

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 3, 2019**

**LABORATORY CORPORATION OF AMERICA  
HOLDINGS**

(Exact name of registrant as specified in Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-11353**  
(Commission  
File Number)

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

**358 South Main Street,  
Burlington, North Carolina**  
(Address of principal executive offices)

**27215**  
(Zip Code)

**336-229-1127**

**Registrant's telephone number, including area code**

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.10 par value	LH	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure.**

On December 3, 2019, Laboratory Corporation of America Holdings (“LabCorp”) issued a press release announcing the early results of its previously announced cash tender offer (the “Offer”) for up to \$300,000,000 principal amount of its outstanding \$600,000,000 aggregate principal amount of 4.625% Senior Notes due 2020 (the “Notes”).

On December 3, 2019, LabCorp also issued a press release announcing the pricing terms of its previously announced Offer.

Copies of the press releases are attached to this Current Report on Form 8-K as Exhibit 99.1 and 99.2 and are incorporated herein by reference.

The announcements related to the Offer are neither an offer to purchase nor a solicitation of an offer to sell the Notes. The Offer is being made solely by means of the Offer to Purchase that LabCorp distributed to holders of the Notes.

**Item 9.01 Financial Statements and Exhibits**

(d)

- 99.1 [Press Release dated December 3, 2019 issued by LabCorp titled “LabCorp announces early results of its tender offer for up to \\$300,000,000 principal amount of its outstanding 4.625% Senior Notes due 2020”](#)
- 99.2 [Press Release dated December 3, 2019 issued by LabCorp titled “LabCorp announces pricing terms of its tender offer for up to \\$300,000,000 principal amount of its outstanding 4.625% Senior Notes due 2020”](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LABORATORY CORPORATION OF AMERICA HOLDINGS

Registrant

Date: December 3, 2019

By: /s/ Sandra D. van der Vaart

Sandra D. van der Vaart  
Senior Vice President, Global General Counsel and Secretary



**FOR IMMEDIATE RELEASE**

**LabCorp Contacts:**

Investors: Clarissa Willett — 336-436-5076  
[Investor@LabCorp.com](mailto:Investor@LabCorp.com)

Media: Pattie Kushner — 336-436-8263  
[Media@LabCorp.com](mailto:Media@LabCorp.com)

**LABCORP ANNOUNCES EARLY RESULTS OF ITS TENDER OFFER FOR UP TO \$300,000,000 PRINCIPAL AMOUNT OF ITS OUTSTANDING 4.625% SENIOR NOTES DUE 2020**

**BURLINGTON, N.C., Dec. 3, 2019** — LabCorp® (NYSE: LH) announced today the early results of its previously announced cash tender offer (the Offer) for up to \$300,000,000 principal amount (the Tender Cap) of its outstanding \$600,000,000 aggregate principal amount of 4.625% Senior Notes due 2020 (the Notes). The terms and conditions of the Offer are described in the Offer to Purchase dated Nov. 18, 2019 (the Offer to Purchase) and remain unchanged.

The following table sets forth certain information regarding the Offer, including the aggregate principal amount of Notes that were validly tendered and not withdrawn at or prior to 5:00 p.m. EST on Dec. 2, 2019 (the Early Tender Deadline) and the aggregate principal amount of Notes to be accepted for purchase by LabCorp:

<u>Title of Security</u>	<u>CUSIP Number</u>	<u>Principal Amount Outstanding</u>	<u>Tender Cap (Principal Amount)</u>	<u>Notes Tendered (Principal Amount)</u>	<u>Notes Accepted (Principal Amount)</u>
4.625% Senior Notes due 2020	50540RAJ1	\$600,000,000	\$300,000,000	\$174,863,000	\$174,863,000

LabCorp will accept all Notes validly tendered and not validly withdrawn at or prior to the Early Tender Deadline, and expects to make payment for the Notes on Dec. 4, 2019 (the Early Settlement Date).

The deadline to validly withdraw tenders has passed. Accordingly, Notes that were already tendered at the Early Tender Deadline may not be withdrawn, except in certain limited circumstances where additional withdrawal rights are required by law.

As previously announced, the total consideration (the Total Consideration) payable for the Notes will be determined at 10:00 a.m. EST today, Dec. 3, 2019, as described in the Offer to Purchase. Holders of Notes validly tendered and not validly withdrawn at or prior to the Early Tender Deadline and accepted for purchase will be eligible to receive the Total Consideration, which will include an early tender premium of \$30.00 per \$1,000 principal amount of the Notes accepted for purchase (the Early Tender Premium).

LabCorp will continue to accept Notes tendered after the Early Tender Deadline up to the Tender Cap. The Offer will expire at 11:59 p.m. EST on Dec. 16, 2019, unless extended or earlier terminated by LabCorp (the Expiration Date). Holders of Notes who validly tender their Notes following the Early Tender Deadline and on or prior to the Expiration Date will receive the “Tender Offer Consideration” per \$1,000 principal amount of any such Notes tendered by such holders that are accepted for purchase, which is equal to the Total Consideration minus the Early Tender Premium. Holders of Notes accepted for purchase by LabCorp will also receive accrued interest from the most recent interest payment date for the Notes up to, but not including, the applicable settlement date. Notes may be subject to proration if the aggregate principal amount of the Notes validly tendered is greater than the Tender Cap.

