

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

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**SCHEDULE TO  
(Amendment No. 5)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**Orchid Cellmark Inc.**

(Name of Subject Company (Issuer))

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**OCM Acquisition Corp.  
Laboratory Corporation of America Holdings**

(Name of Filing Persons (Offeror))

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**Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

**68573C107**  
(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**  
**John H. Booher**  
**Hogan Lovells US LLP**  
**100 International Drive, Suite 2000**  
**Baltimore, Maryland 21202**  
**(410) 659-2700**

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee**
\$91,588,968.80	\$10,633.48

\* Estimated solely for purposes of calculating the filing fee. This amount assumes the purchase of up to 32,710,346 shares of common stock, par value \$0.001 per share, of Orchid Cellmark Inc. at a purchase price of \$2.80 per share. The number of shares represents the fully diluted number of shares of common stock outstanding consisting of (i) 29,992,186 shares of common stock outstanding on April 4, 2011, and (ii) 2,718,160 shares of common stock issuable under stock options outstanding on April 5, 2011.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Fee Rate Advisory #5 for fiscal year 2011, issued December 22, 2010, by multiplying the transaction valuation by 0.0001161.

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:	\$10,633.48
Form or Registration No.:	Schedule TO
Filing Party:	OCM Acquisition Corp. and Laboratory Corporation of America Holdings
Date Filed:	April 19, 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)

This Amendment No. 5 (this "Amendment No. 5") amends and supplements the Tender Offer Statement on Schedule TO (as previously amended and supplemented by Amendment No. 1 filed on April 20, 2011, Amendment No. 2 filed on May 2, 2011, Amendment No. 3 filed on May 5, 2011 and Amendment No. 4 filed on May 18, 2011) filed with the Securities and Exchange Commission on April 19, 2011 (the "Schedule TO") in connection with the offer by OCM Acquisition Corp., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Laboratory Corporation of America Holdings, a Delaware corporation ("LabCorp"), to purchase all outstanding shares of common stock, par value \$0.001 per share, of Orchid Cellmark Inc., a Delaware corporation ("Orchid Cellmark") (the "Shares"), at a price of \$2.80 per Share in cash, without interest and subject to applicable tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 19, 2011 (the "Offer to Purchase"), a copy of which is filed with and attached to the Schedule TO as Exhibit (a)(1)(A) thereto, and the related Letter of Transmittal and instructions thereto, a copy of which is filed with and attached to the Schedule TO as Exhibit (a)(1)(B) thereto, as they may be amended or supplemented from time to time. This Amendment No. 5 is being filed on behalf of Purchaser and LabCorp.

The information set forth in the Schedule TO remains unchanged, except that such information is hereby amended and supplemented to the extent specifically provided herein. All capitalized terms used in this Amendment No. 5 without definition have the meanings ascribed to them in the Schedule TO.

**Item 1, 4, 8 and 11. Summary Term Sheet; Terms of the Transaction; Interest in Securities of the Subject Company; Additional Information.**

Items 1, 4, 8 and 11 of the Schedule TO are hereby amended and supplemented by adding the following text thereto:

"On June 2, 2011, LabCorp announced that Purchaser had extended the Offer, upon the terms and conditions set forth in the Offer to Purchase, until 6:00 p.m., New York City time, on June 15, 2011. As previously announced, the Offer was previously extended by Purchaser to June 1, 2011. The Offer may be further extended as described in the Offer to Purchase. The Depositary has advised LabCorp that, as of 6:00 p.m. New York City time, on June 1, 2011, an aggregate of 24,701,567 Shares, or approximately 82.3% of the outstanding Shares, had been validly tendered into, and not withdrawn from, the Offer, including 199,438 Shares tendered through notices of guaranteed delivery.

On June 2, 2011, LabCorp issued a press release announcing the extension of the Offer. The full text of the press release issued by LabCorp is set forth as Exhibit (a)(5)(K) hereto and is incorporated by reference herein.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following sentence at the end of the third paragraph of Section 15—"Certain Legal Matters—Antitrust Matters" of the Offer to Purchase:

"LabCorp is continuing to cooperate with the FTC in responding to the Second Request."

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby supplemented by adding the following exhibit:

"(a)(5)(K) Press release issued by LabCorp on June 2, 2011."

**SIGNATURES**

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: June 2, 2011

OCM ACQUISITION CORP.

By: \_\_\_\_\_ /s/ F. SAMUEL EBERTS III  
Name: **F. Samuel Eberts III**  
Title: **President and Secretary**

Dated: June 2, 2011

EXHIBIT INDEX

Exhibit No.

Exhibit

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(a)(5)(K)

Press release issued by LabCorp on June 2, 2011.



