

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, Esq.,
Executive Vice President, General Counsel 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 \$0.01 per share)	25,000 shares	\$9.625	\$240,625	\$100

* 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(c) 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 prices of the securities being registered hereby on the New York Stock Exchange Composite Transaction Tape on September 21, 1995.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

Laboratory Corporation of America Holdings (the "Company") hereby incorporates herein by reference the following documents:

(1) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1994;

(2) All reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on or after December 31, 1994; and

(3) The description of the Company's Common Stock (incorporated by

reference therein to the Company's Registration Statement on Form S-4 dated April 25, 1994 filed under the Securities Act of 1933, as amended (the "Securities Act")) in the Company's Registration Statement on Form 8-B dated June 30, 1994 (as amended by Amendment No. 1 thereto dated April 27, 1995) filed under the Exchange Act, including amendments thereto and any report filed for the purpose of updating such description.

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated herein by reference and to be a part hereof from the respective date of filing of each such document.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

As authorized by Section 145 of the General Corporation Law of the State of Delaware ("Delaware Corporation Law"), each director and officer of the Company may be indemnified by the Company against expenses (including attorney's fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred in connection with the defense or settlement of any threatened, pending or completed legal proceedings in which he/she is involved by reason of the fact that he/she is or was a director or officer of the Company; provided that he/she acted in good faith and in a manner that he/she reasonably believed to be in or not opposed to the best interest of the Company and, with respect to any criminal action or proceeding, that he/she had no reasonable cause to believe that his/her conduct was unlawful. If the legal proceeding, however, is by or in the right of the company, the director or officer may not be indemnified in respect of any claim, issue or matter as to which he shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Company unless a court determines otherwise.

Article Sixth of the Certificate of Incorporation of the Company provides that no director of the Company shall be personally liable to the Company or its stockholders for monetary damages for any breach of his fiduciary duty as a director; provided, however, that such clause shall not apply to any liability of a director (i) for any breach of such director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. In addition, the provisions of Article VII of the Company's By-laws provide that the Company shall indemnify any person entitled to be indemnified to the fullest extent permitted by the Delaware Corporation Law.

The Company maintains policies of officers' and directors' liability insurance in respect of acts or omissions of current and former officers and directors of the Company, its subsidiaries and "constituent" companies that have been merged into the Company.

EXHIBITS

The following is a complete list of exhibits filed as part of this registration statement:

Exhibit No. -----	Exhibit -----
4.a	Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K dated May 12, 1995 (the "Form 8-K"))
4.b	By-Laws of the Company (incorporated by reference to Exhibit 3.2 to the Form 8-K)
4.c	Laboratory Corporation of America Holdings 1995 Stock Plan for Non-Employee Directors
5	Opinion of Davis Polk & Wardwell
23.a	Consent of KPMG Peat Marwick LLP, independent auditors
23.b	Consent of Davis Polk & Wardwell (included in Exhibit 5)
24	Powers of Attorney

UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's Annual Report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's Annual Report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 26th day of September, 1995.

Laboratory Corporation of America
Holdings

By /s/ BRADFORD T. SMITH

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

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.

Name	Title	Date
* ----- James. B. Powell, M.D.	President, Chief Executive Officer and Director	September 26, 1995
* ----- Haywood D. Cochrane, Jr.	Executive Vice President and Chief Financial Officer	September 26, 1995
* ----- Wesley R. Elingburg	Senior Vice President -- Finance (Principal Accounting Officer)	September 26, 1995
* ----- James R. Maher	Director	September 26, 1995
* ----- Thomas P. MacMahon	Director	September 26, 1995
* ----- Jean-Luc Belingard	Director	September 26, 1995
* ----- Linda Godsen Robinson	Director	September 26, 1995
* ----- David Bernt Skinner, M.D.	Director	September 26, 1995
* ----- Andrew G. Wallace, M.D.	Director	September 26, 1995

(*)By: /s/ BRADFORD T. SMITH

Bradford T. Smith
Attorney-in-fact

INDEX TO EXHIBITS

Exhibit Number	Exhibit	Sequentially Numbered Page
4.a	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Form 8-K)	-----
4.b	By-Laws of the Company (incorporated by reference to Exhibit 3.2 to the Registration Statement)	-----
4.c	Laboratory Corporation of America Holdings 1995 Stock Plan for Non-Employee Directors	-----
5	Opinion of Davis Polk & Wardwell	-----
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23.b Consent of Davis Polk & Wardwell (included
in Exhibit 5)

24 Powers of Attorney

LABORATORY CORPORATION OF AMERICA HOLDINGS
1995 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS

1. Purpose

The purpose of the Laboratory Corporation of America Holdings 1995 Stock Plan for Non-Employee Directors (the "Plan") is to promote the interests of Laboratory Corporation of America Holdings (the "Company") and its stockholders by increasing the proprietary and vested interest of non-employee directors in the growth and performance of the Company by granting such directors shares of common stock, par value \$.01 per share (the "Shares"), of the Company.