BofA Securities, US Bancorp, and Wells Fargo Securities are acting as dealer managers for the tender offer. The tender agent and information agent for the tender offer is D.F. King & Co., Inc. Questions regarding the tender offer may be directed to BofA Securities at (980) 387-3907 (collect) or (888) 292-0070 (U.S. toll-free), US Bancorp at (612) 336-7604 (collect) or (877) 558-2607 (U.S. toll-free), and Wells Fargo Securities at (704) 410-4759 (collect) or (866) 309-6316 (U.S. toll-free). Holders who would like additional copies of the offer documents may call the information agent, D.F. King & Co., Inc. at (212) 269-5550 (collect, for banks and brokers) or (888) 625-2588 (toll-free, for all others), or by e-mail at [labcorp@dfking.com](mailto:labcorp@dfking.com).

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The tender offer is being made solely by means of the Offer to Purchase that LabCorp distributed to holders of Notes.

### **About LabCorp**

LabCorp (NYSE: LH), an S&P 500 company, is a leading global life sciences company that is deeply integrated in guiding patient care, providing comprehensive clinical laboratory, and end-to-end drug development services. With a mission to improve health and improve lives, LabCorp delivers world-class diagnostic solutions, brings innovative medicines to patients faster, and uses technology to improve the delivery of care. LabCorp reported revenue of more than \$11 billion in 2018. To learn more about LabCorp, visit [www.LabCorp.com](http://www.LabCorp.com), and to learn more about Covance Drug Development, visit [www.Covance.com](http://www.Covance.com). The information contained on these websites is not incorporated by reference herein.

### **Cautionary Statement Regarding Forward-Looking Statements**

*This press release contains forward-looking statements including but not limited to statements pertaining to the Offer. Each of the forward-looking statements is subject to change based on various important factors. Actual results of the Offer could differ materially from those suggested by these forward-looking statements. LabCorp has no obligation to provide any updates to these forward-looking statements even if its expectations change. All forward-looking statements are expressly qualified in their entirety by this cautionary statement. Further information on potential factors, risks, and uncertainties that could affect operating and financial results is included in LabCorp’s most recent Annual Report on Form 10-K and subsequent Forms 10-Q, including in each case under the heading RISK FACTORS, and in LabCorp’s other filings with the SEC.*



**FOR IMMEDIATE RELEASE**

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**LABCORP ANNOUNCES PRICING TERMS OF ITS TENDER OFFER FOR UP TO \$300,000,000 PRINCIPAL AMOUNT OF ITS OUTSTANDING 4.625% SENIOR NOTES DUE 2020**

**BURLINGTON, N.C., Dec. 3, 2019** — LabCorp® (NYSE: LH) announced today the pricing terms of its previously announced cash tender offer (the Offer) for up to \$300,000,000 principal amount (the Tender Cap) of its outstanding \$600,000,000 aggregate principal amount of 4.625% Senior Notes due 2020 (the Notes). The terms and conditions of the Offer are described in the Offer to Purchase dated Nov. 18, 2019 (the Offer to Purchase) and remain unchanged.

The total consideration (the Total Consideration) for the Notes is based on the yield to maturity of the applicable U.S. Treasury Security (the Reference Yield) plus a fixed spread, as set forth in the table below. The Reference Yield (as determined pursuant to the Offer to Purchase) was determined at 10:00 a.m. EST today, Dec. 3, 2019, by the dealer managers (identified below).

The following table sets forth certain information regarding the Offer, including the Reference Yield and the Total Consideration:

<u>Title of Security</u>	<u>CUSIP Number</u>	<u>Reference U.S. Treasury Security</u>	<u>Reference Yield</u>	<u>Fixed Spread (basis points)</u>	<u>Total Consideration (per \$1,000)</u>
4.625% Senior Notes due 2020	50540RAJ1	1.50% UST due Aug 15, 2020	1.663%	30 bps	\$1,018.36

The Total Consideration is payable to holders of Notes validly tendered and not validly withdrawn at or prior to 5:00 p.m. EST on Dec. 2, 2019 (the Early Tender Deadline) and accepted for purchase by LabCorp. The Total Consideration includes an early tender premium of \$30.00 per \$1,000 principal amount of Notes validly tendered and not validly withdrawn by such holders and accepted for purchase by LabCorp (the Early Tender Premium). All payments for Notes purchased in connection with the Early Tender Deadline will also include accrued and unpaid interest on the principal amount of Notes tendered up to, but not including, the Early Settlement Date, which is currently expected to be Dec. 4, 2019.

As announced earlier today, LabCorp will accept all Notes validly tendered and not validly withdrawn on or before the Early Tender Deadline. LabCorp will continue to accept Notes tendered after the Early Tender Deadline up to the Tender Cap. Notes may be subject to proration if the aggregate principal amount of the Notes validly tendered is greater than the Tender Cap. The Offer will expire at 11:59 p.m. EST on Dec. 16, 2019, unless extended or earlier terminated by LabCorp (the Expiration Date). Holders of Notes who validly tender their Notes following the Early Tender Deadline and on or prior to the Expiration Date will receive the "Tender Offer Consideration" per \$1,000 principal amount of any such Notes tendered by such holders that are accepted for purchase, which is equal to the Total Consideration minus the Early Tender Premium. Holders of Notes accepted for purchase by LabCorp will also receive accrued interest from the most recent interest payment date for the Notes up to, but not including, the applicable settlement date.

The deadline to validly withdraw tenders has passed. Accordingly, Notes that were already tendered at the Early Tender Deadline may not be withdrawn, except in certain limited circumstances where additional withdrawal rights are required by law.

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