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- 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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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

To the extent required by Item 5.02 of Form 8-K, the information contained in Item 8.01 of this Current Report is hereby incorporated by reference into this Item 5.02.

**Item 8.01 Other Events**

On February 4, 2011, Quest Diagnostics Incorporated (the “Company”) waived the applicability of certain provisions of the stockholders’ agreement, dated as of August 16, 1999, as amended, between the Company and a subsidiary of GlaxoSmithKline plc (“GSK”). The provisions would have resulted in the deemed resignation of Mr. John Ziegler, a director of the Company designated by GSK, upon GSK’s sale of all of its holdings of the Company’s common stock on February 4, 2011 (the “GSK Share Sale”). As a result of such waiver, Mr. Ziegler will not be deemed to have resigned upon consummation of the GSK Share Sale and will continue to serve as a director of the Company.

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**Signature**

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.

February 9, 2011

**QUEST DIAGNOSTICS INCORPORATED**

By: /s/ William J. O'Shaughnessy, Jr.  
Name: William J. O'Shaughnessy, Jr.  
Title: Assistant General Counsel and Secretary

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