

ORCHID CELLMARK INC
Form SC TO-T/A
December 08, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(Amendment No. 14)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934

Orchid Cellmark Inc.

(Name of Subject Company (Issuer))

OCM Acquisition Corp.
Laboratory Corporation of America Holdings

(Name of Filing Persons (Offeror))

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

68573C107

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(CUSIP Number of Class of Securities)

F. Samuel Eberts III

Senior Vice President and Chief Legal Officer

Laboratory Corporation of America Holdings

358 South Main Street

Burlington, North Carolina 27215

(336) 229-1127

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

Michael J. Silver

John H. Booher

Hogan Lovells US LLP

100 International Drive, Suite 2000

Baltimore, Maryland 21202

(410) 659-2700

CALCULATION OF FILING FEE

Transaction Valuation*

\$91,588,968.80

Amount of Filing Fee**

\$10,633.48

* Estimated solely for purposes of calculating the filing fee. This amount assumes the purchase of up to 32,710,346 shares of common stock, par value \$0.001 per share, of Orchid Cellmark Inc. at a purchase price of \$2.80 per share. The number of shares represents the fully diluted number of shares of common stock outstanding consisting of (i) 29,992,186 shares of common stock outstanding on April 4, 2011, and (ii) 2,718,160 shares of common stock issuable under stock options outstanding on April 5, 2011.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended (the Exchange Act), and Fee Rate Advisory #5 for fiscal year 2011, issued December 22, 2010, by multiplying the transaction valuation by 0.0001161.

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☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid.

Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$10,633.48
Form or Registration No.:	Schedule TO
Filing Party:	OCM Acquisition Corp. and Laboratory Corporation of America Holdings
Date Filed:	April 19, 2011

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☒ third-party tender offer subject to Rule 14d-1.
- ☐ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

If applicable, check the appropriate boxes below to designate the appropriate rule provisions relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 14 (this Amendment No. 14) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on April 19, 2011 (as amended and supplemented by Amendment No. 1 filed on April 20, 2011, Amendment No. 2 filed on May 2, 2011, Amendment No. 3 filed on May 5, 2011, Amendment No. 4 filed on May 18, 2011, Amendment No. 5 filed on June 2, 2011, Amendment No. 6 filed on June 16, 2011, Amendment No. 7 filed on July 18, 2011, Amendment No. 8 filed on August 15, 2011, Amendment No. 9 filed on September 12, 2011, Amendment No. 10 filed on October 11, 2011, Amendment No. 11 filed on November 7, 2011, Amendment No. 12 filed on November 15, 2011, and Amendment No. 13 filed on December 1, 2011 (the Schedule TO) in connection with the offer by OCM Acquisition Corp., a Delaware corporation (Purchaser) and a wholly owned subsidiary of Laboratory Corporation of America Holdings, a Delaware corporation (LabCorp), to purchase all outstanding shares of common stock, par value \$0.001 per share, of Orchid Cellmark Inc., a Delaware corporation (Orchid Cellmark) (the Shares), at a price of \$2.80 per Share in cash, without interest and subject to applicable tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 19, 2011 (the Offer to Purchase), a copy of which is filed with and attached to the Schedule TO as Exhibit (a)(1)(A) thereto, and the related Letter of Transmittal and instructions thereto, a copy of which is filed with and attached to the Schedule TO as Exhibit (a)(1)(B) thereto, as they may be amended or supplemented from time to time. This Amendment No. 14 is being filed on behalf of Purchaser and LabCorp.

The information set forth in the Schedule TO remains unchanged, except that such information is hereby amended and supplemented to the extent specifically provided herein. All capitalized terms used in this Amendment No.14 without definition have the meanings ascribed to them in the Schedule TO.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

On December 8, 2011, LabCorp announced that it had reached an agreement with the U.S. Federal Trade Commission (the FTC) allowing LabCorp to complete its acquisition of Orchid Cellmark. Under the terms of the proposed consent decree that was accepted by the FTC for public comment, LabCorp is required to divest certain assets of Orchid Cellmark's U.S. government paternity business following closing of the acquisition of Orchid Cellmark by LabCorp. LabCorp has reached agreement to sell those assets to DNA Diagnostics Center (DDC), a privately held provider of DNA paternity testing.

Acceptance of this proposed consent order completes the review of the transactions contemplated by the Merger Agreement by the FTC and ends the waiting period applicable to the acquisition under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act). Termination of the waiting period under the HSR Act satisfies one of the conditions under the Merger Agreement necessary to consummate the acquisition of Orchid Cellmark by LabCorp.

On December 8, 2011, LabCorp issued a press release announcing the acceptance by the FTC of the consent decree. The full text of the press release issued by LabCorp is set forth as Exhibit (a)(5)(T) hereto and is incorporated by reference herein.

The Offer is scheduled to expire at 5:00 p.m., New York City time, on Friday, December 9, 2011, unless further extended.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby supplemented by adding the following exhibit:

(a)(5)(T) Press release issued by LabCorp on December 8, 2011.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LABORATORY CORPORATION OF AMERICA
HOLDINGS

By: /s/ F. Samuel Eberts III
Name: F. Samuel Eberts III
Title: Senior Vice President and Chief Legal Officer

Dated: December 8, 2011

OCM ACQUISITION CORP.

By: /s/ F. Samuel Eberts III
Name: F. Samuel Eberts III
Title: President and Secretary

Dated: December 8, 2011

EXHIBIT INDEX

Exhibit No. Exhibit

(a)(5)(T) Press release issued by LabCorp on December 8, 2011.