

COVANCE INC  
Form 10-Q  
August 01, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

**x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended June 30, 2014**

**or**

**o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the transition period from                      to**

**Commission File Number: 1-12213**

**COVANCE INC.**

(Exact name of Registrant as specified in its Charter)

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**Delaware**  
(State of Incorporation)

**22-3265977**  
(I.R.S. Employer Identification No.)

**210 Carnegie Center, Princeton, New Jersey**  
(Address of Principal Executive Offices)

**08540**  
(Zip Code)

Registrant's telephone number, including area code: **(609) 452-4440**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act (the Exchange Act) of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). YES  NO

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (See definition of smaller reporting company, accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer  Non-Accelerated Filer  Accelerated Filer  Smaller Reporting Company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of July 25, 2014, the Registrant had 56,532,890 shares of common stock outstanding.

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**Covance Inc.**

**Form 10-Q For the Quarterly Period Ended June 30, 2014**

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## COVANCE INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

JUNE 30, 2014 AND DECEMBER 31, 2013

(Dollars in thousands)	June 30, 2014 (UNAUDITED)	December 31, 2013
<b>Assets</b>		
Current Assets:		
Cash and cash equivalents	\$ 536,009	\$ 617,686
Short-term investments	111,844	111,359
Accounts receivable	355,272	331,815
Unbilled services	162,396	141,707
Inventory	52,429	48,257
Deferred income taxes	54,211	51,543
Prepaid expenses and other current assets	233,574	201,621
Total Current Assets	1,505,735	1,503,988
Property and equipment, net	875,977	913,612
Goodwill	118,581	109,820
Other assets	38,351	29,168
Total Assets	\$ 2,538,644	\$ 2,556,588
<b>Liabilities and Stockholders Equity</b>		
Current Liabilities:		
Accounts payable	\$ 83,048	\$ 59,713
Accrued payroll and benefits	123,122	170,806
Accrued expenses and other current liabilities	111,889	153,808
Unearned revenue	202,560	240,398
Short-term debt	40,000	—
Income taxes payable	20,572	7,952
Total Current Liabilities	581,191	632,677
Long-term debt	250,000	250,000
Deferred income taxes	13,402	32,035
Other liabilities	78,378	76,630
Total Liabilities	922,971	991,342
Commitments and Contingent Liabilities		
Stockholders Equity:		
Preferred Stock - Par value \$1.00 per share; 10,000,000 shares authorized; no shares issued and outstanding at June 30, 2014 and December 31, 2013	—	—
Common Stock - Par value \$0.01 per share; 140,000,000 shares authorized; 82,396,835 and 80,935,089 shares issued and outstanding, including those held in treasury, at June 30, 2014 and December 31, 2013, respectively	824	809
Paid-in capital	943,652	859,535
Retained earnings	1,847,586	1,779,833
Accumulated other comprehensive income	37,708	25,746
Treasury stock at cost (25,877,192 and 24,595,756 shares at June 30, 2014 and December 31, 2013, respectively)	(1,214,097)	(1,100,677)
Total Stockholders Equity	1,615,673	1,565,246
Total Liabilities and Stockholders Equity	\$ 2,538,644	\$ 2,556,588

The accompanying notes are an integral part of these consolidated financial statements.



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## COVANCE INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2014 AND 2013

(UNAUDITED)

(Dollars in thousands, except per share data)	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
Net revenues	\$ 639,456	\$ 592,298	\$ 1,259,508	\$ 1,172,497
Reimbursable out-of-pocket expenses	47,652	51,678	93,888	105,814
Total revenues	687,108	643,976	1,353,396	1,278,311
Costs and expenses:				
Cost of revenue (excluding depreciation and amortization)	446,659	419,115	879,212	830,459
Reimbursable out-of-pocket expenses	47,652	51,678	93,888	105,814
Selling, general and administrative (excluding depreciation and amortization)	87,324	90,177	174,606	179,396
Depreciation and amortization	33,645	31,496	66,974	62,881
Impairment charges	52,564	—	52,564	—
Total costs and expenses	667,844	592,466	1,267,244	1,178,550
Income from operations	19,264	51,510	86,152	99,761
Other expense (income), net:				
Interest income	(559)	(513)	(1,254)	(1,139)
Interest expense	3,368	1,517	6,511	3,014
Foreign exchange transaction loss, net	1,542	694	1,944	1,029
Gain on sale of business	—	—	(1,648)	—
Gain on sale of investments	—	(707)	—	(16,400)
Other expense (income), net	4,351	991	5,553	(13,496)
Income before taxes	14,913	50,519	80,599	113,257
Tax (benefit) expense	(2,024)	9,525	12,846	24,097
Net income	\$ 16,937	\$ 40,994	\$ 67,753	\$ 89,160
Basic earnings per share	\$ 0.30	\$ 0.75	\$ 1.22	\$ 1.64
Weighted average shares outstanding - basic	55,556,218	54,662,093	55,618,752	54,434,563
Diluted earnings per share	\$ 0.29	\$ 0.72	\$ 1.17	\$ 1.58
Weighted average shares outstanding - diluted	57,549,868	56,880,115	57,769,847	56,598,936

The accompanying notes are an integral part of these consolidated financial statements.

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**COVANCE INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2014 AND 2013**

**(UNAUDITED)**

(Dollars in thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
Net income	\$ 16,937	\$ 40,994	\$ 67,753	\$ 89,160
Other comprehensive income (loss), net of tax:				
Currency translation gain (loss)	19	9,299	11,198	(25,149)
Unrealized gain on securities	—	—	—	2,776
Amount reclassified for realized gain on securities	—	—	—	(10,194)
Defined benefit pension plan amortization of actuarial loss and prior service credits	382	468	764	468
Total other comprehensive income (loss), net of tax	401	9,767	11,962	(32,099)
Comprehensive income	\$ 17,338	\$ 50,761	\$ 79,715	\$ 57,061

The accompanying notes are an integral part of these consolidated financial statements.

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**COVANCE INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**FOR THE SIX MONTHS ENDED JUNE 30, 2014 AND 2013**

**(UNAUDITED)**

<b>(Dollars in thousands)</b>	<b>Six Months Ended June 30</b>	
	<b>2014</b>	<b>2013</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 67,753	\$ 89,160
<b>Adjustments to reconcile net income to net cash used in operating activities:</b>		
Depreciation and amortization	66,974	62,881
Non-cash impairment charges	52,564	—
Non-cash compensation expense associated with employee benefit and stock compensation plans	19,726	19,311
Deferred income tax benefit	(21,571)	(5,712)
Gain on sale of business	(1,648)	—
Gain on sale of investments	—	(16,400)
Loss on disposal of property and equipment	333	375
<b>Changes in operating assets and liabilities, net of businesses sold and acquired:</b>		
Accounts receivable	(22,552)	(57,095)
Unbilled services	(20,575)	(17,467)
Inventory	(5,029)	1,323
Accounts payable	23,288	18,312
Accrued liabilities	(91,862)	(45,470)
Unearned revenue	(37,867)	(14,095)
Income taxes	17,504	6,736
Other assets and liabilities, net	(49,562)	(44,441)
Net cash used in operating activities	(2,524)	(2,582)
<b>Cash flows from investing activities:</b>		
Capital expenditures	(73,023)	(68,433)
Acquisition of business, net of cash acquired	(8,403)	—
Proceeds from sale of business	8,429	—
Proceeds from sale of investments	—	17,781
Other, net	—	394
Net cash used in investing activities	(72,997)	(50,258)
<b>Cash flows from financing activities:</b>		
Net borrowings under revolving credit facility	40,000	5,000
Stock issued under option plans	59,118	40,226
Purchase of treasury stock	(113,420)	(27,118)
Net cash (used in) provided by financing activities	(14,302)	18,108
Effect of exchange rate changes on cash	8,146	(12,492)
Net change in cash and cash equivalents	(81,677)	(47,224)
Cash and cash equivalents, beginning of period	617,686	492,824
Cash and cash equivalents, end of period	\$ 536,009	\$ 445,600

The accompanying notes are an integral part of these consolidated financial statements.





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**COVANCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**June 30, 2014 and 2013**

**(dollars in thousands, unless otherwise indicated)**

**1. Basis of Presentation**

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014. The balance sheet at December 31, 2013 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. You should read these unaudited consolidated financial statements together with the historical consolidated financial statements of Covance Inc. and subsidiaries ( Covance or the Company ) for the years ended December 31, 2013, 2012 and 2011 included in our Annual Report on Form 10-K for the year ended December 31, 2013.

**2. Summary of Significant Accounting Policies**

**Principles of Consolidation**

These unaudited consolidated financial statements include the accounts of all entities controlled by Covance. All significant intercompany accounts and transactions are eliminated. The equity method of accounting is used for investments in affiliates in which Covance owns between 20 and 50 percent and does not have the ability to exercise control. For investments in which Covance owns less than 20 percent and does not have the ability to exercise significant influence over operating or financial decisions of the investee, the cost method of accounting is applied. Where the fair value of the shares of the cost method investee is based on quoted prices in active markets, Covance accounts for such investments as available-for-sale securities. See Note 4.

