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QUEST DIAGNOSTICS INC
Form 8-K
April 02, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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): April 2, 2002

Quest Diagnostics Incorporated
(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 1-12215 Commission File Number | 16-1387862 (I.R.S. Employer Identification Number) |
|---|-----------------------------------|--|

One Malcolm Avenue
Teterboro, New Jersey 07608
(201) 393-5000
(Address of principal executive offices and telephone number,
including area code)

Item 5. Other Events and Regulation FD Disclosure.

On April 2, 2002, Quest Diagnostics Incorporated, a Delaware corporation ("Quest Diagnostics"), issued a press release announcing that it had entered into (i) an Agreement and Plan of Merger, dated as of April 2, 2002, with Unilab Corporation, a Delaware corporation, and Quest Diagnostics Newco Incorporated, a Delaware corporation and wholly-owned subsidiary of Quest Diagnostics ("Merger Sub"), and (ii) a Stockholders Agreement, dated as of April 2, 2002, with Kelso Investment Associates VI, L.P., KEP VI, LLC and Merger Sub. Copies of the Agreement and Plan of Merger, the press release and the Stockholders Agreement are attached hereto as Exhibits 2.1, 99.1 and 99.2, respectively, and Quest Diagnostics hereby incorporates such exhibits herein by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

| Exhibit No. | Document Description |
|-------------|---|
| 2.1 | Agreement and Plan of Merger, dated as of April 2, 2002, among Quest Diagnostics Incorporated, Quest Diagnostics Newco Incorporated and Unilab Corporation. |

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- 99.1 Joint Quest Diagnostics Incorporated and Unilab Corporation Press Release, dated April 2, 2002.
- 99.2 Stockholders Agreement, dated as of April 2, 2002, between Quest Diagnostics Incorporated, Quest Diagnostics Newco Incorporated, Kelso Investment Associates VI, L.P. and KEP VI, LLC.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 2, 2002

QUEST DIAGNOSTICS INCORPORATED

By:

\s\ Leo C. Farrenkopf, Jr.

Name: Leo C. Farrenkopf, Jr.

Title: Vice President and Secretary

EXHIBIT INDEX

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