

INVERESK RESEARCH GROUP INC

Form 425

September 09, 2004

Filed by Charles River Laboratories International, Inc.  
Pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12 under the  
Securities Exchange Act of 1934

Subject Company: Inveresk Research Group, Inc  
Commission File No.: 333-118257

The following joint press release was issued by Charles River Laboratories International, Inc. and Inveresk Research Group, Inc. on September 8, 2004.

**CHARLES RIVER LABORATORIES AND INVERESK ANNOUNCE  
DATE FOR SPECIAL SHAREHOLDER MEETINGS**

**WILMINGTON, MA & CARY, NC, September 8, 2004** (Businesswire) Charles River Laboratories International, Inc. (NYSE: CRL) and Inveresk Research Group (NASDAQ:IRGI) announced today that each company will hold a special meeting of shareholders on Wednesday, October 20, 2004. Each company will be presenting proposals at its special meeting relating to the merger of Charles River and Inveresk.

Each of Charles River and Inveresk has set Monday, September 13, 2004, at the close of business, as the record date for the determination of shareholders entitled to vote at the special meetings. Each company will send a definitive joint proxy statement/prospectus to their shareholders of record as of the record date. The joint proxy statement/prospectus will contain important information about the proposed merger and the matters presented for approval at each special meeting. Shareholders are urged to read the joint proxy statement/prospectus when it becomes available. The joint proxy statement/prospectus also will include the times and locations of the special meetings.

**Forward-Looking Statements**

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as anticipate, believe, expect, estimate, plan, outlook, and project and other similar expressions that predict or indicate future events or trends or are not statements of historical matters. These statements are based on current expectations and beliefs of Charles River Laboratories ( Charles River ) and Inveresk Research Group, Inc ( Inveresk ), and involve a number of risks and uncertainties that could cause actual results to differ materially from those stated or implied by the forward-looking statements. Those risks and uncertainties include, but are not limited to: 1) the possibility that the companies may be unable to obtain stockholder or regulatory approvals required for the merger; 2) problems may arise in successfully integrating the businesses of the two companies; 3) the acquisition may involve unexpected costs; 4) the combined company may be unable to achieve cost-cutting synergies; 5) the businesses may suffer as a result of uncertainty surrounding the acquisition; and 6) the industry may be subject to future regulatory or legislative actions and other risks that are described in Securities and Exchange Commission (SEC) reports filed by Charles River and Inveresk. Because forward-looking statements involve risks

-more-

and uncertainties, actual results and events may differ materially from results and events currently expected by Charles River and Inveresk. Charles River and Inveresk assume no obligation and expressly disclaim any duty to update information contained in this filing except as required by law.

### **Additional Information**

This press release may be deemed to be solicitation material in respect of the proposed merger of Charles River and Inveresk. On August 16, 2004, Charles River filed with the SEC a registration statement on Form S-4, including the preliminary joint proxy statement/prospectus constituting part thereof. **SHAREHOLDERS OF CHARLES RIVER AND SHAREHOLDERS OF INVERESK ARE URGED TO READ THE REGISTRATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS THAT WILL BE PART OF THE DEFINITIVE REGISTRATION STATEMENT, BECAUSE THEY CONTAIN, OR WILL CONTAIN, IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER.** The final joint proxy statement/prospectus will be mailed to shareholders of Charles River and shareholders of Inveresk. Investors and security holders will be able to obtain the documents free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov), from Charles River Laboratories, 251 Ballardvale Street, Wilmington, MA 01887, Attention: General Counsel, or from Inveresk Research Group, 11000 Weston Parkway, Cary, North Carolina 27513, Attention: Secretary. In addition, shareholders may access copies of the documentation filed with the SEC by Charles River on Charles River's website at [www.criver.com](http://www.criver.com) and shareholders may access copies of the documents filed with the SEC by Inveresk on Inveresk's website at [www.inveresk.com](http://www.inveresk.com).

Charles River, Inveresk and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from their respective shareholders in respect of the proposed transactions. Information regarding Charles River's directors and executive officers is available in Charles River's proxy statement for its 2004 annual meeting of shareholders, which was filed with the SEC on April 9, 2004, and information regarding Inveresk's directors and executive officers is available in Inveresk's proxy statement for its 2004 annual meeting of shareholders, which was filed with the SEC on March 31, 2004. Additional information regarding the interests of such potential participants will be included in the joint proxy statement/prospectus and the other relevant documents filed with the SEC when they become available

###

Investor Contacts:

Charles River:  
Susan E. Hardy  
Director, Investor Relations  
(978)658-6000 Ext.1616

Inveresk:  
Matt Dallas  
Financial Dynamics  
(212)850-5627