**Use of Estimates**

These unaudited consolidated financial statements have been prepared in conformity with GAAP, which requires management to make estimates and assumptions about future events that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from

these estimates.

### **Short-Term Investments**

Short-term investments consist of bank term deposits, denominated in Swiss Francs, which mature in August 2014.

### **Inventory**

Inventories, which consist principally of finished goods and supplies, are valued at the lower of cost (first-in, first-out method) or market. Finished goods accounted for \$33.5 million and \$30.3 million and supplies accounted for \$18.9 million and \$18.0 million of total inventory at June 30, 2014 and December 31, 2013, respectively.

### **Prepaid Expenses and Other Current Assets**

In connection with the management of multi-site clinical trials, Covance pays on behalf of its customers fees to investigators, volunteers and other out-of-pocket costs (such as travel, printing, meetings, couriers, etc.), for which the Company is reimbursed at cost, without mark-up or profit. Amounts receivable from customers in connection with billed and unbilled investigator fees, volunteer payments and other out-of-pocket pass-through costs are included in prepaid expenses and other current assets in the accompanying consolidated balance sheets and totaled \$103.5 million and \$88.9 million at June 30, 2014 and December 31, 2013, respectively. See Note 2 Reimbursable Out-of-Pocket Expenses .

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**COVANCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(UNAUDITED)**

**June 30, 2014 and 2013**

**(dollars in thousands, unless otherwise indicated)**

Also included in prepaid expenses and other current assets are assets held for sale. Covance records long-lived assets as held for sale when a plan to sell the asset has been initiated and all other held for sale criteria have been satisfied. Assets classified as held for sale are recorded in other current assets on the consolidated balance sheet at the lower of their carrying value or fair value less cost to sell. During the first quarter of 2013, Covance completed the closure of its clinical pharmacology facility in Basel, Switzerland and initiated actions to sell that property. As a result, the \$8.3 million carrying value of the property was reclassified from property and equipment to assets held for sale as of March 31, 2013. During the fourth quarter of 2013, Covance recorded an impairment charge of \$2.3 million to reduce the carrying value of the Basel property to its then estimated fair market value less cost to sell as of December 31, 2013. During the second quarter of 2014, after entering into negotiations with a prospective buyer of the property, Covance recorded an additional impairment charge of \$2.5 million to further reduce the carrying value of the Basel property to its current estimated fair market value less cost to sell as of June 30, 2014. In the fourth quarter of 2011, Covance completed the wind-down and transition of services at its toxicology facility in Vienna, Virginia and initiated actions to sell that property. As a result, the related carrying value of \$27.0 million was reclassified from property and equipment to assets held for sale as of December 31, 2011. See Note 11.

**Impairment of Long-Lived Assets**

Covance reviews its long-lived assets, other than goodwill and other indefinite lived intangible assets, for impairment when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based upon Covance's judgment of its ability to recover the value of the asset from the expected future undiscounted cash flows of the related operations or the sale of the asset. Actual future cash flows may be greater or less than estimated. During the second quarter of 2014, Covance determined that the carrying values of its Chandler, Arizona and Basel, Switzerland properties, both included in the early development segment, were no longer fully recoverable from the cash flows expected from their sale, based upon changes to the Chandler property marketing plan and current negotiations with a prospective buyer of the Basel property. The valuation of the Chandler property was determined with the assistance of an independent third party appraiser. The valuation was based on a value in exchange approach, which considered comparable market data regarding land values and costs associated with the highest and best use of the property, which are Level 2 inputs under the fair value hierarchy. As such, Covance recorded an asset impairment charge of \$45.7 million and \$2.5 million, respectively, to reduce the carrying value of these assets to their estimated fair values as of June 30, 2014. In addition, during the second quarter of 2014, Covance determined it would not develop a parcel of land in Shanghai, China, the rights to which were purchased several years ago for potential future expansion. As such, Covance recorded an asset impairment charge of \$4.4 million to write-off costs capitalized in connection with initial development activities on the land and reduce the carrying value of the land use rights to its estimated fair value as of June 30, 2014. Fair value of the land use rights, which are included in the early development segment, was based upon the contractual terms of the original land grant agreement. See Note 10.

**Goodwill and Other Intangible Assets and Impairment**

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Goodwill represents costs in excess of the fair value of net tangible and identifiable net intangible assets acquired in business combinations. Covance performs an annual test for impairment of goodwill and other indefinite lived intangible assets during the fourth quarter. Covance tests goodwill for impairment at the reporting unit level only when, after completing a qualitative analysis, it is determined that it is more likely than not that the fair value of a reporting unit is below its carrying value. This test is performed by comparing the carrying value of the reporting unit to its fair value. Covance assesses fair value based upon its estimate of the present value of the future cash flows that it expects to be generated by the reporting unit. The most recent annual test for impairment performed for 2013 indicated that no reporting units were at significant risk for impairment and there were no events or changes in circumstances through June 30, 2014 that warranted a reconsideration of our impairment test results. See Note 6.

### **Revenue Recognition**

Covance recognizes revenue either as services are performed or products are delivered, depending on the nature of the work contracted. Historically, a majority of Covance's net revenues have been earned under contracts which range in duration from a few months to two years, but can extend in duration up to five years or longer. Covance also has committed minimum volume

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**COVANCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(UNAUDITED)**

**June 30, 2014 and 2013**

**(dollars in thousands, unless otherwise indicated)**

arrangements with certain clients with initial terms that generally range in duration from three to ten years. Underlying these arrangements are individual project contracts for the specific services to be provided. These arrangements enable our clients to secure our services in exchange for which they commit to purchase an annual minimum dollar value ( volume ) of services. Under these types of arrangements, if the annual minimum volume commitment is not reached, the client is required to pay Covance for the shortfall. Progress towards the achievement of annual minimum volume commitments is monitored throughout the year. Annual minimum commitment shortfalls are not included in net revenues until the amount has been determined and agreed to by the client.

Service contracts generally take the form of fee-for-service or fixed-price arrangements. In cases where performance spans multiple accounting periods, revenue is recognized as services are performed, measured on a proportional-performance basis, generally using output measures that are specific to the service provided. Examples of output measures in our early development segment include the number of slides read, dosings performed, or specimens prepared for preclinical laboratory services, or number of dosings or number of volunteers enrolled for clinical pharmacology. Examples of output measures in our late-stage development segment s Phase II-IV clinical development service offering include among others, number of investigators enrolled, number of sites initiated, number of patients enrolled and number of monitoring visits completed. Revenue is determined by dividing the actual units of work completed by the total units of work required under the contract and multiplying that percentage by the total contract value. The total contract value, or total contractual payments, represents the aggregate contracted price for each of the agreed upon services to be provided. Covance does not have any contractual arrangements spanning multiple accounting periods where revenue is recognized on a proportional-performance basis under which the Company has earned more than an immaterial amount of performance-based revenue (i.e., potential additional revenue tied to specific deliverables or performance). Changes in the scope of work are common, especially under long-term contracts, and generally result in a change in contract value. Once the client has agreed to the changes in scope and renegotiated pricing terms, the contract value is amended and revenue is recognized, as described above. Estimates of costs to complete are made to provide, where appropriate, for losses expected on contracts. Costs are not deferred in anticipation of contracts being awarded, but instead are expensed as incurred.

Billing schedules and payment terms are generally negotiated on a contract-by-contract basis. In some cases, Covance bills the client for the total contract value in progress-based installments as certain non-contingent billing milestones are reached over the contract duration, such as, but not limited to, contract signing, initial dosing, investigator site initiation, patient enrollment or database lock. The term billing milestone relates only to a billing trigger in a contract whereby amounts become billable and payable in accordance with a negotiated predetermined billing schedule throughout the term of a project. These billing milestones are not performance-based (i.e., potential additional arrangement consideration tied to specific deliverables or performance). In other cases, billing and payment terms are tied to the passage of time (e.g., monthly billings). In either case, the total contract value and aggregate amounts billed to the client would be the same at the end of the project. While Covance attempts to negotiate terms that provide for billing and payment of services prior or within close proximity to the provision of services, this is not always the case, as evidenced by fluctuations in the levels of unbilled receivables and unearned revenue from period to period. While a project is ongoing, cash payments are not necessarily representative of aggregate revenue earned at any particular point in time, as revenues are recognized when services are provided, while amounts billed and paid are in accordance with the negotiated billing and payment terms.

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In some cases, payments received are in excess of revenue recognized. For example, a contract invoicing schedule may provide for an upfront payment of 10% of the full contract value upon contract signing, but at the time of signing, performance of services has not yet begun, and therefore, no revenue has yet been recognized. Payments received in advance of services being provided, such as in this example, are deferred as unearned revenue on the balance sheet. As the contracted services are subsequently performed and the associated revenue is recognized, the unearned revenue balance is reduced by the amount of revenue recognized during the period.

