

LABORATORY CORP OF AMERICA HOLDINGS  
Form 425  
September 22, 2006

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**September 22, 2006**

**(Date of earliest event reported)**

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**LABORATORY CORPORATION OF AMERICA HOLDINGS**

**(Exact Name of Registrant as Specified in its Charter)**

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**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)**

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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:

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- x Written communications 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))
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**SECTION 8 Other Events**

**Item 8.01. Other Events.**

On September 22, 2006 Laboratory Corporation of America Holdings issued a press release announcing the commencement of an offer to exchange a new series of Zero Coupon Convertible Subordinated Notes due 2021 and an exchange fee of \$2.50 per \$1,000 principal amount at maturity for all of its currently outstanding Liquid Yield Option Notes due 2021. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**SECTION 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

99.1 Press release dated September 22, 2006 Laboratory Corporation of America Holdings.

**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

Date: September 22, 2006

By: /s/ Bradford T. Smith  
Bradford T. Smith, Executive Vice President and Secretary

**EXHIBIT INDEX**

99.1 Press release dated September 22, 2006 of Laboratory Corporation of America Holdings.