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LABONE INC/
Form SC 13D/A
June 12, 2003

CUSIP No. 50540L 10 5

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 1)1

LabOne, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

50540L 10 5

(CUSIP Number)

Welsh, Carson, Anderson & Stowe
320 Park Avenue, Suite 2500
New York, New York 10023
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Othon A. Prounis, Esq.
Ropes & Gray LLP
45 Rockefeller Plaza
New York, New York 10111
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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 29, 2003

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

1The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the

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purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1) Name of Reporting Person: Welsh, Carson, Anderson & Stowe IX, L.P.

and I.R.S. Identification No. of Above Person, if an Entity (Voluntary):

2) Check the Appropriate Box if a Member of a Group (a) (b)

3) SEC Use Only

4) Source of Funds Not Applicable

5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable

6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Reporting Person:	7) Sole Voting Power	4,698,102 shares of Common Stock (issuable upon conversion of preferred stock)
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8) Shared Voting Power	-0-
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9) Sole Dispositive Power	4,698,102 shares of Common Stock (issuable upon conversion of preferred stock)
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10) Shared Dispositive Power	-0-
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11) Aggregate Amount Beneficially Owned by Each Reporting Person	4,698,102 shares of Common Stock (issuable upon conversion of preferred stock)
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12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13) Percent of Class Represented by	29.3%
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Amount in Row (11)

14) Type of Reporting Person PN

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1) Name of Reporting Person: WCAS Management Corporation

and I.R.S. Identification No. of Above Person,
if an Entity (Voluntary):

2) Check the Appropriate Box (a) [X]
if a Member of a Group (b) []

3) SEC Use Only

4) Source of Funds Not Applicable

5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable

6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Reporting Person: 7) Sole Voting Power 2,350 shares of Common Stock (issuable upon conversion of

8) Shared Voting Power -0-

9) Sole Dispositive Power 2,350 shares of Common Stock (issuable upon conversion of preferred stock)

10) Shared Dispositive Power -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,350 shares of Common Stock (issuable upon conversion of preferred stock)

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13) Percent of Class Represented by Amount in Row (11) less than 0.1%

14) Type of Reporting Person CO

Amendment No. 1 to Schedule 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission on behalf of the Reporting Persons on September 10, 2001 (the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined.

The following items of the Schedule 13D are hereby amended as follows:

Item 2. Identity and Background

Item 2 is hereby amended to add John D. Clark, D. Scott Mackesy, Sanjay Swani and James R. Matthews as Managing Members of IX Associates, and to remove Lawrence B. Sorrel as a Managing Member of IX Associates and Stockholder of WCAS Management.

Item 5. Interest in Securities of the Issuer

The following information is based on a total of 11,328,219 shares of Common Stock outstanding as of April 30, 2003, and gives effect to the conversion of all shares of Series B-1 Preferred held by each entity and person named below, including dividends accrued through June 4, 2003. All shares of Series B-2 Preferred held by each such entity and person were converted to Series B-1 Preferred in January 2002. As further described in paragraph (c) below, all Warrants held by each such entity and person have been exercised.

WCAS IX and IX Associates

WCAS IX owns 4,698,102 shares of Common Stock, or approximately 29.3% of the Common Stock outstanding. IX Associates, as the general partner of WCAS IX, may be deemed to beneficially own the securities owned by WCAS IX.

WCAS Management

WCAS Management owns 2,350 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Managing Members of IX Associates
and Stockholders of WCAS Management

(i) Patrick J. Welsh owns 17,836 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(ii) Russell L. Carson owns 17,836 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(iii) Bruce K. Anderson owns 17,697 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

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(iv) Thomas E. McInerney owns 17,974 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(v) Robert A. Minicucci owns 17,974 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(vi) Anthony J. de Nicola owns 12,997 shares of Common Stock, or approximately 0.1% of the Common Stock outstanding.

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(vii) Paul B. Queally owns 10,117 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(viii) Jonathan M. Rather owns 2,903 shares of Common Stock (held in his IRA account), or less than 0.1% of the Common Stock outstanding.

Other WCAS Purchasers

(i) D. Scott Mackesy owns 2,770 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(ii) Sanjay Swani owns 277 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(iii) John D. Clark owns 277 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(iv) James R. Matthews owns 277 shares of Common Stock (held in his IRA account), or less than 0.1% of the Common Stock outstanding.

(v) Sean Traynor owns 2,217 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(vi) John Almeida owns 277 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(vii) Eric J. Lee owns 277 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(b) The managing members of IX Associates and the stockholders of WCAS Management may be deemed to share the power to vote or direct the voting of and to dispose or direct the disposition of the securities of the Issuer owned by WCAS IX and WCAS Management, respectively. Each of the managing members of IX Associates and the stockholders of WCAS Management disclaims beneficial ownership of all securities other than those he owns directly or by virtue of his indirect pro rata interest, as a managing member of IX Associates or a stockholder of WCAS Management, in the securities owned by WCAS IX and WCAS Management.

(c) On dates between May 14, 2003 and May 29, 2003, each entity and person named herein exercised all of the Warrants held by each such entity and person in accordance with the terms of such Warrants, and sold all of the shares of Common Stock acquired upon such exercises at an average price of \$20.18.

(d) Except as described in this statement, no person has the power to direct the receipt of dividends on or the proceeds of sales of the shares of

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Common Stock owned by WCAS IX or WCAS Management.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WELSH, CARSON, ANDERSON & STOWE IX, L.P.

By: WCAS IX Associates, LLC, General Partner

By: /s/ Jonathan M. Rather

Managing Member

WCAS MANAGEMENT CORPORATION

By: /s/ Jonathan M. Rather

Vice President, Secretary & Treasurer

Dated: June 11, 2003