

**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

July 22, 2010  
(Date of earliest event reported)

**LABORATORY CORPORATION OF  
AMERICA HOLDINGS**

(Exact Name of Registrant as Specified in its 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)

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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition**

On July 22, 2010, Laboratory Corporation of America® Holdings (LabCorp®) (NYSE: LH) issued a press release announcing its results for the quarter ended June 30, 2010. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Exhibits**

99.1 Press Release dated July 22, 2010

**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

By: /s/ F. SAMUEL EBERTS III

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F. Samuel Eberts III

Chief Legal Officer and Secretary

July 22, 2010

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Laboratory Corporation of America® Holdings  
358 South Main Street  
Burlington, NC 27215  
Telephone: (336) 584-5171  
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**FOR IMMEDIATE RELEASE**

Contact: Stephen Anderson - 336-436-5274  
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**LABORATORY CORPORATION OF AMERICA® HOLDINGS  
ANNOUNCES 2010 SECOND QUARTER RESULTS**

***Strong Revenue Growth Drives Increase of 12.3% in EPS  
and 18.5% in Operating Cash Flow***

**Burlington, NC, July 22, 2010** — Laboratory Corporation of America® Holdings (LabCorp®) (NYSE: LH) today announced results for the quarter ended June 30, 2010.

**Second Quarter Results**

Net earnings were \$153.7 million, compared to \$136.4 million in the second quarter of 2009. Earnings per diluted share (EPS) were \$1.46 compared to \$1.24 in 2009. Earnings per diluted share, excluding restructuring and other special charges recorded in the second quarter of 2009 (Adjusted EPS) were \$1.30.

Operating income for the second quarter was \$270.5 million, or 21.8% of sales, compared to \$244.7 million, or 20.6% of sales, in 2009. Operating income, excluding restructuring and other special charges recorded in the second quarter of 2009 (Adjusted Operating Income) was \$254.9 million, or 21.4% of sales.

Revenues for the quarter were \$1,238.4 million, an increase of 4.2%. Testing volume, measured by requisitions, decreased 2.0% and revenue per requisition increased 6.3%. Excluding the consolidation of the Company's Ontario, Canada joint venture, revenue increased 3.6%, testing volume decreased by 2.1% and revenue per requisition increased 5.8%. The continuing impact of two large government contracts terminated during 2009 reduced volume by 2.4% in the quarter. Excluding the impact from these lost contracts, volume increased 0.3% in the quarter.

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Operating cash flow for the quarter was \$216.2 million, which is net of \$2.1 million in transition payments to UnitedHealthcare. The balance of cash at the end of the quarter was \$103.8 million, and there was \$30.0 million outstanding under the Company's \$500.0 million revolving credit facility. During the quarter, the Company repurchased approximately \$116.0 million of stock, representing approximately 1.5 million shares. As of June 30, 2010, approximately \$100.1 million of repurchase authorization remained under the Company's approved share repurchase plan.

#### **Year To Date Results**

Net earnings were \$286.4 million, compared to \$269.2 million in the first half of 2009. Earnings per diluted share (EPS) were \$2.70 compared to \$2.46 in 2009. Adjusted EPS were \$2.76 compared to \$2.51 in 2009.

Operating income was \$504.7, or 20.8% of sales, compared to \$485.2 million, or 20.7% of sales, in the first half of 2009. Adjusted Operating Income was \$514.0 million, or 21.1% of sales, compared to \$495.4 million, or 21.1% of sales, in the first half of 2009.

Revenues were \$2,432.0 million, an increase of 3.7% compared to the same period in 2009. Compared to the first half of 2009, testing volume, measured by accessions, decreased 2.5%, and revenue per accession increased 6.3%. Excluding the consolidation of the Company's Ontario, Canada joint venture, revenue increased 2.9%, with volume decreasing 2.7% and revenue per accession increasing 5.7%. The continuing impact of two large government contracts terminated during 2009 reduced volume by 2.4% in the first half of 2010. Excluding the impact from these lost contracts and a 0.7% negative impact from weather in the first quarter, volume increased 0.4% in the first half of 2010.