2. Definitions

As used herein, the following terms shall have the following meanings:

"Common Stock Unit" shall mean the bookkeeping entry representing the equivalent of one Share.

"Exchange Act" shall mean the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder.

"Fair Market Value" per Share shall mean (i) the closing sales price per Share on a national securities exchange for the last date preceding the Retainer Payment Date on which there was a sale of such Shares on such exchange, (ii) if the Shares are then traded on an over-the-counter market, the average of the closing bid and asked prices for the Shares in such over-the-counter market for the last date preceding the Retainer Payment Date on which there was such a sale of such Shares in such market or (iii) if the Shares are not then listed on a national securities exchange or traded in an over-the-counter market, such value as the Board may determine.

"Retainer" shall mean the retainer payable to an Eligible Director (as defined in Section 4) for any calendar month before any reduction pursuant to this Plan, which Retainer may not be changed more often than once every six months.

"Retainer Payment Date" shall mean the 25th day of the month preceding the month for which the retainer is due or, if such date is not a business day, the next succeeding business day.

3. Administration

The Plan shall be administered by the Company's Board of Directors (the "Board"). Subject to the provisions of the Plan, the Board shall be authorized to interpret the Plan, to establish, amend and rescind any rules and regulations relating to the Plan and to make all other determinations necessary or advisable for the administration of the Plan; provided, however, that the Board shall have no discretion with respect to the selection of directors to receive Shares, the number of Shares to be received, or the timing of grants of Shares under the Plan, all of which shall be determined in accordance with the provisions of this Plan. The determinations of the Board in the administration of the Plan, as described herein, shall be final and conclusive. The Secretary of the Company shall be authorized to implement the Plan in accordance with its terms and to take such actions of a ministerial nature as shall be necessary to effectuate the intent and purposes thereof. The validity, construction and effect of the Plan and any rules and regulations relating to the Plan shall be determined in accordance with the laws of the State of Delaware.

4. Eligibility

The class of individuals eligible to receive grants of options under the Plan shall be directors of the Company who are not employees of the Company or its affiliates ("Eligible Directors"). Any holder of Shares granted hereunder shall hereinafter be referred to as a "Participant."

5. Shares Subject to the Plan

Subject to adjustment as provided in Section 7, an aggregate of 25,000 Shares shall be available for grant under the Plan. The Shares issued upon the exercise of options may be made available from authorized but

unissued Shares or treasury Shares.

6. Grant of Shares

(a) Except as set forth in subsection (b) below, on and after the Effective Date (as defined in Section 12), 50% of the Retainer of each Participant payable shall automatically be paid in the form of that number of Shares that results from dividing (i) 50% of the Retainer by (ii) the Fair Market Value on the Retainer Payment Date. Cash shall be paid to a Participant in lieu of a fractional Share.

(b) Notwithstanding subsection (a) above, with respect to any Retainer Payment Date that occurs prior to the day of the 1995 Annual Shareholders Meeting, payment of 50% of the Retainer of each Participant shall be in the form of that number of Common Stock Units that results from dividing (i) 50% of the Retainer by (ii) the Fair Market Value on such Retainer Payment Date. Each such Common Stock Unit shall be paid by delivery of one Share to such Participant promptly following the day of the 1995 Annual Shareholders Meeting; provided that in the event the Plan is not approved by shareholders at the Company's 1995 Annual Shareholders Meeting, each such Common Stock Unit shall be paid in cash in an amount equal to the Fair Market Value on the day of the 1995 Annual Shareholders Meeting. Cash shall be paid to a Participant in lieu of a fractional Share.

7. Listing and Registration

Each Share shall be subject to the requirement that if at any time the Board shall determine, in its discretion, that the listing, registration or qualification of such Share upon any securities exchange or under any state or federal law, or the consent or approval of any governmental regulatory body, is necessary or desirable as a condition of, or in connection with, the granting of such Share, no such Share may be disposed of unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any condition not acceptable to the Board.

