

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

APRIL 21, 1997

(Date of earliest event reported)

LABORATORY CORPORATION OF AMERICA HOLDINGS

(Exact name of registrant as specified in its charter)

DELAWARE	1-11353	13-3757370
-----	-----	-----
(State or other jurisdiction or organization)	(Commission File Number)	(IRS Employer Identification Number)

358 SOUTH MAIN STREET, BURLINGTON, NORTH CAROLINA 27215

(Address of principal executive offices)

910-229-1127

(Registrant's telephone number, including area code)

Item 4. Changes in Registrant's Certifying Accountant

On April 21, 1997, Laboratory Corporation of America Holdings (the "Company") advised KPMG Peat Marwick LLP ("KPMG") that the Company was discontinuing KPMG's services as the Company's independent accountants and has engaged Price Waterhouse LLP ("Price Waterhouse") as the Company's independent accountants. The decision to discontinue the services of KPMG and to engage Price Waterhouse was approved by the Audit Committee of the Board of Directors.

KPMG's report on the financial statements of the Company for the years ended December 31, 1996 and 1995 did not contain an adverse opinion or a disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principles.

To the knowledge of the management and Audit Committee of the Board of Directors of the Company, in connection with the audits of the Company's financial statements for each of the years ended December 31, 1995 and 1996, and subsequent interim period, there were no disagreements with KPMG on any matters of accounting principles or practices, financial statement disclosure or auditing scope and procedure which, if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference to the matter in its report.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibit

- 16 Letter dated April 21, 1997, from KPMG Peat Marwick LLP to the Securities and Exchange Commission

SIGNATURES

Pursuant to the requirements of the Securities and 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)

By: /s/ WESLEY R. ELINGBURG

Wesley R. Elingburg
Executive Vice President,
Chief Financial Officer and
Treasurer
(Principal Financial Officer
and Principal Accounting
Officer)

Date: April 24, 1997

[KPMG Peat Marwick LLP letterhead]

April 21, 1997

Securities and Exchange Commission
Washington, D.C. 20549

Ladies and Gentlemen:

We were previously principal accountants for Laboratory Corporation of America Holdings and, under the date of February 14, 1997, except for notes 9 and 10 as to which the date is March 31, 1997, we reported on the consolidated financial statements of Laboratory Corporation of America Holdings and subsidiaries as of and for the years ended December 31, 1996 and 1995. On April 21, 1997, our appointment as principal accountants was terminated. We have read Laboratory Corporation of America Holding's statements included under Item 4 of its Form 8-K dated April 21, 1997, and we agree with such statements, except that we are not in a position to agree or disagree with Laboratory Corporation of America Holding's statement that the change was approved by the Audit Committee of the Board of Directors.

Very truly yours,

/s/ KPMG PEAT MARWICK LLP