

COVANCE INC  
Form S-8 POS  
February 27, 2015

As filed with the Securities and Exchange Commission on February 27, 2015

**Registration No. 333-18485**

**Registration No. 333-18487**

**Registration No. 333-18493**

**Registration No. 333-29467**

**Registration No. 333-33185**

**Registration No. 333-36469**

**Registration No. 333-90777**

**Registration No. 333-90779**

**Registration No. 333-90781**

**Registration No. 333-36586**

**Registration No. 333-83712**

**Registration No. 333-97433**

**Registration No. 333-142974**

**Registration No. 333-151525**

**Registration No. 333-159605**

**Registration No. 333-167237**

**Registration No. 333-182961**

**Registration No. 333-182962**

**Registration No. 333-189605**

**Registration No. 333-196410**

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-18485**

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**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-90777**

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**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-142974**

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**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-196410**

*UNDER*

*THE SECURITIES ACT OF 1933*

**COVANCE INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**22-3265977**  
**(IRS Employer**

**Identification No.)**

**210 Carnegie Center**

**Princeton, New Jersey 08540-6233**

**(609) 452-8550**

**(Address, including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)**

**Covance Inc. Employee Equity Participation Program**

**The Stock Purchase Savings Plan Of Covance Inc.**

**Covance Inc. Employee Stock Purchase Plan**

**Covance Inc. Conversion Equity Plan**

**Covance Inc. Restricted Share Plan**

**Covance Inc. Employee Stock Ownership Plan**

**Covance Inc. Deferred Stock Unit Plan For Non-Employee Members Of The Board Of Directors**

**1998 Non-Employee Director Stock Option Plan**

**Covance Inc. Director's Restricted Stock Plan**

**Employee Stock Purchase Plan**

**2000 Employee Equity Participation Plan**

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**2002 Employee Equity Participation Plan**

**2002 Employee Stock Option Plan**

**2007 Employee Equity Participation Plan**

**2008 Non-Employee Director Stock Option Plan**

**The Covance 401(k) Savings Plan**

**2010 Employee Equity Participation Plan**

**Non-Employee Directors Deferred Stock Plan**

**2013 Employee Equity Participation Plan**

**2014 Employee Equity Participation Plan**

**(Full Title of the Plan)**

**F. Samuel Eberts III**

**President, Secretary and Director**

**Covance Inc.**

**210 Carnegie Center**

**Princeton, New Jersey 08540-6233**

**(609) 452-8550**

**(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company:

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company



**DEREGISTRATION OF UNSOLD SECURITIES**

These Post-Effective Amendments relate to the following Registration Statements on Form S-8 (each, a Registration Statement , and collectively, the Registration Statements ) filed by Covance Inc., a Delaware corporation ( Covance ) with the Securities and Exchange Commission:

Registration Statement on Form S-8 (No. 333-18485), filed with the Commission on December 20, 1996, which registered the offering of an aggregate of 6,000,000 shares of common stock, \$0.01 par value ( Shares ).

Registration Statement on Form S-8 (No. 333-18487), filed on December 20, 1996, which registered the offering of an aggregate of 2,000,000 Shares.

Registration Statement on Form S-8 (No. 333-18493), filed on December 20, 1996, which registered the offering of an aggregate of 1,000,000 Shares.

Registration Statement on Form S-8 (No. 333-29467), filed on June 18, 1997, which registered the offering of an aggregate of 1,500,000 Shares.

Registration Statement on Form S-8 (No. 333-33185), filed on August 8, 1997, which registered the offering of an aggregate of 343,428 Shares.

Registration Statement on Form S-8 (No. 333-36469), filed on September 26, 1997, which registered the offering of an aggregate of 511,572 Shares.

Registration Statement on Form S-8 (No. 333-90777), filed on November 12, 1999, which registered the offering of an aggregate of 50,000 Shares.

Registration Statement on Form S-8 (No. 333-90779), filed on November 12, 1999, which registered the offering of an aggregate of 300,000 Shares.

Registration Statement on Form S-8 (No. 333-90781), filed on November 12, 1999, which registered the offering of an aggregate of 105,000 Shares.

Registration Statement on Form S-8 (No. 333-36586), filed on May 9, 2000, which registered the offering of an aggregate of 5,600,000 Shares.

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Registration Statement on Form S-8 (No. 333-83712), filed on March 5, 2002, which registered the offering of an aggregate of 2,000,000 Shares.

Registration Statement on Form S-8 (No. 333-97433), filed on July 31, 2002, which registered the offering of an aggregate of 9,150,000 Shares.

Registration Statement on Form S-8 (No. 333-142974), filed on May 15, 2007, which registered the offering of an aggregate of 1,600,000 Shares.

Registration Statement on Form S-8 (No. 333-151525), filed on June 9, 2008, which registered the offering of an aggregate of 200,000 Shares.

Registration Statement on Form S-8 (No. 333-159605), filed on May 29, 2009, which registered the offering of an aggregate of 7,000,000 Shares.

Registration Statement on Form S-8 (No. 333-167237), filed on June 1, 2010, which registered the offering of an aggregate of 4,300,000 Shares.

Registration Statement on Form S-8 (No. 333-182961), filed on July 31, 2012, which registered the offering of an aggregate of 200,000 Shares.

Registration Statement on Form S-8 (No. 333-182962), filed on July 31, 2012, which registered the offering of an aggregate of 7,000,000 Shares.

Registration Statement on Form S-8 (No. 333-189605), filed on June 26, 2013, which registered the offering of an aggregate of 2,800,000 Shares.

Registration Statement on Form S-8 (No. 333-196410), filed on May 30, 2014, which registered the offering of an aggregate of 2,540,000 Shares.

Covance, Laboratory Corporation of America Holdings, a Delaware corporation ( LabCorp ), and Neon Merger Sub Inc., a former Delaware corporation and a subsidiary of LabCorp ( Merger Sub ), entered into an Agreement and Plan of Merger (the Merger Agreement ), dated as of November 2, 2014. Pursuant to the Merger Agreement, Merger Sub was merged with and into Covance, with Covance surviving as a subsidiary of LabCorp (the Merger ) upon the terms and subject to the conditions set forth in the Merger Agreement.

The Merger became effective on February 19, 2015.

In connection with the Merger, the offerings pursuant to the Registration Statements have been terminated. Covance hereby removes from registration the securities registered under the Registration Statements that remain unsold under the above listed Registration Statements as of the filing date of these Post-Effective Amendments.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements described above to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton and State of New Jersey on February 27, 2015.

COVANCE INC.

By: /s/ F. Samuel Eberts III  
F. Samuel Eberts III

President, Secretary and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, these Post-Effective Amendments to the Registration Statements described above have been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ F. Samuel Eberts III	President, Secretary and Director	February 27, 2015
F. Samuel Eberts III	(Principal Executive Officer)	
/s/ Glenn A. Eisenberg	Executive Vice President, Treasurer and Director	February 27, 2015
Glenn A. Eisenberg	(Principal Financial Officer and Principal Accounting Officer)	