 31, 2017 and 2016, intangible amortization was \$216.5 million and \$179.5 million, respectively (\$146.4 million and \$122.5 million net of tax, respectively) and decreased EPS by \$1.41 (\$146.4 million divided by 103.9 million shares) and \$1.17 (\$122.5 million divided by 104.3 million shares), respectively.

