

10K405/A-The Company's Annual Report on Form 10-K for the year ended December 31, 1997 dated March 30, 1998 and filed with the Commission on March 30, 1998 (the "1997 Form 10-K") is hereby amended as set forth herein.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES

EXCHANGE ACT OF 1934
For the fiscal year ended DECEMBER 31, 1997

OR
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-11353

LABORATORY CORPORATION OF AMERICA HOLDINGS

(Exact name of registrant as specified in its charter)

DELAWARE 13-3757370

(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

358 SOUTH MAIN STREET, BURLINGTON, NORTH CAROLINA 27215

(Address of principal executive offices) (Zip Code)

336-229-1127

(Registrant's telephone number, including area code)

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

Title of each class	Name of exchange on which registered
-----	-----
Common Stock, \$0.01 par value	New York Stock Exchange
Common Stock Purchase Warrants	New York Stock Exchange
Redeemable Preferred Stock, \$.10 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. X

State the aggregate market value of the voting stock held by non-affiliates of the registrant, by reference to the price at which the stock was sold as of a specified date within 60 days prior to the date of filing: \$126,340,062 at March 13, 1998.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: 124,499,287 shares at March 13, 1998, of which 61,329,256 shares are held by indirect wholly owned subsidiaries of Roche Holdings Ltd. The number of warrants outstanding to purchase shares of the issuer's common stock is 22,151,308 as of March 13, 1998, of which 8,325,000 are held by an indirect wholly owned subsidiary of Roche Holdings Ltd.

The Company's Annual Report on Form 10-K for the year ended December 31, 1997 dated March 30, 1998 and filed with the commission on March 30, 1998 (the "1997 Form 10-K" is hereby amended as set forth herein.

The information required by Part III, Items 10 through 13, of Form 10-K is incorporated by reference from the registrant's definitive proxy statement for its 1998 annual meeting of stockholders, which is to be filed pursuant to Regulation 14A not later than April 30, 1998.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LABORATORY CORPORATION OF AMERICA HOLDINGS

Registrant

By: /s/ THOMAS P. MAC MAHON

Thomas P. Mac Mahon
Chairman of the Board, President
and Chief Executive Officer

Dated: April 29, 1998

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on April 29, 1998 in the capacities indicated.

Signature -----	Title -----
/s/ THOMAS P. MAC MAHON ----- Thomas P. Mac Mahon	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
/s/ WESLEY R. ELINGBURG ----- Wesley R. Elingburg	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)
/s/ JEAN-LUC BELINGARD* ----- Jean-Luc Belingard	Director
/s/ WENDY E. LANE* ----- Wendy E. Lane	Director
/s/ ROBERT E. MITTELSTAEDT, JR.* ----- Robert E. Mittelstaedt, Jr.	Director
/s/ JAMES B. POWELL, M.D.* ----- James B. Powell, M.D.	Director
/s/ DAVID B. SKINNER, M.D.* ----- David B. Skinner, M.D.	Director
/s/ ANDREW G. WALLACE, M.D.* ----- Andrew G. Wallace, M.D.	Director

* Bradford T. Smith, by his signing his name hereto, does hereby sign this report on behalf of the directors of the Registrant after whose typed names asterisks appear, pursuant to powers of attorney duly executed by such directors and filed with the Securities and Exchange Commission.

By: /s/ BRADFORD T. SMITH

Bradford T. Smith
Attorney-in-fact