

Edgar Filing: QUEST DIAGNOSTICS INC - Form S-8 POS

QUEST DIAGNOSTICS INC  
Form S-8 POS  
March 06, 2003

As filed with the Securities and Exchange Commission on March 6, 2003.

Registration No. 333-103555

=====

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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

Delaware  
(State or other jurisdiction of  
incorporation or organization)

16-1387862  
(I.R.S. Employer  
Identification Number)

One Malcolm Avenue  
Teterboro, New Jersey 07608  
(Address of principal executive offices)

AMENDED AND RESTATED UNILAB CORPORATION 2000 EXECUTIVE STOCK OPTION PLAN  
UNILAB CORPORATION 2001 STOCK OPTION PLAN

(Full title of the plan)

Leo C. Farrenkopf, Jr.  
Vice President & Secretary  
Quest Diagnostics Incorporated  
One Malcolm Avenue  
Teterboro, NJ 07608  
(201) 393 - 5143  
(Name, address and telephone number of agent for service)

=====

EXPLANATORY STATEMENT

Quest Diagnostics Incorporated is filing this post-effective Amendment No. 1 to its Registration Statement on Form S-8, File No. 333-103555, covering 191,933 of its common shares that may be offered pursuant to the Amended and Restated Unilab Corporation 2000 Executive Stock Option Plan (the "Plan") in order to include as Exhibit 4.12 the definitive Plan document.

Edgar Filing: QUEST DIAGNOSTICS INC - Form S-8 POS

PART II

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 this post-effective Amendment No. 1 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Teterboro, State of New Jersey, on the 6th day of March, 2003.

Quest Diagnostics Incorporated

By: /s/ Leo C. Farrenkopf, Jr.

-----  
Name: Leo C. Farrenkopf, Jr., Esq.  
Title: Vice President and Deputy  
General Counsel

Pursuant to the requirements of the Securities Act, this post-effective Amendment No. 1 has been signed below by the following persons in the indicated capacities on the 6th day of March, 2003.

| Signature<br>-----                | Capacity<br>-----                                                                               |
|-----------------------------------|-------------------------------------------------------------------------------------------------|
| *<br>-----<br>Kenneth W. Freeman  | Chairman of the Board and Chief Executive<br>Officer and Director (principal executive officer) |
| *<br>-----<br>Robert A. Hagemann  | Corporate Vice President and Chief Financial<br>Officer (principal financial officer)           |
| *<br>-----<br>Thomas F. Bongiorno | Vice President, Corporate Controller and<br>Chief Accounting Officer (chief accounting officer) |
| *<br>-----<br>Kenneth D. Brody    | Director                                                                                        |
| *<br>-----<br>William F. Buehler  | Director                                                                                        |
| *<br>-----<br>Van C. Campbell     | Director                                                                                        |
| *<br>-----<br>Mary A. Cirillo     | Director                                                                                        |
| *<br>-----<br>William R. Grant    | Director                                                                                        |
| *<br>-----                        | Director                                                                                        |

Edgar Filing: QUEST DIAGNOSTICS INC - Form S-8 POS

-----  
Rosanne Haggerty  
\* Director  
-----  
Dan C. Stanzione  
\* Director  
-----  
Gail R. Wilensky  
\* Director  
-----  
John B. Ziegler

\* By /s/ Leo C. Farrenkopf, Jr.

-----  
Leo C. Farrenkopf, Jr., Esq.  
Attorney-in-Fact

EXHIBIT INDEX

| Exhibit No. | Description of Document                                                  |
|-------------|--------------------------------------------------------------------------|
| 4.12        | Amended and Restated Unilab Corporation 2000 Executive Stock Option Plan |