In other cases, services may be provided and revenue is recognized before the client is invoiced. In these cases, revenue recognized will exceed amounts billed, and the difference, representing an unbilled receivable, is recorded for this amount which is currently unbillable to the customer pursuant to contractual terms. Once the client is invoiced, the unbilled services are reduced for the amount billed, and a corresponding account receivable is recorded. All unbilled services are billable to customers within one year from the respective balance sheet date.

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**COVANCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(UNAUDITED)**

**June 30, 2014 and 2013**

**(dollars in thousands, unless otherwise indicated)**

Most contracts are terminable by the client, either immediately or upon notice. These contracts often require payment to Covance of expenses to wind down the study or project, fees earned to date and, in some cases, a termination fee or a payment to Covance of some portion of the fees or profits that could have been earned by Covance under the contract if it had not been terminated early. Termination fees are included in net revenues when realization is assured. In connection with the management of multi-site clinical trials, Covance pays on behalf of its customers fees to investigators, volunteers and other out-of-pocket costs (such as for travel, printing, meetings, couriers, etc.), for which it is reimbursed at cost, without mark-up or profit. Investigator fees are not reflected in total revenues or expenses where Covance acts in the capacity of an agent on behalf of the pharmaceutical company sponsor, passing through these costs without risk or reward to Covance. All other out-of-pocket costs are included in total revenues and expenses.

**Taxes**

Covance uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of differences between the carrying amounts of assets and liabilities and their respective tax bases using enacted tax rates in effect for the year in which the temporary differences are expected to reverse. The effect on deferred taxes of a change in enacted tax rates is recognized in income in the period when the change is effective.

The Company recognizes a tax benefit from an uncertain tax position only if the Company believes it is more likely than not to be sustained upon examination based on the technical merits of the position. The amount of the accrual for which an exposure exists is measured as the largest amount of benefit determined on a cumulative probability basis that the Company believes is more likely than not to be realized upon ultimate settlement of the position. Components of the reserve are classified as either a current or long-term liability in the consolidated balance sheet based on when the Company expects each of the items to be settled. Covance accrues interest and penalties in relation to unrecognized tax benefits as a component of income tax expense.

As of June 30, 2014 and December 31, 2013, the balance of the reserve for unrecognized tax benefits was \$9.2 million, including accrued interest of \$0.8 million, and \$9.0 million, including interest of \$0.6 million, respectively, which is recorded as a long-term liability in other liabilities on the consolidated balance sheet. This reserve relates to exposures for income tax matters such as transfer pricing, nexus and deemed income.

The Company also maintains a tax reserve related to exposures for non-income tax matters including value-added tax, state sales and use and other taxes. The balance of this reserve was \$0.7 million and \$1.1 million at June 30, 2014 and December 31, 2013, respectively, and is recorded as a current liability in accrued expenses and other current liabilities on the consolidated balance sheet.



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While Covance believes it has identified all reasonably identifiable exposures and the reserve it has established for identifiable exposures is appropriate under the circumstances, it is possible that additional exposures exist and that exposures may be settled at amounts different than the amounts reserved. It is also possible that changes in facts and circumstances could cause Covance to either materially increase or reduce the carrying amount of its tax reserve.

Covance's historical policy has been to leave its unremitted foreign earnings invested indefinitely outside the United States. Covance intends to continue to leave its unremitted foreign earnings invested indefinitely outside the United States. As a result, taxes have not been provided on any of the remaining accumulated foreign unremitted earnings as of June 30, 2014.

Table of Contents**COVANCE INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(UNAUDITED)****June 30, 2014 and 2013****(dollars in thousands, unless otherwise indicated)****Accumulated Other Comprehensive Income**

Covance's accumulated other comprehensive income is comprised of foreign currency translation adjustments and actuarial gains (losses) and prior service costs in connection with its defined benefit pension and other post-retirement plans, each recorded and presented net of tax. The components of and changes in accumulated other comprehensive income are as follows:

	<b>Foreign Currency Translation Adjustments</b>	<b>Defined Benefit Plans</b>	<b>Accumulated Other Comprehensive Income</b>
Balance at December 31, 2013	\$ 67,456	\$ (41,710)	\$ 25,746
Other comprehensive income, net of tax, before reclassifications	11,198	—	11,198
Amounts reclassified from accumulated other comprehensive income, net of tax	—	764	764
Net current-period other comprehensive income, net of tax	11,198	764	11,962
Balance at June 30, 2014	\$ 78,654	\$ (40,946)	\$ 37,708

Amounts reclassified from accumulated other comprehensive income, net of tax, represents the amortization of actuarial losses and prior service credits to net periodic pension cost of \$1.0 million, net of tax of \$0.2 million. See Note 7.

**Reimbursable Out-of-Pocket Expenses**

As discussed in Note 2 Prepaid Expenses and Other Current Assets, Covance pays on behalf of its customers fees to investigators, volunteers and other out-of-pocket costs for which the Company is reimbursed at cost, without mark-up or profit. Amounts paid to volunteers and other out-of-pocket costs are reflected in operating expenses, while the reimbursements received are reflected in revenues in the consolidated statements of income. Covance excludes from revenue and expense in the consolidated statements of income fees paid to investigators and the associated reimbursement since Covance acts as an agent on behalf of the pharmaceutical company sponsors with regard to investigator payments.

**Stock-Based Compensation**

The Company sponsors several stock-based compensation plans pursuant to which non-qualified stock options and restricted stock awards are granted to eligible employees. These plans are described more fully in Note 8 herein and Note 9 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013. The grant-date fair value of awards expected to vest is expensed on a straight-line basis over the vesting period of the related awards.

#### **Defined Benefit Pension Plans**

The Company sponsors various pension and other post-retirement benefit plans. These plans are described more fully in Note 7 herein and Note 8 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013. The measurement of the related benefit obligations and the net periodic benefit costs recorded each year are based upon actuarial computations, which require management's judgment as to certain assumptions. These assumptions include the discount rates to use in computing the present value of the benefit obligations and the net periodic benefit costs, the expected future rate of salary increases (for pay-related plans) and the expected long-term rate of return on plan assets (for funded plans). The discount rates are derived based on a hypothetical yield curve represented by a series of annualized individual discount rates. The expected long-term rate of return on plan assets is based on the target asset allocation and the average expected rate of growth for the asset classes invested. The average expected rate of growth is derived from a combination of historic returns, current market indicators, the expected risk premium for each asset class and the opinion of

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professional advisors. Liabilities related to all of Covance's pension and other post-retirement benefit plans are measured as of December 31.

**Earnings Per Share ( EPS )**

Basic EPS is computed by dividing net income available to common stockholders by the weighted average number of shares outstanding during the period. The computation of diluted EPS is similar to the computation of basic EPS, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued; computed under the treasury stock method.

In computing diluted EPS for the three months ended June 30, 2014 and 2013, the denominator was increased by 1,993,650 shares and 2,218,022 shares, respectively, and for the six months ended June 30, 2014 and 2013, the denominator was increased by 2,151,095 shares and 2,164,373 shares, respectively, representing the dilutive effect of all unvested restricted shares as well as those stock options outstanding at June 30, 2014 and 2013, with exercise prices less than the average market price of Covance's common stock during each respective period. Excluded from the computation of diluted EPS for the three months ended June 30, 2014 were options to purchase 351,411 shares of common stock at prices ranging from \$91.80 to \$102.80 per share because the exercise prices of such options were greater than the average market price of Covance's common stock during this period. Excluded from the computation of diluted EPS for the six months ended June 30, 2014 were options to purchase 256,262 shares of common stock at prices ranging from \$91.80 to \$102.80 per share because the exercise prices of such options were greater than the average market price of Covance's common stock during this period. Excluded from the computation of diluted EPS for the three months ended June 30, 2013 were options to purchase 213,695 shares of common stock at prices ranging from \$77.72 to \$94.34 per share because the exercise prices of such options were greater than the average market price of Covance's common stock during this period. Excluded from the computation of diluted EPS for the six months ended June 30, 2013 were options to purchase 214,112 shares of common stock at prices ranging from \$73.32 to \$94.34 per share because the exercise prices of such options were greater than the average market price of Covance's common stock during this period.

**Supplemental Cash Flow Information**

Cash paid for interest for the six month periods ended June 30, 2014 and 2013 was \$5.9 million and \$2.6 million, respectively. Cash paid for income taxes for the six month periods ended June 30, 2014 and 2013 totaled \$13.8 million and \$19.2 million, respectively. The change in income taxes payable in the consolidated statement of cash flows for the six months ended June 30, 2014 and 2013 includes as an operating cash outflow the excess tax benefit received from the exercise of non-qualified stock options of \$7.8 million and \$2.3 million, respectively (a corresponding cash inflow of \$7.8 million and \$2.3 million, respectively, for both periods has been included in financing cash flows).

**Recently Issued Accounting Standards**

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update ( ASU ) 2014-09, *Revenue from Contracts with Customers (Topic 606)* ( ASU 2014-09 ). The core principle of ASU 2014-09 is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective retrospectively for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. Early application is not permitted. Covance will be required to adopt ASU 2014-09 no later than the quarter beginning January 1, 2017. Covance is currently in the process of evaluating ASU 2014-09 and has not yet determined the impact, if any, ASU 2014-09 will have on its consolidated results of operations or financial position.

