

**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

December 21, 2011  
(Date of earliest event reported)

**LABORATORY CORPORATION OF  
AMERICA HOLDINGS**

(Exact Name of Registrant as Specified in its 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)

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 1.01**      **Entry into a Material Definitive Agreement**

On December 21, 2011, Laboratory Corporation of America® Holdings (LabCorp) (NYSE: LH) (the "Company") announced that it has entered into a new senior unsecured credit facility totaling \$1.0 billion. Bank of America, N.A., will act as swing line lender and letter of credit issuer and as administrative agent for a group of financial institutions providing the facility. The new facility consists of a five-year revolving facility in the principal amount of \$1.0 billion, with the ability to increase the facility by an additional \$250 million if certain conditions are met. A letter of credit subfacility of \$125 million is also provided. The new facility is permitted to be used for general corporate purposes, including working capital, capital expenditures, acquisitions, funding of share repurchases, dividends and other distributions, and repayment of all amounts outstanding under the Company's prior revolving and term loan facility entered into on October 26, 2007, for which Credit Suisse served as administrative agent for a group of financial institutions. On December 21, 2011 the Company borrowed \$560 million under the new facility and existing letters of credit totaling approximately \$37.4 million were continued under the facility. The Company's prior credit facility was terminated upon the closing of the new facility.

The terms of the new facility are substantially similar to the Company's prior credit facility and include a customary financial covenant requiring the Company to maintain a leverage ratio of no more than 3.0 to 1.0 as well as a negative covenant limiting subsidiary indebtedness and certain other covenants typical for investment grade-rated borrowers.

The facility and letter of credit fees, and the interest rates on borrowings, under the new facility are based on the Company's senior credit ratings as determined by Standard & Poor's and Moody's, which are currently BBB+ and Baa2, respectively.

Item 1.02 Termination of a Material Definitive Agreement

The disclosure contained in Item 1.01 is incorporated herein by reference.

Item 3.03 Material Modifications to Rights of Security Holders

The disclosure contained in Item 1.01 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 Press Release dated December 21, 2011

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**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

December 21, 2011

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**Laboratory Corporation of America**

358 South Main Street  
Burlington, NC 27215  
Telephone: (336) 584-5171

**FOR IMMEDIATE RELEASE**

**Investor/Media Contact:**

Stephen Anderson – 336-436-5274

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

**LABCORP® ENTERS INTO NEW CREDIT FACILITY TOTALING \$1.0 BILLION**

**Burlington, NC, December 21, 2011** — Laboratory Corporation of America® Holdings (LabCorp®) (NYSE: LH) today announced that it has entered into a new senior unsecured credit facility totaling \$1.0 billion. Bank of America, N.A. will act as Administrative Agent and Barclays Capital will serve as Syndication Agent for a group of financial institutions providing the facility. The new facility consists of a five-year Revolving Facility in the principal amount of \$1.0 billion. The new facility will be used for general corporate purposes, including working capital, capital expenditures, acquisitions, funding of share repurchases and other payments, and repayment of all amounts outstanding under the Company's previous revolving credit facility and term loan. On December 21, 2011 the Company borrowed \$560.0 million under the Revolving Facility, and outstanding Letters of Credit totaling approximately \$37.4 million were extended under the new facility. The Company's previous revolving credit facility was terminated upon the closing of the new facility.

The terms of the new facility are substantially similar to the Company's previous revolving credit facility and include a customary financial covenant governing total leverage as well as negative covenants limiting subsidiary indebtedness and certain other items typical for investment grade-rated borrowers. The fees and interest rates on the new facilities are based on the Company's senior credit ratings as determined by Standard & Poor's and Moody's, which are currently BBB+ and Baa2, respectively.

**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).

*\*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.*

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*This press release contains forward-looking statements. Each of the forward-looking statements is subject to change based on various important factors, including without limitation, competitive actions in the marketplace and adverse actions of governmental and other third-party payors. Actual results could differ materially from those suggested by these forward-looking statements. Further information on potential factors that could affect LabCorp's financial results is included in the Company's Form 10-K for the year ended December 31, 2010, and subsequent SEC filings.*

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