

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Laboratory Corporation of America Holdings  
(Exact Name of issuer as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-3757370  
(I.R.S. Employer  
Identification No.)

358 South Main Street  
Burlington, North Carolina 27215  
(910) 229-1127  
(Address of principal executive offices)

Laboratory Corporation of America Holdings  
1995 Stock Plan for Non-Employee Directors  
(Full title of the Plan)

Bradford T. Smith  
Executive Vice President, General Counsel  
Corporate Compliance Officer and Secretary  
Laboratory Corporation of America Holdings  
358 South Main Street  
Burlington, North Carolina 27215

(Name and address of agent for service)  
Telephone number, including area code, of agent  
for service: (910) 229-1127

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered*	Proposed Maximum Offering Price Per Share**	Proposed Maximum Aggregate Offering Price**	Amount of Registration Fee
Common Stock (par value \$.01 per share).....	300,000 shares	\$2.4375	\$731,250	\$252.16

\* Plus an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions

\*\* Estimated pursuant to Rule 457 of the General Rules and Regulations under the Securities Act of 1933 solely for the purpose of computing the registration fee, based on the average of the high and low sale prices of the securities being registered hereby on the Composite Tape on November 6, 1997.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

Laboratory Corporation of America Holdings (the "Company") hereby incorporates herein by reference the Company's Registration Statement on Form S-8 (No. 33-62913) dated September 26, 1995, filed under the Securities Act of 1933 and the contents therein

## EXHIBITS

The following is a complete list of exhibits filed as part of this Registration Statement:

### Exhibit No.

5	Opinion of Davis Polk & Wardwell
23.1	Consent of KPMG Peat Marwick LLP
23.2	Consent of Davis Polk & Wardwell (included in Exhibit 5)
24	Powers of Attorney

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Burlington, State of North Carolina, on the 7th day of November, 1997.

### LABORATORY CORPORATION OF AMERICA HOLDINGS

By /s/ Thomas P. Mac Mahon

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Thomas P. Mac Mahon ----- Thomas P. Mac Mahon	Chairman of the Board, President, Chief Executive Officer and Director	November 7, 1997
/s/ * ----- Wesley R. Elingburg	Executive Vice President, Chief Financial Officer and Treasurer (Principal Accounting and Financial Officer)	November 7, 1997
/s/ * ----- Jean-Luc Belingard	Director	November 7, 1997
/s/ * ----- Wendy E. Lane	Director	November 7, 1997
/s/ * ----- Robert E. Mittelstaedt, Jr.	Director	November 7, 1997
/s/ * ----- James B. Powell, M.D.	Director	November 7, 1997
/s/ * ----- David B. Skinner, M.D.	Director	November 7, 1997
/s/ * ----- Andrew G. Wallace, M.D.	Director	November 7, 1997
*By: /s/ Thomas P. Mac Mahon ----- Thomas P. Mac Mahon Attorney-in-Fact		

## INDEX TO EXHIBITS

The following is a complete list of exhibits filed as part of this Registration Statement:

Exhibit

Sequentially

Number	Exhibit	Numbered Page
-----	-----	-----
5	Opinion of Davis Polk & Wardwell.....	7
23.1	Consent of KPMG Peat Marwick LLP.....	8
23.2	Consent of Davis Polk & Wardwell (included in Exhibit 5)...	7
24	Powers of Attorney.....	9

November 7, 1997

Laboratory Corporation of America Holdings  
358 South Main Street  
Burlington, North Carolina 27215

Ladies and Gentlemen:

We are acting as special counsel for Laboratory Corporation of America Holdings in connection with the filing of a Registration Statement (the "Registration Statement") on Form S-8 under the Securities Act of 1933, as amended, relating to 300,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), deliverable in accordance with the Laboratory Corporation of America Holdings 1995 Stock Plan for Non-Employee Directors as referred to in such Form S-8 (the "Plan").

We have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments relating to the adoption and amendment of the Plan as we have deemed necessary or advisable for the purposes of this opinion.

Upon the basis of the foregoing, we are of the opinion that the Common Stock deliverable pursuant to the Plan, when delivered in accordance with the Plan will be duly authorized, validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

/s/ Davis Polk & Wardwell

INDEPENDENT AUDITORS' CONSENT

The Board of Directors  
Laboratory Corporation of America Holdings

We consent to the use of our reports incorporated herein by reference.

/s/ KPMG Peat Marwick LLP

Raleigh, North Carolina  
November 5, 1997

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, in his or her capacity or capacities as an officer or director or both of Laboratory Corporation of America Holdings does hereby constitute and appoint Thomas P. Mac Mahon, the true and lawful attorney and agent of the undersigned, each with power of substitution, to do any and all acts and things for and on behalf of the undersigned and in the name of the undersigned and in the capacity or capacities of the undersigned as aforesaid and to execute any and all instruments for and on behalf of the undersigned and in the name of the undersigned, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically but without limitation, power and authority to sign for the undersigned in the capacities indicated below, any and all amendments (including post-effective amendments) hereto; and the undersigned does hereby ratify and confirm all that the said attorneys and agents, or their substitute or substitutes, or either of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney this 1st day of July, 1997.