Operating cash flow for the first six months was \$448.2 million, net of \$16.6 million in transition payments to UnitedHealthcare.

"We are very pleased with our second quarter and year-to-date results, which reflect our ability to increase revenue and EPS through challenging economic conditions," said David P. King, Chairman and Chief Executive Officer. "We will continue to focus on growing our revenue, automating and optimizing our business to reduce costs and improve the customer experience, and advancing our leadership position in personalized medicine."

**Outlook for 2010**

The Company is updating its 2010 guidance, expecting revenue growth of approximately 4.5% – 5.5%, compared to previous guidance of 2.5% - 4.5%; Adjusted EPS in the range of \$5.40 to \$5.55, compared to prior guidance of \$5.35 to \$5.55, excluding the impact of any share repurchase activity after June 30, 2010; operating cash flow of approximately \$870 million, excluding any transition payments to UnitedHealthcare; and capital expenditures of approximately \$135 million.

**Use of Adjusted Measures**

The Company has provided in this press release “adjusted” financial information that has not been prepared in accordance with GAAP. The Company believes these adjusted measures are useful to investors, as a supplement to, but not as a substitute for, GAAP measures, in evaluating the Company’s operational performance, and that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating operating results and trends, and in comparing the Company’s financial results with other companies. Reconciliations of these non-GAAP measures to the most comparable GAAP measures are included in the tables accompanying this press release.

The Company today is filing an 8-K that will include additional information on its business and operations. This information will also be available on the Company’s Web site. Analysts and investors are directed to this 8-K and the Web site to review this supplemental information.

A conference call discussing LabCorp’s quarterly results will be held today at 9:00 a.m. Eastern Time and is available by dialing 866-730-5768 (857-350-1592 for international callers). The access code is 31022041. A telephone replay of the call will be available through July 29, 2010 and can be heard by dialing 888-286-8010 (617-801-6888 for international callers). The access code for the replay is 22885493. A live online broadcast of LabCorp’s quarterly conference call on July 22, 2010 will be available at <http://www.labcorp.com/> or at <http://www.streetevents.com/> beginning at 9:00 a.m. Eastern Time. This webcast will be archived and accessible continuing through August 22, 2010.

**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 \$4.7 billion in 2009, over 28,000 employees worldwide, and more than 220,000 clients, LabCorp offers clinical assays ranging from routine blood analyses to HIV and genomic testing. LabCorp combines its expertise in 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, DIANON Systems, Inc., US LABS, Monogram Biosciences, Inc. and Esoterix, Inc. 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).

*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, 2009, and subsequent SEC filings.*

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**LABORATORY CORPORATION OF AMERICA HOLDINGS**  
**Consolidated Statements of Operations**  
(in millions, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Net sales	\$ 1,238.4	\$ 1,188.8	\$ 2,432.0	\$ 2,344.5
Cost of sales	704.8	681.4	1,391.5	1,347.7
Selling, general and administrative	245.4	237.3	491.4	471.1
Amortization of intangibles and other assets	17.7	15.2	35.1	30.3
Restructuring and other special charges	-	10.2	9.3	10.2
Operating income	<u>270.5</u>	<u>244.7</u>	<u>504.7</u>	<u>485.2</u>
Other income (expense)	(0.8)	(0.7)	(1.4)	(1.2)
Investment income	0.2	0.4	0.5	0.8
Interest expense	(14.5)	(16.2)	(29.1)	(33.2)
Income from joint venture partnerships	4.6	3.9	8.4	6.7
Earnings before income taxes	<u>260.0</u>	<u>232.1</u>	<u>483.1</u>	<u>458.3</u>
Provision for income taxes	102.8	92.7	189.7	183.1
Net earnings	<u>157.2</u>	<u>139.4</u>	<u>293.4</u>	<u>275.2</u>
Less net earnings attributable to noncontrolling interest	(3.5)	(3.0)	(7.0)	(6.0)
Net earnings attributable to Laboratory Corporation of America Holdings	<u>\$ 153.7</u>	<u>\$ 136.4</u>	<u>\$ 286.4</u>	<u>\$ 269.2</u>
<u>Adjusted Operating Income</u>				
Operating Income	\$ 270.5	\$ 244.7	\$ 504.7	\$ 485.2
Restructuring and other special charges	-	10.2	9.3	10.2
Adjusted operating income	<u>\$ 270.5</u>	<u>\$ 254.9</u>	<u>\$ 514.0</u>	<u>\$ 495.4</u>
<u>Adjusted EPS</u>				
Diluted earnings per common share	\$ 1.46	\$ 1.24	\$ 2.70	\$ 2.46
Impact of restructuring and other special charges	-	0.06	0.06	0.05
Adjusted EPS	<u>\$ 1.46</u>	<u>\$ 1.30</u>	<u>\$ 2.76</u>	<u>\$ 2.51</u>
Weighted average shares outstanding	<u>105.4</u>	<u>109.5</u>	<u>105.9</u>	<u>109.4</u>