In April 2014, the Financial Accounting Standards Board issued Accounting Standards Update ( ASU ) 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* ( ASU 2014-08 ). ASU 2014-08 changes the requirements for reporting discontinued operations in that only the disposal of a component of an entity or a group of components of an entity, or a business activity classified as held for sale, that represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results will be reported as discontinued operations. The ASU also expands

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the disclosure requirements for discontinued operations and adds new disclosures about the disposal of an individually significant component of an entity that does not qualify as discontinued operations. ASU 2014-08 is effective prospectively for fiscal years beginning after December 15, 2014. Covance will be required to adopt ASU 2014-08 no later than the quarter beginning January 1, 2015. As the ASU is primarily focused on presentation and disclosure, it is not expected to have an impact on Covance's consolidated results of operations or financial position.

**Subsequent Events**

Subsequent events are defined as those events or transactions that occur after the balance sheet date, but before the financial statements are filed with the Securities and Exchange Commission. See Note 13.

**3. Treasury Stock**

The Board of Directors has, from time to time, approved stock repurchase programs enabling Covance to repurchase shares of its common stock. In December 2013, the Covance Board of Directors authorized the repurchase of up to \$100 million of the Company's outstanding common stock (the 2013 Repurchase Program). The 2013 Repurchase Program was completed as of June 30, 2014. In January 2012, the Covance Board of Directors authorized the repurchase of up to \$300 million of the Company's outstanding common stock (the 2012 Repurchase Program). The 2012 Repurchase Program was completed as of December 31, 2013. In addition to the Board approved share repurchase programs, Covance also reacquires shares of its common stock when employees tender shares to satisfy income tax withholdings associated with the vesting of stock awards.

The following table sets forth the treasury stock activity during the six month periods ended June 30, 2014 and 2013:

(amounts in thousands)	Six Months Ended June 30			
	2014		2013	
	\$	# shares	\$	# shares
Shares repurchased in connection with:				
Board approved buyback programs	\$ 100,000	1,149.2	\$ 18,122	237.9
Employee benefit plans	13,420	132.3	8,996	130.7
Total	\$ 113,420	1,281.5	\$ 27,118	368.6

#### **4. Equity Investments**

In March 2013, Covance sold its entire investment in BioClinica, Inc. ( **BIOC** ) for cash proceeds of \$17.1 million. The cost basis in the investment was \$1.4 million, resulting in a realized gain on the sale of approximately \$15.7 million or \$10.2 million, net of tax.

In June 2013, Covance received an additional \$0.7 million in contingent consideration in connection with the sale of its investment in Caprion Proteomics ( **Caprion** ), upon the release of funds held in escrow, which was recorded as an additional gain on the sale.

#### **5. Long-Term Debt and Credit Facilities**

##### **Long-Term Debt**

In November 2013, Covance entered into a private placement of senior notes ( **Senior Notes** ) in an aggregate principal amount of \$250 million pursuant to a Note Purchase Agreement (the **Note Purchase Agreement** ) dated October 2, 2013. The Senior Notes were issued in four series and are reflected in long-term debt on the consolidated balance sheets as of both June 30, 2014 and December 31, 2013:

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3.25% Senior Notes, Series 2013A due November 15, 2018	\$	15
3.90% Senior Notes, Series 2013B due November 15, 2020		50
4.50% Senior Notes, Series 2013C due November 15, 2023		90
4.65% Senior Notes, Series 2013D due November 15, 2025		95
Total long-term debt outstanding	\$	250

Interest on the Senior Notes is payable semiannually on May 15th and November 15th of each year. The Senior Notes rank equally with all outstanding indebtedness. Costs associated with the Note Purchase Agreement, which consisted primarily of bank and legal fees totaling \$0.9 million, are being amortized ratably over the terms of the Senior Notes. The proceeds were used to pay down existing indebtedness.

The Note Purchase Agreement contains various financial and other covenants and is guaranteed by certain of Covance's domestic subsidiaries. At June 30, 2014, Covance was in compliance with the terms of the Note Purchase Agreement.

**Credit Facilities**

In June 2014, Covance amended its credit facility, which was not due to expire until March 2017, primarily to obtain improved market pricing. The amended credit agreement (the Credit Agreement) provides for a revolving credit facility of up to \$500 million. At June 30, 2014 there were \$40.0 million of outstanding borrowings and \$2.9 million of outstanding letters of credit under the Credit Agreement. At December 31, 2013, there were no outstanding borrowings and \$2.9 million of outstanding letters of credit under the previous credit facility. Interest on all outstanding borrowings under the Credit Agreement varies in accordance with the terms of the Credit Agreement and is presently based upon the London Interbank Offered Rate plus a margin of 100 basis points. Interest on all outstanding borrowings under the previous credit facility was based upon the London Interbank Offered Rate plus a margin of 125 basis points. Interest on outstanding borrowings approximated 1.77% per annum during both the three and six months ended June 30, 2014. Interest on outstanding borrowings approximated 1.46% per annum during both the three and six months ended June 30, 2013. Costs associated with the Credit Agreement, which expires in June 2019, consisted primarily of bank and legal fees totaling \$0.9 million and are being amortized over the five-year term.

The Credit Agreement contains various financial and other covenants and is collateralized by guarantees of certain of Covance's domestic subsidiaries. At June 30, 2014, Covance was in compliance with the terms of the Credit Agreement.



**6. Acquisitions and Divestitures**

In May 2014, Covance acquired 100% of the stock of Medaxial, a London-based value communication consultancy, for total consideration of \$11.9 million, as to which \$10.7 million (\$8.4 million net of cash acquired) was paid at closing with the balance contingently payable based upon the achievement of certain performance based milestones through 2016. Transaction related costs totaled \$0.3 million and were included in selling, general & administrative expense in the period incurred. Net tangible and intangible assets acquired in the acquisition were included in the consolidated financial statements beginning in May 2014 based on their estimated fair values of \$0.2 million and \$1.6 million, respectively. Intangible assets, which consisted primarily of existing customer relationships and non-compete agreements, are being amortized over a five year weighted average life. Goodwill of \$10.1 million resulting from the acquisition arises largely from the synergies expected from combining Medaxial's operations with our existing market access service line, as well as from the benefits derived from Medaxial's assembled workforce. The purchase price allocations are based upon preliminary estimates for tax matters, using available information and making assumptions management believes are reasonable. Accordingly, these purchase price allocations are subject to change. None of the goodwill recognized is expected to be deductible for tax purposes. Results of operations for Medaxial are reported in Covance's late-stage development segment.

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In January 2014, Covance completed the sale of certain assets of its genomics laboratory, located in Seattle, Washington, which was part of the early development segment, to Laboratory Corporation of America Holding for total net proceeds of \$10.4 million, of which \$8.4 million was received as of June 30, 2014, and recognized a pre-tax gain of \$1.6 million (\$1.0 million net of tax) from the sale. Goodwill was reduced by \$1.3 million as a result of the sale.

**7. Defined Benefit Plans**

Covance sponsors various pension and other post-retirement benefit plans.

**Defined Benefit Pension Plans**

Covance sponsors two defined benefit pension plans for the benefit of its employees at two United Kingdom subsidiaries and one defined benefit pension plan for the benefit of its employees at a German subsidiary, all of which are legacy plans of previously acquired companies. Benefit amounts for all three plans are based upon years of service and compensation. The German plan is unfunded, while the United Kingdom pension plans are funded. Covance's funding policy has been to contribute annually a fixed percentage of the eligible employee's salary at least equal to the local statutory funding requirements. Pension plan assets are administered by the plans' trustees and are principally invested in equity and debt securities and annuities.

The components of net periodic pension cost for these plans for the three and six month periods ended June 30, 2014 and 2013 are as follows:

	United Kingdom Plans		German Plan	
	Three Months Ended June 30 2014	2013	Three Months Ended June 30 2014	2013
Components of Net Periodic Pension Cost:				
Service cost	\$ 580	\$ 458	\$ 203	\$ 192
Interest cost	2,373	1,951	174	151
Expected return on plan assets	(3,369)	(2,484)		
Amortization of net actuarial loss	373	153	62	56
Net periodic pension (income) cost	\$ (43)	\$ 78	\$ 439	\$ 399

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	United Kingdom Plans		German Plan	
	Six Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
<b>Components of Net Periodic Pension Cost:</b>				
Service cost	\$ 1,150	\$ 922	\$ 406	\$ 386
Interest cost	4,708	3,931	348	304
Expected return on plan assets	(6,684)	(5,005)		
Amortization of net actuarial loss	740	309	124	113
Net periodic pension (income) cost	\$ (86)	\$ 157	\$ 878	\$ 803
<b>Assumptions Used to Determine Net Periodic Pension Cost:</b>				
Discount rate	4.60%	4.60%	3.50%	3.50%
Expected rate of return on assets	6.15%	5.30%	n/a	n/a
Salary increases	4.00%	3.60%	2.00%	2.00%

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**Supplemental Executive Retirement Plan**

In addition to these foreign defined benefit pension plans, Covance also has a non-qualified Supplemental Executive Retirement Plan ( SERP ). The SERP, which is not funded, is intended to provide retirement benefits for certain executive officers of Covance. Benefit amounts are based upon years of service and compensation of the participating employees.

