

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

June 11, 2001

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(Date of earliest event reported)

LABORATORY CORPORATION OF AMERICA HOLDINGS

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(Exact name of registrant as specified in its charter)

DELAWARE	1-11353	13-3757370
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

358 SOUTH MAIN STREET, BURLINGTON, NORTH CAROLINA 27215

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(Address of principal executive offices)

336-229-1127

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(Registrant's telephone number, including area code)

#### ITEM 5. OTHER EVENTS

On April 23, 2001, the Board of Directors approved a two-for-one stock split to be effected in the form of a 100% stock dividend, subject to shareholder approval of an amendment to the Company's restated certificate of incorporation to increase the number of common shares authorized from 52 million shares to 265 million shares. On May 24, 2001, the shareholders approved the amendment to the restated certificate of incorporation. See Exhibit 3.1 for the Company's restated certificate of incorporation.

On June 11, 2001, Laboratory Corporation of America-registered trademark-Holdings effected the two-for-one stock split through the issuance of a stock dividend of one new share of common stock for each share of common stock held by shareholders of record on June 4, 2001.

#### ITEM 7. (c) Exhibits

3.1 Restated certificate of incorporation of  
Laboratory Corporation of America Holdings

99.1 Laboratory Corporation of America Holdings  
selected historical financial data (restated  
to reflect the two-for-one stock split effective  
June 11, 2001)

#### SIGNATURES

Pursuant to the requirements of the Securities and 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

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(Registrant)

By:/s/ BRADFORD T. SMITH

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Bradford T. Smith  
Executive Vice President,  
General Counsel, Secretary  
and Compliance Officer

Date: June 11, 2001

AMENDED AND RESTATED CERTIFICATE OF  
INCORPORATION OF LABORATORY CORPORATION OF AMERICA HOLDINGS

Pursuant to Sections 242 and 245 of the General Corporation Law  
of the State of Delaware

The undersigned Thomas P. Mac Mahon and Bradford T. Smith,  
of Laboratory Corporation of America Holdings (the "Corporation"), do  
hereby certify as follows:

1. (a) The present name of the Corporation is Laboratory  
Corporation of America Holdings.

(b) The name under which the Corporation was originally  
incorporated is National Health Laboratories Holdings Inc.; and the date  
of filing the original Certificate of Incorporation of the Corporation with  
the Secretary of State of the State of Delaware is March 8, 1994.

2. The Certificate of Incorporation of the Corporation is hereby  
amended by striking out Article FOURTH thereof and by substituting in  
lieu thereof new Article FOURTH which is set forth in the Restated  
Certificate of Incorporation hereinafter provided for.

3. The provisions of the Certificate of Incorporation of the  
Corporation as heretofore amended and/or supplemented, are hereby  
restated and integrated into the single instrument which is hereinafter set  
forth, and which is entitled Restated Certificate of Incorporation of  
Laboratory Corporation of America Holdings, without further amendment  
other than the amendment herein certified and without any discrepancy  
between the provisions of the Certificate of Incorporation as heretofore  
amended and supplemented and the provisions of the said single  
instrument hereinafter set forth.

4. The amendment and the restatement of the Restated  
Certificate of Incorporation herein certified have been duly adopted by the  
stockholders in accordance with the provisions of Section 242 and Section  
245 of the General Corporation Law of the State of Delaware in the form  
set forth as follows:

RESTATED CERTIFICATE OF INCORPORATION  
OF LABORATORY CORPORATION OF AMERICA HOLDINGS

FIRST: The name of the Corporation is Laboratory Corporation of  
America Holdings (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation  
in the State of Delaware is Corporation Trust Center, 1209 Orange Street,  
in the City of Wilmington, County of New Castle. The name of its  
registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful  
act or activity for which a corporation may be organized under the  
General Corporation Law of the State of Delaware as set forth in Title 8  
of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the  
Corporation has authority to issue is two hundred and sixty-five million  
shares (265,000,000) shares of which two hundred and ninety-five million  
(295,000,000) will be shares of Common Stock, each having a par value  
of \$0.10, and thirty million (30,000,000) will be shares of Preferred  
Stock, each having a par value of \$0.10.

The Board of Directors is expressly authorized to provide for the  
issuance of all or any shares of the Preferred Stock in one or more classes  
or series, and to fix for each such class or series such voting powers, full  
or limited, or no voting powers, and such distinctive designations,  
preferences and relative, participating, optional or other special rights and  
such qualifications, limitations or restrictions thereof, as shall be stated  
and expressed in the resolution or resolutions adopted by the Board of  
Directors providing for the issuance of such class or series and as may be  
permitted by the GCL, including without limitation, the authority to  
provide that any such class or series may be (1) subject to redemption at  
such time or times and at such price or prices; (2) entitled to receive  
dividends (which may be cumulative or non-cumulative at such rates, on  
such conditions, and at such times, and payable in preference to or in such  
relation to, the dividends payable on any other class or classes or to any  
other series); (3) entitled to such rights upon the dissolution of, or upon  
any distribution of the assets of, the Corporation; or (4) other class or

classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors,

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) pursuant to Section 174 of the Delaware General Corporation Law or (4) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Thomas P. Mac Mahon, President, Chief Executive Officer and Director, and Bradford T. Smith, Secretary and Executive Vice President, on this 24 day of May, 2001.