**LABORATORY CORPORATION OF AMERICA HOLDINGS**  
**Consolidated Balance Sheets**  
(in millions, except per share data)

	<u>June 30,</u> <u>2010</u>	<u>December 31,</u> <u>2009</u>
Cash and short term investments	\$ 103.8	\$ 148.5
Accounts receivable, net	617.6	574.2
Property, plant and equipment	499.1	500.8
Intangible assets and goodwill, net	3,372.3	3,239.3
Investments in joint venture partnerships	71.4	71.4
Other assets	294.2	325.3
	<u>\$ 4,958.4</u>	<u>\$ 4,859.5</u>
Zero-coupon subordinated notes	\$ 290.9	\$ 292.2
5 1/2% senior notes due 2013	351.1	351.3
5 5/8% senior notes due 2015	250.0	250.0
Term loan and credit facility	430.0	500.0
Other liabilities	1,269.2	1,217.5
Noncontrolling interest	158.2	142.4
Shareholders' equity	2,209.0	2,106.1
	<u>\$ 4,958.4</u>	<u>\$ 4,859.5</u>

**Consolidated Statement of Cash Flow Data**  
(in millions, except per share data)

	<u>For the Six Months Ended</u>	
	<u>June 30,</u> <u>2010</u>	<u>June 30,</u> <u>2009</u>
Net cash provided by operating activities	\$ 448.2	\$ 391.3
Net cash used for investing activities	(233.9)	(66.9)
Net cash used for financing activities	(258.4)	(318.0)
Effect of exchange rates on cash	(0.6)	0.5
Net (decrease) increase in cash	(44.7)	6.9
Cash at beginning of period	148.5	219.7
Cash at end of period	<u>\$ 103.8</u>	<u>\$ 226.6</u>
<b>Free Cash Flow:</b>		
Net cash provided by operating activities	\$ 448.2	\$ 391.3
Less: Capital expenditures	(59.0)	(54.4)
Free cash flow	<u>\$ 389.2</u>	<u>\$ 336.9</u>



Notes to Financial Tables

- 1) During the first quarter of 2010, the Company recorded net charges of \$9.3 million relating to severance payments and the closing of redundant and underutilized facilities as well as the write-off of development costs incurred on systems abandoned during the quarter. The after tax impact of these charges decreased net earnings for the six months ended June 30, 2010, by \$5.7 million and diluted earnings per share by \$0.06 (\$5.7 million divided by 105.9 million shares).
- 2) During the second quarter of 2009, the Company recorded net charges of approximately \$10.2 million related to actions directed at reducing the Company's redundant and underutilized facilities along with the related work force. The after tax impact of these charges reduced net earnings for the quarter and for the six months ended June 30, 2009, by \$6.0 million and diluted earnings per share by \$0.06 and \$0.05 for the quarter and the six months ended June 30, 2009, respectively (\$6.0 million divided by 109.5 and 109.4 million shares, respectively).

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