

LABORATORY CORP OF AMERICA HOLDINGS  
Form 8-K  
May 02, 2012

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

May 1, 2012  
(Date of earliest event reported)

LABORATORY CORPORATION OF  
AMERICA HOLDINGS

(Exact Name of Registrant as Specified in its Charter)

Delaware 1-11353  
(State or other jurisdiction of  
Incorporation) (Commission File Number)

358 South Main Street,  
Burlington, North Carolina 27215  
(Address of principal executive offices) (Zip Code)

13-3757370  
(I.R.S. Employer Identification  
No.)

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))
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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.

On May 1, 2012, the stockholders of Laboratory Corporation of America Holdings (the “Company”) approved the Laboratory Corporation of America Holdings 2012 Omnibus Incentive Plan (the “2012 Incentive Plan”) at the Company's 2012 Annual Meeting of Stockholders (the “Annual Meeting”). A description of the 2012 Incentive Plan is set forth in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 20, 2012, in the section entitled “Proposal 3: Approval of the 2012 Omnibus Incentive Plan,” which is incorporated in this report by reference. This description is qualified in its entirety by reference to the copy of the 2012 Incentive Plan that is attached to this current report as Exhibit 10.1.

Item 5.07 Submission of Matters to a Vote of Security Holders.

As of March 5, 2012, the date of record for determining the Company's stockholders entitled to vote on the proposals presented at the Annual Meeting, there were 97,203,560 shares of the Company's common stock issued and outstanding and entitled to vote at the Annual Meeting. The holders of 84,393,992 shares of the Company's issued and outstanding common stock were represented in person or by proxy at the Annual Meeting, constituting a quorum. The proposals presented at the Annual Meeting are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 20, 2012. The vote results detailed below represent final results as certified by the Inspector of Elections.

Proposal 1.

The Company's stockholders elected the following persons, who were listed in the Company's proxy statement for the Annual Meeting, to the Company's Board of Directors to hold office for the term expiring at the 2013 Annual Meeting of Stockholders or until their successors are elected and qualified or until his or her earlier death, resignation or removal:

|                                     | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|-------------------------------------|------------|---------------|-------------|------------------|
| David P. King                       | 76,247,486 | 1,771,905     | 78,344      | 6,296,257        |
| Kerrii B. Anderson                  | 75,416,380 | 2,648,537     | 32,818      | 6,296,257        |
| Jean-Luc Belingard                  | 75,086,878 | 2,985,845     | 25,012      | 6,296,257        |
| N. Anthony Coles, Jr., M.D., M.P.H. | 76,967,184 | 1,105,741     | 24,810      | 6,296,257        |
| Wendy E. Lane                       | 74,024,329 | 3,992,309     | 81,097      | 6,296,257        |
| Thomas P. Mac Mahon                 | 77,250,628 | 641,422       | 205,685     | 6,296,257        |
| Robert E. Mittelstaedt, Jr.         | 76,835,701 | 1,236,119     | 25,915      | 6,296,257        |
| Arthur H. Rubenstein, MMBBCh        | 77,821,231 | 249,352       | 27,152      | 6,296,257        |
| M. Keith Weikel, Ph.D.              | 75,800,353 | 1,593,606     | 703,776     | 6,296,257        |
| R. Sanders Williams, M.D.           | 77,867,534 | 206,145       | 24,056      | 6,296,257        |

Proposal 2.

The Company's stockholders approved in an advisory (non-binding) vote the compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 56,365,950 | 20,021,553    | 1,710,232   | 6,296,257        |

Proposal 3.

The Company's stockholders approved the 2012 Incentive Plan. The votes regarding this proposal were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 73,802,944 | 4,185,074     | 109,717     | 6,296,257        |

Proposal 4.

The Company's stockholders approved an amendment to the Company's 1997 Employee Stock Purchase Plan. The votes regarding this proposal were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 77,424,024 | 614,798       | 58,913      | 6,296,257        |

Proposal 5.

The Company's stockholders ratified the appointment of PricewaterhouseCoopers, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 83,860,469 | 446,311       | 87,212      |                  |

Item 9.01 Financial Statements and Exhibits.

Exhibit 10.1 Laboratory Corporation of America Holdings 2012 Omnibus Incentive Plan

Exhibit 10.2 Fourth Amendment to the Laboratory Corporation of America Holdings 1997 Employee Stock Purchase Plan

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  
F. Samuel Eberts III  
Chief Legal Officer and Secretary

May 2, 2012

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Exhibit Index

Exhibit 10.1 Laboratory Corporation of America Holdings 2012 Omnibus Incentive Plan

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