The components of net periodic pension cost for the three and six month periods ended June 30, 2014 and 2013 are as follows:

	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
<b>Components of Net Periodic Pension Cost:</b>				
Service cost	\$ 402	\$ 377	\$ 804	\$ 754
Interest cost	248	181	496	362
Amortization of prior service credit	(30)	(30)	(60)	(60)
Amortization of net actuarial loss	148	142	296	284
Net periodic pension cost	\$ 768	\$ 670	\$ 1,536	\$ 1,340
<b>Assumptions Used to Determine Net Periodic Pension Cost:</b>				
Discount rate	3.90%	3.20%	3.90%	3.20%
Salary increases	3.25%	3.25%	3.25%	3.25%

**Post-Employment Retiree Health and Welfare Plan**

Covance also sponsors a post-employment retiree health and welfare plan for the benefit of eligible employees at certain U.S. subsidiaries who retire after satisfying service and age requirements. This plan is funded on a pay-as-you-go basis and the cost of providing these benefits is shared with the retirees.

The components of net periodic post-retirement benefit cost for the three and six month periods ended June 30, 2014 and 2013 are as follows:

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	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
<b>Components of Net Periodic Post-retirement Benefit Cost:</b>				
Service cost	\$ 11	\$ 18	\$ 22	\$ 36
Interest cost	63	59	125	119
Net periodic post-retirement benefit cost	\$ 74	\$ 77	\$ 147	\$ 155
<b>Assumptions Used to Determine Net Periodic Post-retirement Benefit Cost:</b>				
Discount rate	4.40%	3.60%	4.40%	3.60%
Health care cost trend rate	7.00%(a)	7.50%	7.00%(a)	7.50%

(a) decreasing to ultimate trend of 5.00% in 2018

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**8. Stock-Based Compensation Plans**

Covance sponsors several employee stock-based compensation plans which are described more fully in Note 9 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013.

In May 2014, Covance's shareholders approved the 2014 Employee Equity Participation Plan (the 2014 EEPP) in replacement of the 2013 Employee Equity Participation Plan (the 2013 EEPP). Effective upon approval of the 2014 EEPP, no further grants or awards were permitted under the 2013 EEPP. Shares remaining available for grant under the 2013 EEPP are available for grant under the 2014 EEPP. The 2014 EEPP became effective on May 6, 2014 and will expire on May 5, 2024. The 2014 EEPP authorizes the Compensation and Organization Committee of the Board of Directors (the Compensation Committee), or such committee as is appointed by the Covance Board of Directors, to administer the 2014 EEPP and to grant awards to employees of Covance. The 2014 EEPP authorizes the Compensation Committee to grant the following awards: options to purchase common stock; stock appreciation rights; and other stock awards either singly or in combination. Shares granted, other than options or SARs, shall be counted against the shares available for grant based upon the ratio of 2.29 for every one share granted. The exercise period for stock options granted under the 2014 EEPP is determined by the Compensation Committee at the time of grant, and is generally ten years from the date of grant. The vesting period for stock options and stock awards granted under the 2014 EEPP is determined by the Compensation Committee at the time of grant. Beginning in 2012, options and restricted stock awards are generally granted with a pro rata four year vesting period, whereas previously, they were generally granted with a pro rata three year vesting period. Performance-based restricted stock awards generally vest over a three year period. The number of shares of Covance common stock initially available for grant under the 2014 EEPP totaled approximately 2.5 million plus approximately 2.3 million shares remaining available under the 2013 EEPP at the time the 2014 EEPP was approved. All grants and awards under the 2013 EEPP remaining outstanding are administered in accordance with the provisions of the 2013 EEPP out of shares issuable under the 2014 EEPP. The Company may issue authorized but previously unissued shares or treasury shares when options are exercised or for stock awards. There have been no grants of stock appreciation rights under the 2013 EEPP or the 2014 EEPP. At June 30, 2014 there were approximately 4.9 million shares remaining available for grants under the 2014 EEPP.

The grant-date fair value of stock option awards is estimated using an option pricing model as more fully described in Note 9 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013. The grant-date fair value of options expected to vest is expensed on a straight-line basis over the vesting period of the related awards.

The following table sets forth the weighted average assumptions used to calculate the fair value of options granted for both the three and six month periods ended June 30, 2014 and 2013:

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	Three and Six Months Ended June 30	
	2014	2013
Expected stock price volatility	31%	36%
Range of risk free interest rates	0.02% - 2.67%	0.09% - 2.03%
Expected life of options (years)	5.2	5.4

Restricted stock awards are granted subject to either service conditions (restricted stock) or service and performance conditions (performance-based shares). The grant-date fair value of restricted stock and performance-based share awards, which has been determined based upon the market value of Covance's shares on the grant date, is expensed on a straight-line basis over the vesting period of the related awards.

Results of operations for the three month period ended June 30, 2014 include total stock-based compensation expense of \$10.4 million (\$7.1 million net of tax benefit of 3.3 million), \$4.6 million of which has been included in cost of revenue and \$5.8 million of which has been included in selling, general and administrative expenses. Results of operations for the six month period ended June 30, 2014 include total stock-based compensation expense of \$19.7 million (\$13.5 million net of tax

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benefit of \$6.2 million), \$8.6 million of which has been included in cost of revenue and \$11.1 million of which has been included in selling, general and administrative expenses. Results of operations for the three month period ended June 30, 2013 include total stock-based compensation expense of \$8.3 million (\$5.7 million net of tax benefit of \$2.6 million), \$3.4 million of which has been included in cost of revenue and \$4.9 million of which has been included in selling, general and administrative expenses. Results of operations for the six month period ended June 30, 2013 include total stock-based compensation expense of \$19.3 million (\$13.3 million net of tax benefit of \$6.0 million), \$8.5 million of which has been included in cost of revenue and \$10.8 million of which has been included in selling, general and administrative expenses.

**9. Facility Consolidation and Other Cost Reduction Actions**

During 2012, Covance commenced a series of actions to better align capacity to preclinical market demand and reduce overhead in its early development segment, as well as to improve future profitability by streamlining its overall cost structure, including its corporate and functional support infrastructure and consolidating facilities in connection with the rationalization of its data centers. These actions included the closure of the Company's toxicology facility in Chandler, Arizona, its clinical pharmacology facilities in Honolulu, Hawaii and Basel, Switzerland, as well as a capacity and workforce reduction in Muenster, Germany. In 2014, additional actions were initiated in our late-stage development segment to better align capacity to expected demand. These actions are all expected to be completed in 2014.

The following table sets forth the costs associated with the restructuring component of costs incurred in connection with these actions during the three and six month periods ended June 30, 2014 and 2013:

	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
Employee separation costs	\$ 3,238	\$ 2,148	\$ 4,622	\$ 4,145
Lease and facility exit costs	(222)	(39)	(222)	627
Accelerated depreciation and amortization				1,497
Other costs	262	1,250	503	3,260
Total	\$ 3,278	\$ 3,359	\$ 4,903	\$ 9,529

During the three months ended June 30, 2014 and 2013, restructuring costs of \$3.3 million and \$3.4 million, respectively, have been included in selling, general and administrative expenses. During the six months ended June 30, 2014 and 2013, restructuring costs of \$4.9 million and \$8.0 million, respectively, have been included in selling, general and administrative expenses and during the 2013 six month period, \$1.5 million has been included in depreciation and amortization.



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The following table sets forth the restructuring costs by segment incurred in connection with these actions during the three and six month periods ended June 30, 2014 and 2013:

	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
Early Development	\$ (83)	\$ 1,316	\$ 801	\$ 4,869
Late-Stage Development	3,062	1,363	3,308	3,261
Corporate expenses	299	680	794	1,399
<b>Total</b>	<b>\$ 3,278</b>	<b>\$ 3,359</b>	<b>\$ 4,903</b>	<b>\$ 9,529</b>

Total costs for these actions are expected to approximate \$56 million, including \$34 million in employee separation costs, \$5 million in lease and facility exit costs, \$5 million in accelerated depreciation and amortization and \$12 million in other costs. Costs by segment are expected to total \$38 million in our early development segment, \$10 million in our late-stage development segment and \$8 million in corporate expenses.

Cumulative costs for these actions through June 30, 2014 totaled \$52.1 million, of which \$47.1 million was included in selling, general and administrative expenses and \$5.0 million was included in depreciation and amortization. Cumulative costs

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incurred by category for these actions through June 30, 2014 totaled \$32.6 million in employee separation costs, \$4.4 million in lease and facility exit costs, \$5.0 million in accelerated depreciation and \$10.1 million in other costs. Cumulative costs incurred by segment through June 30, 2014 totaled \$36.6 million in our early development segment, \$8.6 million in our late-stage development segment and \$6.9 million in corporate expenses.

