

QUEST DIAGNOSTICS INC  
Form S-8 POS  
June 23, 2015

Registration No. 333-17079

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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QUEST DIAGNOSTICS INCORPORATED  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

16-1387862  
(I.R.S. Employer  
Identification Number)

Three Giralda Farms  
Madison, New Jersey 07940

(Address of principal executive offices)

THE PROFIT SHARING PLAN OF QUEST DIAGNOSTICS INCORPORATED

(Full title of the Plan)

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William J. O'Shaughnessy, Jr.  
Quest Diagnostics Incorporated  
Three Giralda Farms  
Madison, New Jersey 08940  
(973) 520-2116

(Name, address and telephone number of agent for service)

**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, Registration No. 333-17079 (the "Registration Statement"), is being filed to deregister certain shares of Quest Diagnostics Incorporated (the "Company") common stock (the "Shares") and participation interests that were registered for issuance pursuant to the Profit Sharing Plan of Quest Diagnostics Incorporated (the "Plan"). The Registration Statement, which was filed with the Securities and Exchange Commission on November 29, 1996, registered 1,500,000 Shares and \$18,750,000 of participation interests issuable pursuant to the Plan. The Registration Statement is hereby amended to deregister all Shares and participation interests that were previously registered and that remain unissued under the Plan.

**SIGNATURES**

**THE REGISTRANT.** Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Madison, New Jersey on June 23, 2015.

**QUEST DIAGNOSTICS INCORPORATED**

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

Note: In reliance upon Rule 478 under the U.S. Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment No. 1.