

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
(AMENDMENT NO. 5)

NATIONAL HEALTH LABORATORIES HOLDINGS INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

63633E 10 2

(CUSIP Number)

Check the following box if a fee is being paid with this statement . (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

(Continued on following page(s))

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

NATIONAL HEALTH CARE GROUP, INC.

2. CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP (a)___
(b)___

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OR ORGANIZATION

DELAWARE

NUMBER 5. SOLE VOTING POWER

OF SHARES -0-

BENEFICIALLY 6. SHARED VOTING POWER

20,176,729

OWNED BY 7. SOLE DISPOSITIVE POWER

EACH -0-

REPORTING 8. SHARED DISPOSITIVE POWER

PERSON WITH 20,176,729

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,176,729

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ___

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.8%

12. TYPE OF REPORTING PERSON

CO

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

REVLON HOLDINGS INC.

2. CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a)___
(b)___

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OR ORGANIZATION

DELAWARE

NUMBER 5. SOLE VOTING POWER

OF SHARES -0-

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 20,176,729

EACH 7. SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON WITH 8. SHARED DISPOSITIVE POWER

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12. TYPE OF REPORTING PERSON

CO

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

REVLON FINANCE CORPORATION

2. CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP (a)___
(b)___

3. SEC USE ONLY

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DELAWARE

NUMBER 5. SOLE VOTING POWER

OF SHARES -0-

BENEFICIALLY 6. SHARED VOTING POWER

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EACH 7. SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON WITH 8. SHARED DISPOSITIVE POWER

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1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

REVLON GROUP INCORPORATED

2. CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a) ___
(b) ___

3. SEC USE ONLY

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DELAWARE

NUMBER OF SHARES 5. SOLE VOTING POWER

-0-

BENEFICIALLY OWNED BY 6. SHARED VOTING POWER

20,176,729

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-0-

8. SHARED DISPOSITIVE POWER

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23.8%

12. TYPE OF REPORTING PERSON

CO

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

ZMAF CORPORATION

2. CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a) ___
(b) ___

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OR ORGANIZATION

DELAWARE

NUMBER OF SHARES 5. SOLE VOTING POWER

-0-

BENEFICIALLY OWNED BY 6. SHARED VOTING POWER

20,176,729

EACH REPORTING PERSON WITH 7. SOLE DISPOSITIVE POWER

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12. TYPE OF REPORTING PERSON

CO

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

MACANDREWS & FORBES GROUP, INCORPORATED

2. CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a)___
(b)___

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OR ORGANIZATION

DELAWARE

NUMBER OF SHARES 5. SOLE VOTING POWER

-0-

BENEFICIALLY OWNED BY 6. SHARED VOTING POWER

20,176,729

EACH REPORTING PERSON WITH 7. SOLE DISPOSITIVE POWER

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

MACANDREWS & FORBES HOLDINGS INC.

2. CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a) ___
(b) ___

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OR ORGANIZATION

DELAWARE

NUMBER OF SHARES 5. SOLE VOTING POWER

-0-

BENEFICIALLY OWNED BY 6. SHARED VOTING POWER

20,176,729

EACH REPORTING PERSON WITH 7. SOLE DISPOSITIVE POWER

-0-

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CO

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

MAFCO HOLDINGS INC.

2. CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a) ___
(b) ___

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OR ORGANIZATION

DELAWARE

NUMBER OF SHARES 5. SOLE VOTING POWER

-0-

BENEFICIALLY OWNED BY 6. SHARED VOTING POWER

20,176,729

EACH REPORTING PERSON WITH 7. SOLE DISPOSITIVE POWER

-0-

8. SHARED DISPOSITIVE POWER

20,176,729

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.8%

12. TYPE OF REPORTING PERSON

CO

Item 1(a): Name of Issuer.

NATIONAL HEALTH LABORATORIES HOLDINGS INC.
(the "Company")

Item 1(b): Address of Issuer's Principal Executive Offices.

4225 Executive Square; Suite 805
La Jolla, California 92037

Item 2(a): Name of Persons Filing.

National Health Care Group, Inc. ("National Health") is, in turn, a wholly owned direct or indirect subsidiary of Revlon Holdings, Inc. ("Revlon Holdings"), Revlon Finance Corporation ("Finance"), Revlon Group Incorporated ("Revlon Group"), ZMAF Corporation ("ZMAF"), MacAndrews & Forbes Group, Incorporated ("MacAndrews Group"), MacAndrews & Forbes Holdings Inc. ("MacAndrews Holdings") and Mafco Holdings Inc. ("Mafco"). All of the capital stock of Mafco is owned by Ronald O. Perelman.

Item 2(b): Address of Principal Business Office.

The principal business offices of National Health are located at 5900 North Andrews Avenue, Fort Lauderdale, Florida 33309. The principal business offices of Revlon Holdings and Finance are located at 625 Madison Avenue, New York, New York 10022. The principal business offices of Revlon Group, ZMAF, MacAndrews Group, MacAndrews Holdings and Mafco are located at 35 East 62nd Street, New York, New York 10021.

Item 2(c): Citizenship.

National Health, Revlon Holdings, Finance, Revlon Group, ZMAF, MacAndrews Group, MacAndrews Holdings and Mafco each are Delaware corporations.

Item 2(d): Title of Class of Securities.

Common Stock, par value \$.01 per share (the "Shares").

Item 2(e): CUSIP Number.

63633E 10 2

Item 3: Not Applicable

Item 4: Ownership.

National Health owns 20,176,729 Shares, which represent approximately 23.8% of the total number of Shares outstanding on December 31, 1994. Each of Revlon Holdings, Finance, Revlon Group, ZMAF, MacAndrews Group, MacAndrews Holdings and Mafco may be deemed to beneficially own the Shares owned by National Health. Ronald O. Perelman owns all of the capital stock of Mafco.

(a) Amount Beneficially Owned:
20,176,729 Shares

(b) Percent of Class:
Approximately 23.8% based upon 84,761,817 Shares outstanding on December 31, 1994.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote -0-
- (ii) Shared power to vote or to direct the vote 20,176,729
- (iii) Sole power to dispose or to direct the disposition of -0-
- (iv) Shared power to dispose or to direct the disposition of . . . 20,176,729

Item 5: Owner of Five Percent or Less of a Class.

Not Applicable

Item 6: Ownership of More than Five Percent on

Behalf of Another Person.

Of the Shares owned, 19,752,290 Shares are pledged to secure obligations.

- Item 7: Identification and Classification of the

Subsidiary Which Acquired the Security Being

Reported on By the Parent Holding Company.

Not Applicable
- Item 8: Identification and Classification of Members

of the Group.

Not Applicable
- Item 9: Notice of Dissolution of Group.

Not Applicable
- Item 10: Certification.

Not Applicable

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 1995

NATIONAL HEALTH CARE GROUP, INC.
REVLON HOLDINGS, INC.
REVLON FINANCE CORPORATION
ZMAF CORPORATION
MACANDREWS & FORBES GROUP, INCORPORATED

By: /s/ Glenn P. Dickes
Name: Glenn P. Dickes
Title: Vice President

REVLON GROUP INCORPORATED
MACANDREWS & FORBES HOLDINGS INC.
MAFCO HOLDINGS INC.

By: /s/ Glenn P. Dickes
Name: Glenn P. Dickes
Title: Senior Vice President