The following table sets forth the rollforward of the restructuring activity for the six months ended June 30, 2014:

Description	Balance, Dec 31, 2013	Total Charges	Cash Payments	Other	Balance, June 30, 2014
Employee separation costs	\$ 2,304	\$ 4,622	\$ (4,540)	\$ (1)	\$ 2,385
Lease and facility exit costs	2,774	(222)	(487)		2,065
Other costs	142	503	(529)		116
Total	\$ 5,220	\$ 4,903	\$ (5,556)	\$ (1)	\$ 4,566

Other costs include charges incurred in connection with transitioning services from sites being closed and legal and professional fees.

In addition to the above restructuring costs, in the three and six months ended June 30, 2014, Covance incurred \$0.9 million and \$3.4 million, respectively, in costs associated with other cost reduction actions, primarily to consolidate certain corporate support functions, as well as property tax and depreciation expense on facilities that have been closed but not yet disposed of. During the three and six months ended June 30, 2014, \$0.5 million and \$2.6 million, respectively, were included in selling, general and administrative expense and \$0.4 million and \$0.8 million, respectively, were included in depreciation and amortization. During the three and six months ended June 30, 2014, \$0.7 million and \$1.5 million, respectively, were included in our early development segment, \$0.1 million was included in our late-stage development segment for both periods and \$0.1 million and \$1.9 million, respectively, were included in corporate expenses. During the three and six months ended June 30, 2013, Covance incurred \$2.6 million in these costs (\$2.0 million included in selling, general and administrative expense and \$0.6 million included in depreciation and amortization). During the three and six months ended June 30, 2013, \$1.0 million was included in our early development segment and \$1.6 million was included in corporate expenses.

**10. Asset Impairments**

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Covance reviews its long-lived assets, other than goodwill and other indefinite lived intangible assets, for impairment when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based upon Covance's judgment of its ability to recover the value of the asset from the expected future undiscounted cash flows of the related operations or the sale of the asset. During the second quarter of 2014, Covance determined that the carrying values of its Chandler, Arizona and Basel, Switzerland properties, both included in the early development segment, were no longer fully recoverable from the cash flows expected from their sale, based upon changes to the Chandler property marketing plan and current negotiations with a prospective buyer of the Basel property. The valuation of the Chandler property was determined with the assistance of an independent third party appraiser. The valuation was based on a value in exchange approach, which considered comparable market data regarding land values and costs associated with the highest and best use of the property, which are Level 2 inputs under the fair value hierarchy. As such, Covance recorded an asset impairment charge of \$45.7 million and \$2.5 million, respectively, to reduce the carrying value of these assets to their estimated fair values as of June 30, 2014. In addition, during the second quarter of 2014, Covance determined it would not develop a parcel of land in Shanghai, China, the rights to which were purchased several years ago for potential future expansion. As such, Covance recorded an asset impairment charge of \$4.4 million to write-off costs capitalized in connection with initial development activities on the land and reduce the carrying value of the land use rights to its estimated fair value as of June 30, 2014. Fair value of the land use rights, which are included in the early development segment, was based upon the contractual terms of the original land grant agreement.

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**11. Assets Held for Sale**

Covance records long-lived assets as held for sale when a plan to sell the asset has been initiated and all other held for sale criteria have been satisfied. Assets classified as held for sale are recorded in other current assets on the consolidated balance sheet at the lower of their carrying value or fair value less cost to sell. Fair value is generally determined based on the value of comparable assets sold in the related market and is considered a Level 2 valuation in the fair value hierarchy. It is the intention of Covance to complete the sale of each of these assets within the upcoming year.

During the first quarter of 2013, Covance completed the closure of its clinical pharmacology site in Basel, Switzerland, which is part of the early development segment, and initiated actions to sell that property. As a result, the \$8.3 million carrying value of the property was reclassified from property and equipment to assets held for sale as of March 31, 2013. During the fourth quarter of 2013, Covance recorded an impairment charge of \$2.3 million to reduce the carrying value of the Basel property to its estimated fair market value less cost to sell as of December 31, 2013. During the second quarter of 2014, Covance recorded an additional impairment charge of \$2.5 million to further reduce the carrying value of the Basel property to its estimated fair market value less cost to sell as of June 30, 2014.

In the fourth quarter of 2011, Covance completed the wind-down and transition of services at its toxicology facility in Vienna, Virginia, which is part of the early development segment, and initiated actions to sell that property. As a result, the related carrying value of \$27.0 million was reclassified from property and equipment to assets held for sale.

**12. Segment Information**

Covance has two reportable segments: early development and late-stage development. Early development services, which includes Covance's discovery support services, preclinical and clinical pharmacology service capabilities, involve evaluating a new compound for safety and early effectiveness as well as evaluating the absorption, distribution, metabolism and excretion of the compound in the human body. It is at this stage that a pharmaceutical company, based on available data, will generally decide whether to continue further development of a drug. Late-stage development services, which includes Covance's central laboratory, Phase II-IV clinical development and market access services, are geared toward demonstrating the clinical effectiveness of a compound in treating certain diseases or conditions, obtaining regulatory approval and maximizing the drug's commercial potential. The accounting policies of the reportable segments are the same as those described in Note 2.

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Segment revenues, operating income and total assets for the three and six months ended June 30, 2014 and 2013 are as follows:

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## COVANCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(UNAUDITED)

June 30, 2014 and 2013

(dollars in thousands, unless otherwise indicated)

	Early Development	Late-Stage Development	Other Reconciling Items	Total
<b>Three months ended June 30, 2014</b>				
Total revenues from external customers	\$ 231,198	\$ 408,258	\$ 47,652(a)	\$ 687,108
Operating income	\$ (22,424)(d)	\$ 87,051(e)	\$ (45,363)(b)	\$ 19,264
Total assets	\$ 1,083,416	\$ 1,230,042	\$ 225,186(c)	\$ 2,538,644
<b>Three months ended June 30, 2013</b>				
Total revenues from external customers	\$ 214,582	\$ 377,716	\$ 51,678(a)	\$ 643,976
Operating income	\$ 21,882(d)	\$ 79,500(e)	\$ (49,872)(b)	\$ 51,510
Total assets	\$ 1,123,348	\$ 1,001,028	\$ 216,898(c)	\$ 2,341,274
<b>Six months ended June 30, 2014</b>				
Total revenues from external customers	\$ 449,422	\$ 810,086	\$ 93,888(a)	\$ 1,353,396
Operating income	\$ (2,948)(d)	\$ 180,103(e)	\$ (91,003)(b)	\$ 86,152
Total assets	\$ 1,083,416	\$ 1,230,042	\$ 225,186(c)	\$ 2,538,644
<b>Six months ended June 30, 2013</b>				
Total revenues from external customers	\$ 421,858	\$ 750,639	\$ 105,814(a)	\$ 1,278,311
Operating income	\$ 38,439(d)	\$ 162,449(e)	\$ (101,127)(b)	\$ 99,761
Total assets	\$ 1,123,348	\$ 1,001,028	\$ 216,898(c)	\$ 2,341,274

(a) Represents revenues associated with reimbursable out-of-pocket expenses.

(b) Represents corporate expenses (primarily information technology, marketing, communications, human resources, finance, legal and stock-based compensation expense). Corporate expenses include charges associated with restructuring and cost reduction actions of \$397 and \$2,658 for the three and six months ended June 30, 2014, respectively, and \$2,308 and \$3,027 for the three and six months ended June 30, 2013, respectively.

(c) Represents corporate assets.

(d) Early Development operating income includes asset impairment charges totaling \$52,564 for both the three and six months ended June 30, 2014, and charges associated with restructuring and cost reduction actions of \$651 and \$2,281 for the three and six months ended June 30, 2014, respectively, and \$2,342 and \$5,895 for the three and six months ended June 30, 2013, respectively.

(e) Late-Stage Development operating income includes charges associated with restructuring and cost reduction actions of \$3,150 and \$3,396 for the three and six months ended June 30, 2014, respectively, and \$1,363 and \$3,261 for the three and six months ended June 30, 2013, respectively.

**13. Subsequent Events**

Covance completed an evaluation of the impact of any subsequent events through the date these financial statements were issued, and determined there were no subsequent events requiring disclosure in or adjustment to these financial statements.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

You should read the following discussion together with the unaudited Covance consolidated financial statements and the accompanying notes included in this Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.

**Overview**

Covance is a leading drug development services company providing a wide range of early-stage and late-stage product development services on a worldwide basis primarily to the pharmaceutical and biotechnology industries. Covance also provides services such as laboratory testing to the chemical, agrochemical and food industries. The foregoing services comprise two reportable segments for financial reporting purposes: early development services, which includes discovery support services, preclinical and clinical pharmacology service offerings; and late-stage development services, which includes central laboratory, Phase II-IV clinical development and market access services. Although each segment has separate services within it, they can be and increasingly are, combined in integrated service offerings. Covance believes it is one of the largest drug development services companies, based on annual net revenues, and one of a few that is capable of providing comprehensive global product development services. Covance offers its clients high quality services designed to provide data to clients as rapidly as possible and reduce product development time. We believe this enables Covance's customers to introduce their products into the marketplace faster and as a result, maximize the period of market exclusivity and monetary return on their research and development investments. Additionally, Covance's comprehensive services and broad experience provide its customers with a variable cost alternative to fixed cost internal development capabilities.

