

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO
(RULE 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)**

LABORATORY CORPORATION OF AMERICA HOLDINGS
(Name of Subject Company (Issuer))

LABORATORY CORPORATION OF AMERICA HOLDINGS
(Name of Filing Persons (Issuer))

Zero Coupon Convertible Subordinated Notes due 2021
(Title of Class of Securities)

50540R AG 7
(CUSIP Number of Class of Securities)

F. Samuel Eberts III
Senior Vice President and Chief Legal Officer
Laboratory Corporation of America Holdings
358 South Main Street
Burlington, North Carolina 27215
(336) 229-1127

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

Michael J. Silver
William I. Intner
Hogan Lovells US LLP
100 International Drive, Suite 2000
Baltimore, Maryland 21202
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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$139,756,156.20	\$16,225.69

* Calculated solely for purposes of determining the filing fee. The purchase price of the Zero Coupon Convertible Subordinated Notes due 2021 (the "Notes"), as described herein, is \$819.54 in cash per \$1,000 principal amount at maturity of the Notes. As of August 10, 2011, there was \$170,530,000 in aggregate principal amount at maturity of Notes outstanding.

** The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$116.10 for each \$1,000,000 of the value of the transaction.

☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid.

Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$16,225.69
Form or Registration No.: Schedule TO

Filing Party: Laboratory Corporation of America Holdings
Date Filed: August 11, 2011

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

If applicable, check the appropriate boxes below to designate the appropriate rule provisions relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 1 to Schedule TO-I (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO-I filed by Laboratory Corporation of America Holdings, a Delaware corporation (the “Company”), on August 11, 2011 (the “Schedule TO-I”). This Amendment relates to the obligation by the Company to purchase, at the option of the holders, the Zero Coupon Convertible Subordinated Notes due 2021 issued by the Company on October 23, 2006 (the “Notes”), upon the terms and subject to the conditions set forth in the Indenture (as defined below), the Notes and the Company Notice, dated August 11, 2011 (the “Company Notice”, which Company Notice and related offer materials, as amended or supplemented from time to time, collectively constitute the “Put Option”). The Notes were issued pursuant to an Indenture, dated as of October 23, 2006 (the “Indenture”), between the Company and The Bank of New York Mellon (formerly known as The Bank of New York), a New York banking corporation (the “Trustee”).

This Amendment is being filed to amend and supplement certain provisions of the Schedule TO-I, to the extent set forth herein. Except as specifically provided herein, the information contained in the Schedule TO-I and the Put Option remains unchanged. This Amendment should be read in conjunction with the Schedule TO-I and the Put Option.

The Put Option expired at 5:00 p.m., New York City time, on Friday, September 9, 2011. On September 12, 2011, the Company issued a press release reporting the results of the Put Option. A copy of that press release is attached hereto as Exhibit (a)(5)(B) and is incorporated herein by reference.

This Amendment is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

Item 4. Terms of the Transaction.

Item 4 of the Schedule TO-I is hereby amended and supplemented by adding the following language:

The Put Option expired at 5:00 p.m., New York City time, on Friday, September 9, 2011. The Company has been advised by The Bank of New York Mellon (formerly known as The Bank of New York), as paying agent (the “Paying Agent”), that no Notes were tendered pursuant to the Put Option. Immediately after the expiration of the Put Option, \$169,530,000 aggregate principal amount at maturity of the Notes remain outstanding.

Item 12. Exhibits.

Item 12 of the Schedule TO-I is hereby amended and supplemented by adding the following exhibit:

(a)(5)(B) Press release issued by the Company on September 12, 2011.

Item 13.

Not applicable.

SIGNATURE

After due 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.

LABORATORY CORPORATION OF AMERICA HOLDINGS

By: /s/ F. Samuel Eberts III

Name: F. Samuel Eberts III

Title: Senior Vice President and Chief Legal Officer

Dated: September 12, 2011

EXHIBIT INDEX

(a)(1)(A)* Company Notice to Holders of Zero Coupon Convertible Subordinated Notes due 2021, dated August 11, 2011.

(a)(5)(A)* Press release issued by the Company on August 11, 2011.

(a)(5)(B) Press release issued by the Company on September 12, 2011.

(d)* Indenture, dated as of October 23, 2006, between the Company and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 24, 2006).

* Previously filed.



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FOR IMMEDIATE RELEASE

Investor/Media Contact:

Stephen Anderson – 336-436-5274

Company Information: www.labcorp.com

**LABORATORY CORPORATION OF AMERICA® HOLDINGS ANNOUNCES
RESULTS OF OFFER TO PURCHASE ITS ZERO COUPON CONVERTIBLE SUBORDINATED NOTES DUE 2021**

BURLINGTON, NORTH CAROLINA, September 12, 2011—Laboratory Corporation of America® Holdings (NYSE: LH) (“LabCorp”) announced today the results of its offer (the “Offer”) to purchase its Zero Coupon Convertible Subordinated Notes due 2021 (the “Notes”) for cash. The Offer was required pursuant to the terms of the indenture under which the Notes were issued and was first announced on August 11, 2011.

LabCorp has been advised by the paying agent, The Bank of New York Mellon (formerly known as The Bank of New York), that no Notes were tendered pursuant to the Offer. The holders’ right to surrender Notes expired at 5:00 p.m., New York City time, on Friday, September 9, 2011. Following the Offer, approximately \$169,530,000 in aggregate principal amount of the Notes remain outstanding.

LabCorp will file an amendment to the Tender Offer Statement on Schedule TO-I/A with the Securities and Exchange Commission (“SEC”) today. Materials filed with the SEC are available without charge at the SEC’s website, www.sec.gov. Documents filed with the SEC may also be obtained without charge through the Investor Relations portion of LabCorp’s website at www.labcorp.com.

This press release is for information only and is not an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell securities of LabCorp. The offer to purchase the Notes was made only pursuant to the Company Notice and related materials filed with the SEC on August 11, 2011.

Questions relating to the Company Notice and related materials should be directed to The Bank of New York Mellon by calling Mr. David Mauer at (212) 815-3687. The address is: Bank of New York Mellon Corporation, Corporate Trust – Reorganization Unit, Attn: Mr. David Mauer, 101 Barclay Street – 7 East, New York, NY 10286.

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 GeneticsSM*, 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.

*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.

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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