

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

**SCHEDULE TO  
(Amendment No. 15)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Orchid Cellmark Inc.**

(Name of Subject Company (Issuer))

**OCM Acquisition Corp.  
Laboratory Corporation of America Holdings**

(Name of Filing Persons (Offeror))

**Common Stock, par value \$0.001 per share  
(Title of Class of Securities)**

**68573C107  
(CUSIP Number of Class of Securities)**

**F. Samuel Eberts III  
Senior Vice President and Chief Legal Officer  
Laboratory Corporation of America Holdings  
358 South Main Street  
Burlington, North Carolina 27215  
(336) 229-1127**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*with copies to:*

**Michael J. Silver  
John H. Booher  
Hogan Lovells US LLP  
100 International Drive, Suite 2000  
Baltimore, Maryland 21202  
(410) 659-2700**

**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
\$91,588,968.80	\$10,633.48

\* Estimated solely for purposes of calculating the filing fee. This amount assumes the purchase of up to 32,710,346 shares of common stock, par value \$0.001 per share, of Orchid Cellmark Inc. at a purchase price of \$2.80 per share. The number of shares represents the fully diluted number of shares of common stock outstanding consisting of (i) 29,992,186 shares of common stock outstanding on April 4, 2011, and (ii) 2,718,160 shares of common stock issuable under stock options outstanding on April 5, 2011.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Fee Rate Advisory #5 for fiscal year 2011, issued December 22, 2010, by multiplying the transaction valuation by 0.0001161.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid.

Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$10,633.48
Form or Registration No.:	Schedule TO
Filing Party:	OCM Acquisition Corp. and Laboratory Corporation of America Holdings
Date Filed:	April 19, 2011

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate boxes below to designate the appropriate rule provisions relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 15 (this "Amendment No. 15") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on April 19, 2011 (as amended and supplemented by Amendment No. 1 filed on April 20, 2011, Amendment No. 2 filed on May 2, 2011, Amendment No. 3 filed on May 5, 2011, Amendment No. 4 filed on May 18, 2011, Amendment No. 5 filed on June 2, 2011, Amendment No. 6 filed on June 16, 2011, Amendment No. 7 filed on July 18, 2011, Amendment No. 8 filed on August 15, 2011, Amendment No. 9 filed on September 12, 2011, Amendment No. 10 filed on October 11, 2011, Amendment No. 11 filed on November 7, 2011, Amendment No. 12 filed on November 15, 2011, Amendment No. 13 filed on December 1, 2011, and Amendment No. 14 filed on December 8, 2011) (the "Schedule TO") in connection with the offer by OCM Acquisition Corp., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Laboratory Corporation of America Holdings, a Delaware corporation ("LabCorp"), to purchase all outstanding shares of common stock, par value \$0.001 per share, of Orchid Cellmark Inc., a Delaware corporation ("Orchid Cellmark") (the "Shares"), at a price of \$2.80 per Share in cash, without interest and subject to applicable tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 19, 2011 (the "Offer to Purchase"), a copy of which is filed with and attached to the Schedule TO as Exhibit (a)(1)(A) thereto, and the related Letter of Transmittal and instructions thereto, a copy of which is filed with and attached to the Schedule TO as Exhibit (a)(1)(B) thereto, as they may be amended or supplemented from time to time. This Amendment No. 15 is being filed on behalf of Purchaser and LabCorp.

The information set forth in the Schedule TO remains unchanged, except that such information is hereby amended and supplemented to the extent specifically provided herein. All capitalized terms used in this Amendment No.15 without definition have the meanings ascribed to them in the Schedule TO.

**Items 1, 4, 8 and 11. Summary Term Sheet; Terms of the Transaction; Interest in Securities of the Subject Company; Additional Information.**

Items 1, 4, 8 and 11 of the Schedule TO are hereby amended and supplemented by adding the following text thereto:

"The initial offering period of the Offer expired at 5:00 p.m., New York City time on Friday, December 9, 2011. As of the expiration of the initial offering period, the Depositary advised LabCorp that an aggregate of 25,965,712 Shares had been tendered into, and not withdrawn from, the Offer, including 67,735 Shares tendered through notices of guaranteed delivery. The Shares tendered represent approximately 86.5% of the outstanding Shares. All Shares validly tendered and not properly withdrawn in the initial offering period have been accepted for payment, and LabCorp expects to promptly pay for all such Shares in accordance with the terms of the Offer.