**Critical Accounting Policies**

Covance's consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ( GAAP ), which require management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from these estimates. The following discussion highlights what we believe to be the critical accounting policies and judgments made in the preparation of these consolidated financial statements.

**Revenue Recognition.** Covance recognizes revenue either as services are performed or products are delivered, depending on the nature of the work contracted. Historically, a majority of Covance's net revenues have been earned under contracts which range in duration from a few months to two years, but can extend in duration up to five years or longer. Covance also has committed minimum volume arrangements with certain clients with initial terms that generally range in duration from three to ten years. Underlying these arrangements are individual project contracts for the specific services to be provided. These arrangements enable our clients to secure our services in exchange for which they commit to purchase an annual minimum dollar value ( volume ) of services. Under these types of arrangements, if the annual minimum volume commitment is not reached, the client is required to pay Covance for the shortfall. Progress towards the achievement of annual minimum volume commitments is monitored throughout the year. Annual minimum commitment shortfalls are not included in net revenues until the amount has been determined and agreed to by the client.

Covance does not have any individual significant contracts as pertains to revenue recognition. By way of background, at any point in time Covance is working on thousands of active client projects, which are governed by individual contracts. In 2013, the Company had one customer



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that accounted for 10.6% and another customer that accounted for 10.0% of consolidated net revenues. The Company had one customer that accounted for 10.1% of consolidated net revenues in 2012 while there were no customers accounting for 10% or more of consolidated net revenues in 2011. Covance serves in excess of 1,000 biopharmaceutical companies and has over 16,500 active client projects. Most projects are customized based on the needs of the client, the type of services being provided, therapeutic indication of the drug, geographic locations and other variables. Project specific terms related to pricing, billing milestones and the scope and type of services to be provided are generally negotiated and contracted on a project-by-project basis.

Service contracts generally take the form of fee-for-service or fixed-price arrangements. In cases where performance spans multiple accounting periods, revenue is recognized as services are performed, measured on a proportional-performance basis, generally using output measures that are specific to the service provided. Examples of output measures in our early development segment include the number of slides read, dosings performed, or specimens prepared for preclinical laboratory services, or number of dosings or number of volunteers enrolled for clinical pharmacology. Examples of output measures in our late-stage development segment s Phase II-IV clinical development service offering include among others, number of investigators enrolled, number of sites initiated, number of patients enrolled and number of monitoring visits completed. Revenue is determined by dividing the actual units of work completed by the total units of work required under the contract

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and multiplying that percentage by the total contract value. The total contract value, or total contractual payments, represents the aggregate contracted price for each of the agreed upon services to be provided. Covance does not have any contractual arrangements spanning multiple accounting periods where revenue is recognized on a proportional-performance basis under which the Company has earned more than an immaterial amount of performance-based revenue (i.e. potential additional revenue tied to specific deliverables or performance). Changes in the scope of work are common, especially under long-term contracts, and generally result in a change in contract value. Once the client has agreed to the changes in scope and renegotiated pricing terms, the contract value is amended and revenue is recognized, as described above. Estimates of costs to complete are made to provide, where appropriate, for losses expected on contracts. Costs are not deferred in anticipation of contracts being awarded, but instead are expensed as incurred. For the quarter ended June 30, 2014, Covance did not experience a change in the estimates used to determine the amounts recognized as revenue (i.e. output measures or costs to complete) for any project resulting in a material impact on our financial position, results of operations or cash flows.

Billing schedules and payment terms are generally negotiated on a contract-by-contract basis. In some cases, Covance bills the client for the total contract value in progress-based installments as certain non-contingent billing milestones are reached over the contract duration, such as, but not limited to, contract signing, initial dosing, investigator site initiation, patient enrollment or database lock. The term *billing milestone* relates only to a billing trigger in a contract whereby amounts become billable and payable in accordance with a negotiated predetermined billing schedule throughout the term of a project. These billing milestones are not performance-based (i.e., potential additional arrangement consideration tied to specific deliverables or performance). In other cases, billing and payment terms are tied to the passage of time (e.g., monthly billings). In either case, the total contract value and aggregate amounts billed to the client would be the same at the end of the project. While Covance attempts to negotiate terms that provide for billing and payment of services prior or within close proximity to the provision of services, this is not always the case, as evidenced by fluctuations in the levels of unbilled services and unearned revenue from period to period. While a project is ongoing, cash payments are not necessarily representative of aggregate revenue earned at any particular point in time, as revenues are recognized when services are provided, while amounts billed and paid are in accordance with the negotiated billing and payment terms.

In some cases, payments received are in excess of revenue recognized. For example, a contract invoicing schedule may provide for an upfront payment of 10% of the full contract value upon contract signing, but at the time of signing, performance of services has not yet begun, and therefore, no revenue has yet been recognized. Payments received in advance of services being provided, such as in this example, are deferred as unearned revenue on the balance sheet. As the contracted services are subsequently performed and the associated revenue is recognized, the unearned revenue balance is reduced by the amount of revenue recognized during the period.

In other cases, services may be provided and revenue is recognized before the client is invoiced. In these cases, revenue recognized will exceed amounts billed, and the difference, representing an unbilled receivable, is recorded for this amount which is currently unbillable to the customer pursuant to contractual terms. Once the client is invoiced, the unbilled services are reduced for the amount billed, and a corresponding account receivable is recorded. All unbilled services are billable to customers within one year from the respective balance sheet date.

Most contracts are terminable by the client, either immediately or upon notice. These contracts often require payment to Covance of expenses to wind down the study or project, fees earned to date and, in some cases, a termination fee or a payment to Covance of some portion of the fees or profits that could have been earned by Covance under the contract if it had not been terminated early. Termination fees are included in net revenues when realization is assured.

**Bad Debts.** Covance endeavors to assess and monitor the creditworthiness of its customers to which it grants credit terms in the ordinary course of business. Covance maintains a provision for doubtful accounts relating to amounts due that may not be collected. This bad debt provision is monitored on a monthly basis and adjusted as circumstances warrant. Since the recorded bad debt provision is based upon management's judgment, actual bad debt write-offs may be greater or less than the amount recorded. Historically, bad debt write-offs have not been material. The allowance for doubtful accounts amounted to \$5.5 million and \$6.1 million at June 30, 2014 and December 31, 2013, respectively.

**Taxes.** Since Covance conducts operations on a global basis, its effective tax rate has and will continue to depend upon the geographic distribution of its pre-tax earnings among locations with varying tax rates. Covance's profits are further impacted by changes in the tax rates of the various jurisdictions in which Covance operates. In addition, Covance maintains a reserve for unrecognized tax benefits, changes to which could impact Covance's effective tax rate in the period such changes are made.

The Company recognizes a tax benefit from an uncertain tax position only if the Company believes it is more likely than not to be sustained upon examination based on the technical merits of the position. The amount of the accrual for which an

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exposure exists is measured as the largest amount of benefit determined on a cumulative probability basis that the Company believes is more likely than not to be realized upon ultimate settlement of the position. Components of the reserve are classified as either a current or long-term liability in the consolidated balance sheet based on when the Company expects each of the items to be settled. Covance accrues interest and penalties in relation to unrecognized tax benefits as a component of income tax expense.

As of June 30, 2014, the balance of the reserve for unrecognized tax benefits is \$9.2 million, including accrued interest of \$0.8 million, which is recorded as a long-term liability in other liabilities on the consolidated balance sheet. This reserve relates to exposures for income tax matters such as transfer pricing, nexus, and deemed income.

The Company also maintains a tax reserve related to exposures for non-income tax matters including value-added tax, state sales and use and other taxes. The balance of this reserve at June 30, 2014 is \$0.7 million and is recorded as a current liability in accrued expenses and other current liabilities on the consolidated balance sheet.

While Covance believes it has identified all reasonably identifiable exposures and the reserve it has established for identifiable exposures is appropriate under the circumstances, it is possible that additional exposures exist and that exposures will be settled at amounts different than the amounts reserved. It is also possible that changes in facts and circumstances could cause Covance to either materially increase or reduce the carrying amount of its tax reserve.

Covance's policy is to provide income taxes on earnings of foreign subsidiaries only to the extent those earnings are taxable or are expected to be remitted. Covance's historical policy has been to leave its unremitted foreign earnings invested indefinitely outside the United States. Covance intends to continue to leave its unremitted foreign earnings invested indefinitely outside the United States. As a result, taxes have not been provided on any of the remaining accumulated foreign unremitted earnings as of June 30, 2014.

**Stock-Based Compensation.** The Company sponsors several stock-based compensation plans pursuant to which non-qualified stock options and restricted stock awards are granted to eligible employees. These plans are described more fully in Note 9 to our audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013 and Note 8 to our consolidated financial statements in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 included elsewhere herein.

