

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
September 6, 2001

(Date of earliest event reported)

LABORATORY CORPORATION OF AMERICA HOLDINGS

(Exact name of registrant as specified in its charter)

| | | |
|------------------------------------------------------|-----------------------------|--------------------------------------------|
| DELAWARE | 1-11353 | 13-3757370 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification Number) |

358 SOUTH MAIN STREET, BURLINGTON, NORTH CAROLINA 27215

(Address of principal executive offices)

336-229-1127

(Registrant's telephone number, including area code)

ITEM 9. Regulation FD Disclosure.

Laboratory Corporation of America -Registered Trademark-
Holdings expects the recently announced private placement of
zero coupon convertible subordinated notes due 2021 (which is
expected to close September 11, 2001) to be accretive to 2001
diluted earnings per share by \$0.04 (excluding one-time charges
relating to early extinguishment of debt and elimination of the
related interest rate swap agreement) and expects it to be
accretive to 2002 earnings per share by \$0.11.

This information contains forward-looking statements which
are subject to change based on various important factors,
including without limitation, competitive actions in the
marketplace and adverse actions of governmental and other third-
party payors. Further information on potential factors that
could affect the Company's financial results is included in the
Company's Form 10-K for the year ended December 31, 2000 and
subsequent filings. Except as may be required by applicable
law, we undertake no obligation to publicly update or revise any
forward-looking statements, whether as a result of new
information, future events or otherwise.

SIGNATURES

Pursuant to the requirements of the Securities and 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/ BRADFORD T. SMITH

Bradford T. Smith
Executive Vice President,
General Counsel, Secretary
and Compliance Officer

Date: September 6, 2001