On December 12, 2011, LabCorp issued a press release announcing the successful completion of the initial offering period of the Offer, the acceptance of Shares tendered during the initial offering period, the results of the initial offering period and the commencement of a subsequent offering period that will expire at 4:00 p.m., New York City time on Thursday, December 15, 2011, unless further extended. The purpose of this subsequent offering period is to enable Orchid Cellmark stockholders who have not previously tendered their Shares during the initial offering period to do so and promptly receive the same \$2.80 per share that was paid to Orchid Cellmark stockholders who previously tendered their Shares during the initial offering period. The full text of the press release issued by LabCorp is set forth as Exhibit (a)(5)(U) hereto and is incorporated by reference herein."

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby supplemented by adding the following exhibit:

"(a)(5)(U) Press release issued by LabCorp on December 12, 2011."

**SIGNATURES**

After due 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.

LABORATORY CORPORATION OF AMERICA  
HOLDINGS

By: /s/ F. Samuel Eberts III  
Name: F. Samuel Eberts III  
Title: Senior Vice President and Chief Legal Officer

Dated: December 12, 2011

OCM ACQUISITION CORP.

By: /s/ F. Samuel Eberts III  
Name: F. Samuel Eberts III  
Title: President and Secretary

Dated: December 12, 2011

EXHIBIT INDEX

Exhibit No. Exhibit

(a)(5)(U) Press release issued by LabCorp on December 12, 2011.



**LABCORP SUCCESSFULLY COMPLETES TENDER OFFER FOR ORCHID CELLMARK  
AND COMMENCES SUBSEQUENT OFFERING PERIOD TO ALLOW FOR ADDITIONAL  
TENDERS**

BURLINGTON, N.C. December 12, 2011 — Laboratory Corporation of America® Holdings (NYSE: LH) today announced the successful completion of the cash tender offer by its wholly owned subsidiary, OCM Acquisition Corp., for all outstanding shares of common stock of Orchid Cellmark Inc. (NASDAQ: ORCH). The initial offer period for the tender offer expired at 5:00 p.m., New York City time, on December 9, 2011.

The depositary for the tender offer has advised LabCorp that as of the expiration of the initial offer period of the tender offer, stockholders of Orchid Cellmark had validly tendered 25,965,712 shares of Orchid Cellmark common stock, including 67,735 shares of Orchid Cellmark common stock tendered through notices of guaranteed delivery. The shares tendered represent approximately 86.5% of Orchid Cellmark's currently outstanding shares, and approximately 86.3% excluding the shares tendered by notices of guaranteed delivery. All Orchid Cellmark shares validly tendered in the offer have been accepted for payment in accordance with the terms of the tender offer.

LabCorp further announced that it is commencing a subsequent offering period which will expire at 4:00 p.m., New York City time, on December 15, 2011, unless further extended. The purpose of this subsequent offering period is to enable Orchid Cellmark stockholders who have not previously tendered their shares of common stock during the initial offer period to do so and promptly receive the same \$2.80 per share that was paid to Orchid Cellmark stockholders who previously tendered their shares of common stock during the initial offering period. During the subsequent offering period, tendering stockholders will not have withdrawal rights.

The subsequent offering period of the tender offer is being made pursuant to the previously announced merger agreement among LabCorp, OCM Acquisition Corp. and Orchid Cellmark dated as of April 5, 2011, as amended.

Following completion of the subsequent offering period, if LabCorp owns at least 90% of the outstanding shares of Orchid Cellmark common stock, after LabCorp's exercise of the top-up option under the terms of the merger agreement, if necessary, LabCorp intends to complete a short-form merger in accordance with the merger agreement. In the short-form merger, OCM Acquisition Corp. will merge with and into Orchid Cellmark and each share of Orchid Cellmark common stock not tendered in the tender offer, other than those as to which holders exercise appraisal rights under Delaware law and those held by LabCorp, OCM Acquisition Corp. or Orchid Cellmark or their respective subsidiaries, will be converted in the

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merger into the right to receive \$2.80 per share in cash, without interest and less any required withholding taxes. This is the same price per share paid in the tender offer.