LABORATORY CORPORATION OF AMERICA HOLDINGS

By: /s/ THOMAS P. MAC MAHON

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Thomas P. Mac Mahon  
President, Chief Executive  
Officer and Director

By: /s/ BRADFORD T. SMITH

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Bradford T. Smith  
Secretary and Executive Vice  
President

Laboratory Corporation of America Holdings  
 Selected Historical Financial Data  
 (Dollars in millions, except per share amounts)

(Restated to reflect the two-for-one stock split effective June 11, 2001)

	Three Months Ended March 31,	
	2001	2000
Statement of Operations Data:		
Net sales	\$ 525.4	\$ 462.7
Gross profit	221.6	183.5
Operating income	87.3	57.4
Net earnings	43.5	25.7
Basic earnings per common share	\$ 0.63	\$ 0.42
Diluted earnings per common share	\$ 0.62	\$ 0.37
Basic weighted average common shares outstanding (in thousands)	69,231	25,510
Diluted weighted average common shares outstanding (in thousands)	70,308	68,828
Balance Sheet Data:		
Cash and cash equivalents	\$ 66.8	\$ 40.9
Intangible assets, net	860.0	801.6
Total assets	1,703.4	1,599.9
Long-term obligations and redeemable preferred stock (c)	323.0	1,020.4
Due to affiliates	4.5	3.2
Total shareholders' equity	923.7	187.6

Laboratory Corporation of America Holdings  
 Selected Historical Financial Data  
 (Dollars in millions, except per share amounts)

(Restated to reflect the two-for-one stock split effective June 11, 2001)

Year Ended December 31,				
2000	1999	1998	1997	1996

Statement of Operations Data:

Net sales	\$1,919.3	\$1,698.7	\$1,612.6	\$1,579.9	\$1,676.2
Gross profit	766.6	629.1	563.4	499.4	492.3
Operating income					
(loss)	245.6(a)	149.7	127.6	(92.0)(e)	(118.8)(b)
Net earnings (loss)	112.1	65.4	68.8	(106.9)	(153.5)
Basic earnings					
(loss) per					
common share	\$ 1.65	\$ 0.59	\$ 0.98	\$ ( 5.30)	\$ ( 6.24)
Diluted earnings					
(loss) per					
common share	\$ 1.61	\$ 0.58	\$ 0.98	\$ ( 5.30)	\$ ( 6.24)
Basic weighted average					
common shares					
outstanding					
(in thousands)	47,081	25,332	24,969	24,648	24,584
Diluted weighted average common					
shares outstanding					
(in thousands)	48,150	25,754	24,969	24,648	24,584
Balance Sheet Data:					
Cash and cash					
equivalents	\$ 48.8	\$ 40.3	\$ 22.7	\$ 23.3	\$ 29.3
Intangible assets,					
net	865.7	803.9	836.2	851.3	891.1
Total assets	1,666.9	1,590.2	1,640.9	1,658.5	1,917.0
Long-term obligations					
and redeemable					
preferred					
stock (c)	355.8	1,041.5	1,110.0	1,200.1	1,089.4
Due to					
affiliates (d)	1.4	3.5	1.7	2.2	190.5
Total shareholders'					
equity	877.4	175.5	154.4	129.1	258.1

(a) In the fourth quarter of 2000, the Company recorded a \$4.5 million restructuring charge relating to the closing of its Memphis drug testing facility.

(b) In the second quarter of 1996, the Company recorded certain pre-tax charges of a non-recurring nature including additional charges related to the restructuring of operations following the merger of the Company in 1995 with Roche Biomedical Laboratories, Inc. (the "Merger"). The Company recorded a restructuring charge totaling \$13.0 million for the shutdown of its La Jolla, California administrative facility and other workforce reductions. In addition, the Company recorded \$10.0 million in non-recurring charges in the second quarter of 1996 related to the integration of its operations following the Merger. As a result of negotiations with the Office of the Inspector General of the Department of Health and Human Services and the Department of Justice related to the 1996 government settlement, the Company recorded a settlement charge of \$185.0 million in the third quarter of 1996 to increase accruals for settlements and related expenses of government and private claims resulting from these investigations.

(c) Long-term obligations include capital lease obligations of \$6.9 million at March 31, 2001 and \$4.2 million at March 31 2000, and \$7.2 million, \$4.4 million, \$4.2 million, \$5.8 million and \$9.8 million at December 31, 2000, 1999, 1998, 1997 and 1996, respectively. Long-term obligations also include the long-term portion of the expected value of future contractual amounts to be paid to the former principals of acquired laboratories. Such payments are principally based on a percentage of future revenues derived from the acquired customer lists or specified amounts to be paid over a period of time. At March 31, 2001, March 31, 2000, December 31, 2000, 1999, 1998, 1997 and 1996, such amounts were \$2.6 million, \$1.8 million, \$2.1 million, \$0.0 million, \$7.7 million, \$9.6 million and \$14.8 million, respectively. Long-term obligations exclude amounts due to affiliates. On June 6, 2000, the Company called for redemption all of its outstanding redeemable preferred stock, resulting in the conversion of substantially all of the preferred stock into common stock.

(d) In December 1996, Roche loaned \$187.0 million to the Company to fund the 1996 government settlement in the form of a promissory note. Such note bore interest at a rate of 6.625% per annum and was repaid in June 1997 with proceeds from the offering of preferred stock.

(e) During the fourth quarter of 1997 the Company recorded a provision for doubtful accounts of \$182.0 million, which was approximately \$160.0 million greater than the amount recorded in the fourth quarter of 1996 and a \$22.7 million provision for restructuring certain laboratory operations.