**FOR IMMEDIATE RELEASE**

**LabCorp Extends Tender Offer for All Outstanding Shares of Orchid Cellmark Inc.**

BURLINGTON, N.C. June 2, 2011 — Laboratory Corporation of America® Holdings (NYSE: LH) today announced that LabCorp is extending until 6:00 p.m., New York City time, on June 15, 2011 LabCorp's previously announced cash tender offer for all outstanding shares of the common stock of Orchid Cellmark Inc. (NASDAQ: ORCH). On May 17, 2011, LabCorp received a request from the Federal Trade Commission, or the FTC, for additional information under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, applicable to the acquisition of Orchid by LabCorp, and on May 18, 2011 LabCorp announced an extension of its tender offer from May 17, 2011 to June 1, 2011. LabCorp is continuing to cooperate with the FTC's request for additional information and is consequently further extending the expiration of the tender offer.

The depository for the tender offer has advised LabCorp that as of 6:00 p.m., New York City time on June 1, 2011, stockholders of Orchid had validly tendered, and not withdrawn, 24,701,567 shares of Orchid common stock, including 199,438 shares of Orchid common stock tendered through notices of guaranteed delivery. The shares tendered represent approximately 82.3% of the outstanding shares of Orchid, and approximately 81.6% excluding the shares tendered by notices of guaranteed delivery (or approximately 75.5% and 74.9%, respectively, calculated on a fully diluted basis).

As announced previously, on April 19, 2011, LabCorp, through its wholly owned subsidiary OCM Acquisition Corp., commenced a tender offer for all outstanding shares of Orchid at a price of \$2.80 per share net to the seller in cash without interest and subject to applicable withholding taxes. The tender offer was made pursuant to the previously announced merger agreement among LabCorp, OCM Acquisition Corp. and Orchid dated as of April 5, 2011. The tender offer will now expire at 6:00 p.m., New York City time, on June 15, 2011, unless further extended.

**Important Additional Information Has Been Filed with the SEC**

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Orchid Cellmark Inc.'s common stock. The tender offer is being made pursuant to a tender offer statement as amended and related materials (including the Offer to Purchase and the Letter of Transmittal). ORCHID STOCKHOLDERS ARE URGED TO READ BOTH THE TENDER OFFER STATEMENT ON SCHEDULE TO AND RELATED MATERIALS (INCLUDING THE OFFER TO PURCHASE AND LETTER OF TRANSMITTAL), AS AMENDED, AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9, AS AMENDED, REGARDING THE TENDER OFFER BECAUSE THEY CONTAIN IMPORTANT INFORMATION. The tender offer statement on Schedule TO and related materials, including the Offer to Purchase and Letter of Transmittal, have been filed by Laboratory Corporation of America Holdings and OCM Acquisition Corp. with the SEC and mailed to Orchid stockholders. The solicitation/recommendation statement on Schedule 14D-9 has been filed by Orchid Cellmark Inc. with the SEC and mailed to Orchid stockholders. Investors and security holders may obtain a copy of these statements at no cost

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and other documents filed by Laboratory Corporation of America Holdings and OCM Acquisition Corp. or Orchid Cellmark Inc. with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). The tender offer statement and related materials, solicitation/recommendation statement, and such other documents may be obtained at no cost by directing such requests to Morrow & Co. LLC, the information agent for the tender offer, at 1-203-658-9400 for banks and brokers or 1-877-827-0538 for shareholders and all others. BofA Merrill Lynch is acting as Dealer Manager for the tender offer and can be reached at 1-888-803-9655.

### **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](http://www.labcorp.com).

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Investors are cautioned that statements in this press release that are not strictly historical statements, including, without limitation, statements relating to the expected timing and closing of the transaction, constitute forward-looking statements. These statements are based on current expectations, forecasts and assumptions of LabCorp that are subject to risks and uncertainties that could cause actual outcomes and results to differ materially from those statements. Risks and uncertainties include, among others, the risk that the conditions to the offer or the merger set forth in the agreement and plan of merger will not be satisfied or waived, uncertainties as to the timing of the merger, uncertainties as to how many Orchid stockholders will tender their stock in the offer; the risk that competing offers will be made; changes in either companies' businesses during the period between now and the closing; the successful integration of Orchid into LabCorp's business subsequent to the closing of the transaction; adverse reactions to the proposed transaction by customers, suppliers or strategic partners; dependence on key personnel and customers; reliance on proprietary technology; management of growth and organizational change; risks associated with litigation; competitive actions in the marketplace; and adverse actions of governmental and other third-party payors; as well as other factors detailed in LabCorp's and Orchid's filings with the SEC, including LabCorp's Annual Report on Form 10-K for the year ended December 31, 2010 and subsequent SEC filings, and Orchid's Annual Report on Form 10-K for the year ended December 31, 2010 and subsequent SEC filings.

### **Contact:**

Laboratory Corporation of America® Holdings

Investor/Media Contact:

Stephen Anderson, 336-436-5274

Company Information: [www.labcorp.com](http://www.labcorp.com)

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