### **Important Additional Information Has Been Filed with the SEC**

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Orchid Cellmark Inc.'s common stock. The tender offer is being made pursuant to a tender offer statement as amended and related materials (including the Offer to Purchase and the Letter of Transmittal). ORCHID STOCKHOLDERS ARE URGED TO READ BOTH THE TENDER OFFER STATEMENT ON SCHEDULE TO AND RELATED MATERIALS (INCLUDING THE OFFER TO PURCHASE AND LETTER OF TRANSMITTAL), AS AMENDED, AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9, AS AMENDED, REGARDING THE TENDER OFFER BECAUSE THEY CONTAIN IMPORTANT INFORMATION. The tender offer statement on Schedule TO and related materials, including the Offer to Purchase and Letter of Transmittal, have been filed by Laboratory Corporation of America Holdings and OCM Acquisition Corp. with the SEC and mailed to Orchid stockholders. The solicitation/recommendation statement on Schedule 14D-9 has been filed by Orchid Cellmark Inc. with the SEC and mailed to Orchid stockholders. Investors and security holders may obtain a copy of these statements at no cost and other documents filed by Laboratory Corporation of America Holdings and OCM Acquisition Corp. or Orchid Cellmark Inc. with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). The tender offer statement and related materials, solicitation/recommendation statement, and such other documents may be obtained at no cost by directing such requests to Morrow & Co. LLC, the information agent for the tender offer, at 1-203-658-9400 for banks and brokers or 1-877-827-0538 for shareholders and all others. BofA Merrill Lynch is acting as Dealer Manager for the tender offer and can be reached at 1-888-803-9655.

### **About LabCorp®**

Laboratory Corporation of America® Holdings, an S&P 500 company, is a pioneer in commercializing new diagnostic technologies and the first in its industry to embrace genomic testing. With annual revenues of \$5.0 billion in 2010, over 31,000 employees worldwide, and more than 220,000 clients, LabCorp offers a broad test menu ranging from routine blood analyses to reproductive genetics to DNA sequencing. LabCorp furthers its scientific expertise and innovative clinical testing technology with its Centers of Excellence: The Center for Molecular Biology and Pathology, National Genetics Institute, ViroMed Laboratories, Inc., The Center for Esoteric Testing, Litholink Corporation, Genzyme Genetics<sup>SM\*</sup>, DIANON Systems, Inc., US LABS, Monogram Biosciences, Inc., and Esoterix and its Colorado Coagulation, Endocrine Sciences, and Cytometry Associates laboratories. LabCorp conducts clinical trials testing through its Esoterix Clinical Trials Services division. LabCorp clients include physicians, government agencies, managed care organizations, hospitals, clinical labs, and pharmaceutical companies. To learn more about our organization, visit our Web site at: [www.labcorp.com](http://www.labcorp.com).

\* *Genzyme Genetics and its logo are trademarks of Genzyme Corporation and used by Esoterix Genetic Laboratories, LLC, a wholly-owned subsidiary of LabCorp, under license. Esoterix Genetic Laboratories and LabCorp are operated independently from Genzyme Corporation.*

Investors are cautioned that statements in this press release that are not strictly historical statements, constitute forward-looking statements. These statements are based on current expectations, forecasts and assumptions of LabCorp that are subject to risks and uncertainties that could cause actual outcomes and results to differ materially from those statements. Risks and uncertainties include, among others, the successful integration of Orchid Cellmark into LabCorp's business subsequent to the closing of the transaction; adverse reactions to the proposed transaction by customers, suppliers or strategic partners;

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dependence on key personnel and customers; competitive actions in the marketplace; and adverse actions of governmental and other third-party payors; as well as other factors detailed in LabCorp's and Orchid Cellmark's filings with the SEC, including LabCorp's Annual Report on Form 10-K for the year ended December 31, 2010 and subsequent SEC filings, and Orchid Cellmark's Annual Report on Form 10-K for the year ended December 31, 2010 and subsequent SEC filings.

Contact:

Laboratory Corporation of America® Holdings

Investor/Media Contact:

Stephen Anderson, 336-436-5274

Company Information: [www.labcorp.com](http://www.labcorp.com)

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