8. Adjustment of and Changes in Shares

In the event of a stock split, stock dividend, subdivision or combination of the Shares or other change in corporate structure affecting the Shares, the number of Shares authorized by the Plan shall be increased or decreased proportionately, as the case may be, and the number of Shares subject to any outstanding grant shall be increased or decreased proportionately, as the case may be.

9. No Rights of Shareholders

Neither a Participant nor a Participant's legal representative shall be, or have any of the rights and privileges of, a shareholder of the Company in respect of any Shares unless and until certificates for such Shares shall have been issued.

10. Plan Amendments

The Plan may be amended by the Board, as it shall deem advisable or to conform to any change in any law or regulation applicable thereto; provided, that the Board may not, without the authorization and approval of shareholders of the Company, make any amendment that would require shareholder approval under Rule 16b-3 of the Exchange Act or state law. The provisions of Sections 4 and/or 6 may not be amended more often than once every six months, other than to comport with changes in the Internal Revenue Code of 1986, as amended, the Employee Retirement Income Security Act, or the rules under either such statute.

11. Effective Date and Duration of Plan

The Plan shall become effective as of May 25, 1995 (the "Effective Date"), subject to the approval of shareholders at the Company's 1995 Annual Shareholders Meeting. The Plan shall terminate the day following the third Annual Shareholders Meeting at which Directors are elected succeeding the Annual Shareholders Meeting at which the Plan was approved by shareholders, unless the Plan is extended or terminated at an earlier date by shareholders or is terminated by exhaustion of the Shares available for issuance hereunder.

[Letterhead of Davis Polk & Wardwell]

September 26, 1995

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

Dear Sirs:

We have acted as special counsel for Laboratory Corporation of America Holdings (the "Corporation") in connection with its Registration Statement on Form S-8 (the "Registration Statement") to register under the Securities Act of 1933, as amended, 25,000 shares (the "Shares") of common stock, par value \$0.01 per share, of the Corporation issuable pursuant to the 1995 Stock Plan for Non-Employee Directors (the "Plan") of the Corporation. In connection therewith, 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 as we have deemed necessary for the purpose of this opinion.

Upon the basis of the foregoing, we are of the opinion that the Shares deliverable pursuant to the Plan have been duly authorized and, when and to the extent issued pursuant to the Plan, will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Davis Polk & Wardwell

[Letterhead of KPMG Peat Marwick LLP]
INDEPENDENT AUDITORS' CONSENT

The Board of Directors
Laboratory Corporation of America Holdings:

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

/s/ KPMG Peat Marwick LLP

San Diego, California
September 20, 1995

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Bradford T. Smith and Haywood D. Cochrane, Jr., or either of them, each acting alone, his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all capacities, in connection with the Laboratory Corporation of America Holdings' Registration Statement on Form S-8 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 20th day of September, 1995.

/s/ JAMES B. POWELL, M.D.

James B. Powell, M.D.

EXHIBIT 24

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Bradford T. Smith and Haywood D. Cochrane, Jr., or either of them, each acting alone, his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all capacities, in connection with the Laboratory Corporation of America Holdings' Registration Statement on Form S-8 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 20th day of September, 1995.

/s/ HAYWOOD D. COCHRANE, JR.

Haywood D. Cochrane, Jr.

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IN WITNESS WHEREOF, the undersigned has signed these presents this 20th day of September, 1995.

/s/ WESLEY R. ELINGBURG

Wesley R. Elingburg

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IN WITNESS WHEREOF, the undersigned has signed these presents this 20th day of September, 1995.

/s/ JAMES R. MAHER

James R. Maher

EXHIBIT 24

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has signed these presents this 20th day of September, 1995.

/s/ THOMAS P. MACMAHON

Thomas P. MacMahon

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IN WITNESS WHEREOF, the undersigned has signed these presents this 20th day of September, 1995.

/s/ JEAN-LUC BELINGARD

Jean-Luc Belingard

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Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 20th day of September, 1995.

/s/ LINDA GODSEN ROBINSON

Linda Godsen Robinson

EXHIBIT 24

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IN WITNESS WHEREOF, the undersigned has signed these presents this 20th day of September, 1995.

/s/ DAVID BERNT SKINNER, M.D.

David Bernt Skinner, M.D.

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IN WITNESS WHEREOF, the undersigned has signed these presents this 20th day of September, 1995.

/s/ ANDREW G. WALLACE, M.D.

Andrew G. Wallace, M.D.