

BIO REFERENCE LABORATORIES INC  
Form 8-K  
January 04, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act OF 1934**

Date of report (date of earliest event reported): **December 31, 2012**

**BIO-REFERENCE LABORATORIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**New Jersey**  
(State or Other Jurisdiction  
of Incorporation)

**0-15266**  
(Commission File Number)

**22-2405059**  
(IRS Employer  
Identification No.)

**481 Edward H. Ross Drive, Elmwood Park, NJ**  
(Address of principal executive offices)

**07407**  
(Zip Code)

**(201) 791-2600**

Registrant's telephone number, including area code

## Edgar Filing: BIO REFERENCE LABORATORIES INC - Form 8-K

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 communications 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 1.01 Entry into a Material Definitive Agreement.**

On December 31, 2012, Bio-Reference Laboratories, Inc. (the Company ) entered into an agreement with Florida Clinical Laboratory, Inc., a Florida corporation having its place of business in Melbourne, Florida ( FCL ), pursuant to which the Company purchased all issued and outstanding shares of capital stock of FCL for approximately \$7,000,000, of which \$1,000,000 is deferred for eighteen months with the first \$500,000 to be paid after nine months, assuming certain conditions, more fully described, in the attached exhibit are met. \$6,000,000 was paid in cash.

FCL was established in the year 2002 and had assets of \$2,101,036 as of July 31, 2012.

FCL is a full service medical testing facility that provides services such as corporate employee drug screening, DNA paternity testing, infertility testing and specializes in skilled nursing facilities, assisted living and retirement communities.

The stock purchase transaction is described in more detail in the annexed FCL Stock Purchase Agreement (Exhibit 1.1).

The foregoing description is only a summary and is qualified in its entirety by reference to the FCL Stock Purchase Agreement, which is incorporated by reference into this Item 1.01.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Exhibit No.	Description
1.1	FCL Stock Purchase Agreement

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.

**BIO-REFERENCE LABORATORIES, INC.**

Dated: January 4, 2013

By

/s/ Sam Singer  
Sam Singer, Chief Financial Officer