/s/ Wesley R. Elingburg  
-----  
WESLEY R. ELINGBURG

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, in his or her capacity or capacities as an officer or director or both of Laboratory Corporation of America Holdings does hereby constitute and appoint Thomas P. Mac Mahon, the true and lawful attorney and agent of the undersigned, each with power of substitution, to do any and all acts and things for and on behalf of the undersigned and in the name of the undersigned and in the capacity or capacities of the undersigned as aforesaid and to execute any and all instruments for and on behalf of the undersigned and in the name of the undersigned, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically but without limitation, power and authority to sign for the undersigned in the capacities indicated below, any and all amendments (including post-effective amendments) hereto; and the undersigned does hereby ratify and confirm all that the said attorneys and agents, or their substitute or substitutes, or either of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney this 1st day of July, 1997.

/s/ Jean-Luc Belingard  
-----  
JEAN-LUC BELINGARD

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, in his or her capacity or capacities as an officer or director or both of Laboratory Corporation of America Holdings does hereby constitute and appoint Thomas P. Mac Mahon, the true and lawful attorney and agent of the undersigned, each with power of substitution, to do any and all acts and things for and on behalf of the undersigned and in the name of the undersigned and in the capacity or capacities of the undersigned as aforesaid and to execute any and all instruments for and on behalf of the undersigned and in the name of the undersigned, which said attorneys and agents, or either of them, may deem

necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically but without limitation, power and authority to sign for the undersigned in the capacities indicated below, any and all amendments (including post-effective amendments) hereto; and the undersigned does hereby ratify and confirm all that the said attorneys and agents, or their substitute or substitutes, or either of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney this 1st day of July, 1997.

/s/ Wendy E. Lane

-----  
WENDY E. LANE

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, in his or her capacity or capacities as an officer or director or both of Laboratory Corporation of America Holdings does hereby constitute and appoint Thomas P. Mac Mahon, the true and lawful attorney and agent of the undersigned, each with power of substitution, to do any and all acts and things for and on behalf of the undersigned and in the name of the undersigned and in the capacity or capacities of the undersigned as aforesaid and to execute any and all instruments for and on behalf of the undersigned and in the name of the undersigned, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically but without limitation, power and authority to sign for the undersigned in the capacities indicated below, any and all amendments (including post-effective amendments) hereto; and the undersigned does hereby ratify and confirm all that the said attorneys and agents, or their substitute or substitutes, or either of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney this 1st day of July, 1997.

/s/ Robert E. Mittelstaedt, Jr.

-----  
ROBERT E. MITTELSTAEDT, JR.

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, in his or her capacity or capacities as an officer or director or both of Laboratory Corporation of America Holdings does hereby constitute and appoint Thomas P. Mac Mahon, the true and lawful attorney and agent of the undersigned, each with power of substitution, to do any and all acts and things for and on behalf of the undersigned and in the name of the undersigned and in the capacity or capacities of the undersigned as aforesaid and to execute any and all instruments for and on behalf of the undersigned and in the name of the undersigned, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically but without limitation, power and authority to sign for the undersigned in the capacities indicated below, any and all amendments (including post-effective amendments) hereto; and the undersigned does hereby ratify and confirm all that the said attorneys and agents, or their substitute or substitutes, or either of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney this 1st day of July, 1997.

/s/ James B. Powell, M.D.

-----  
JAMES B. POWELL, M.D.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, in his or her capacity or capacities as an officer or director or both of Laboratory Corporation of America Holdings does hereby constitute and appoint Thomas P. Mac Mahon, the true and lawful attorney and agent of the undersigned, each with power of substitution, to do any and all acts and things for and on behalf of the undersigned and in the name of the undersigned and in the capacity or capacities of the undersigned as aforesaid and to execute any and all instruments for and on behalf of the undersigned and in the name of the undersigned, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically but without limitation, power and authority to sign for the undersigned in the capacities indicated below, any and all amendments (including post-effective amendments) hereto; and the undersigned does hereby ratify and confirm all that the said attorneys and agents, or their substitute or substitutes, or either of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney this 1st day of July, 1997.

/s/ David B. Skinner, M.D.  
-----

DAVID B. SKINNER, M.D.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, in his or her capacity or capacities as an officer or director or both of Laboratory Corporation of America Holdings does hereby constitute and appoint Thomas P. Mac Mahon, the true and lawful attorney and agent of the undersigned, each with power of substitution, to do any and all acts and things for and on behalf of the undersigned and in the name of the undersigned and in the capacity or capacities of the undersigned as aforesaid and to execute any and all instruments for and on behalf of the undersigned and in the name of the undersigned, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically but without limitation, power and authority to sign for the undersigned in the capacities indicated below, any and all amendments (including post-effective amendments) hereto; and the undersigned does hereby ratify and confirm all that the said attorneys and agents, or their substitute or substitutes, or either of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney this 1st day of July, 1997.

/s/ Andrew G. Wallace, M.D.  
-----

ANDREW G. WALLACE, M.D.