The grant-date fair value of awards expected to vest is expensed on a straight-line basis over the vesting period of the related awards. The grant-date fair value of stock awards is based upon the underlying price of the stock on the date of grant. The grant-date fair value of stock option awards must be determined using an option pricing model. Option pricing models require the use of estimates and assumptions as to (a) the expected term of the option, (b) the expected volatility of the price of the underlying stock, (c) the risk-free interest rate for the expected term of the option and (d) pre-vesting forfeiture rates. The Company uses the Lattice-Binomial option pricing formula for determining the grant-date fair value of stock option awards.

The expected term of the option is based upon the contractual term and expected employee exercise and expected post-vesting employment termination behavior. The expected volatility of the price of the underlying stock is based upon the volatility of the Company's stock computed over a period of time equal to the expected term of the option. The risk free interest rate is based upon the implied yields currently available from the U.S. Treasury zero-coupon yield curve for issues with a remaining duration equal to the expected term of the option. Pre-vesting

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forfeiture rates are estimated based upon past voluntary termination behavior and past option forfeitures.

The following table sets forth the weighted-average assumptions used to calculate the fair value of options granted for both the three and six month periods ended June 30, 2014 and 2013:

	Three and Six Months Ended June 30	
	2014	2013
Expected stock price volatility	31%	36%
Range of risk free interest rates	0.02% - 2.67%	0.09% - 2.03%
Expected life of options (years)	5.2	5.4

Changes in any of these assumptions could impact, potentially materially, the amount of expense recorded in future periods related to stock-based awards.

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**Impairment of Assets.** Covance reviews its long-lived assets other than goodwill and other indefinite lived intangible assets, for impairment when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based upon Covance's judgment of its ability to recover the value of the asset from the expected future undiscounted cash flows of the related operations or the sale of the asset. Actual future cash flows may be greater or less than estimated. During the second quarter of 2014, Covance determined that the carrying values of its Chandler, Arizona and Basel, Switzerland properties, both included in the early development segment, were no longer fully recoverable from the cash flows expected from their sale, based upon changes to the Chandler property marketing plan and current negotiations with a prospective buyer of the Basel property. The valuation of the Chandler property was determined with the assistance of an independent third party appraiser. The valuation was based on a value in exchange approach, which considered comparable market data regarding land values and costs associated with the highest and best use of the property, which are Level 2 inputs under the fair value hierarchy. As such, Covance recorded an asset impairment charge of \$45.7 million and \$2.5 million, respectively, to reduce the carrying value of these assets to their estimated fair values as of June 30, 2014. In addition, during the second quarter of 2014, Covance determined it would not develop a parcel of land in Shanghai, China, the rights to which were purchased several years ago for potential future expansion. As such, Covance recorded an asset impairment charge of \$4.4 million to write-off costs capitalized in connection with initial development activities on the land and reduce the carrying value of the land use rights to its estimated fair value as of June 30, 2014. Fair value of the land use rights, which are included in the early development segment, was based upon the contractual terms of the original land grant agreement.

Covance performs an annual test for impairment of goodwill and other indefinite lived intangible assets during the fourth quarter. Covance tests goodwill for impairment at the reporting unit level only when, after completing a qualitative analysis, it is determined that it is more likely than not that the fair value of a reporting unit is below its carrying value. This test is performed by comparing the carrying value of the reporting unit to its fair value. Covance assesses fair value based upon its estimate of the present value of the future cash flows that it expects to be generated by the reporting unit. The most recent test for impairment performed for 2013 indicated that no reporting units were at significant risk for impairment and there were no events or changes in circumstances through June 30, 2014 that warranted a reconsideration of our impairment test results. However, changes in expectations as to the present value of a reporting unit's future cash flows might impact subsequent years assessments of impairment.

**Defined Benefit Pension Plans.** Covance sponsors defined benefit pension plans for the benefit of its employees at several foreign subsidiaries as well as a non-qualified supplemental executive retirement plan and a post-employment retiree health and welfare plan for the benefit of eligible employees at certain U.S. subsidiaries. The measurement of the related benefit obligation and net periodic benefit cost recorded each year is based upon actuarial computations which require the use of judgment as to certain assumptions. The more significant of these assumptions are: (a) the appropriate discount rate to use in computing the present value of the benefit obligation; (b) the expected return on plan assets (for funded plans); and (c) the expected future rate of salary increases (for pay-related plans). Actual results (such as the return on plan assets, future rate of salary increases and plan participation rates) will likely differ from the assumptions used. Those differences, along with changes that may be made in the assumptions used from period to period, will impact the amounts reported in the financial statements and footnote disclosures.

Set forth below is a discussion of the impact that (a) differences between assumed results and actual results and (b) assumption changes have had on our results of operations for the years ended December 31, 2013, 2012 and 2011 and on the financial position of the plans as of December 31, 2013 and 2012 for our United Kingdom defined benefit pension plans (the largest of our defined benefit-type pension plans).

(dollars in millions)	United Kingdom Plans							
	2013		2012		2011		2010	
Net periodic pension cost	\$	0.3	\$	0.9	\$	1.6	\$	1.6

Assumptions used to determine net periodic pension cost:

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Discount rate	4.60%	4.60%	5.20%	5.75%
Expected rate of return on assets	5.30%	5.90%	6.50%	6.75%
Salary increases	3.60%	4.00%	4.50%	4.50%

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The movement in the net periodic benefit cost from period to period is attributable to the following:

(dollars in millions)	2012 to 2013	United Kingdom Plans	
		2011 to 2012	2010 to 2011
Change in discount rate	\$	2.3	\$ 2.1
Change in rate of salary increases		0.1	
Other, including differences between actual experience and assumptions used		(3.1)	(2.1)
Net change in periodic benefit cost	\$	(0.7)	\$

	2013	United Kingdom Plans	
		2012	2011
Assumptions used to determine benefit obligation:			
Discount rate	4.60%	4.60%	4.60%
Salary increases	4.00%	3.60%	4.00%

The change in the projected benefit obligation from period to period is attributable to the following:

(dollars in millions)	United Kingdom Plans		
	2012 to 2013	2011 to 2012	
Projected benefit obligation, beginning of year	\$	181.0	\$ 167.7
Service/interest cost components of net periodic benefit cost in year		11.5	11.9
Benefits paid		(2.5)	(2.5)
Actuarial loss:			
Price inflation		7.2	4.0
Other, including differences between actual experience and assumptions used		3.1	(6.4)
Foreign currency exchange rate changes		2.3	6.3
Projected benefit obligation, end of year	\$	202.6	\$ 181.0

### **Foreign Currency Risks**

Since Covance operates on a global basis, it is exposed to various foreign currency risks. Two specific risks arise from the nature of certain contracts. The first risk can occur when Covance executes contracts with its customers where the contracts are denominated in a currency different than the local currencies of the Covance subsidiaries performing work under the contracts. As a result, revenue recognized for services rendered may be denominated in a currency different from the currencies in which the subsidiaries' expenses are incurred. Fluctuations in exchange rates (from those in effect at the time the contract is executed and pricing is established to the time services are rendered and revenue is recognized) can affect the subsidiary's net revenues and resultant earnings. This risk is generally applicable only to a portion of the contracts executed by Covance's subsidiaries providing clinical services. Historically, fluctuations in exchange rates from those in effect at the time contracts were executed have not had a material effect upon Covance's consolidated financial results. See Risk Factors .

We also have other cross-currency contracts executed by other Covance subsidiaries where the foreign currency amounts billed are determined by converting local currency revenue amounts to the contract billing currency using the exchange rates in effect at the time services are rendered. These contracts do not give rise to foreign currency denominated revenue and local currency denominated expenses, but they do give rise to a second type of risk. This second type of risk results from the passage of time between the invoicing of customers under both of these



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types of contracts and the ultimate collection of customer payments against such invoices. Because such invoices are denominated in a currency other than the subsidiary's local currency, Covance recognizes a receivable at the time of invoicing for the local currency equivalent of the foreign currency invoice amount as of the invoice date. Subsequent changes in exchange rates from the time the invoice is prepared to the time payment from the customer is received will result in Covance receiving either more or less in local currency than the local currency equivalent of the invoice amount at the time the invoice was prepared and the receivable was recorded. This difference is recognized by Covance as a foreign currency transaction gain or loss, as applicable, in the consolidated statements of income.

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Finally, Covance's consolidated financial statements are denominated in U.S. dollars. Accordingly, changes in exchange rates between the applicable foreign currency and the U.S. dollar will affect the translation of each foreign subsidiary's financial results into U.S. dollars for purposes of reporting Covance's consolidated financial results. The process by which each foreign subsidiary's financial results are translated into U.S. dollars is as follows: income statement accounts are translated at average exchange rates for the period; balance sheet asset and liability accounts are translated at end of period exchange rates; and equity accounts are translated at historical exchange rates. Translation of the balance sheet in this manner affects the stockholders' equity account, referred to as the cumulative translation adjustment account. This account exists only in the foreign subsidiary's U.S. dollar balance sheet and is necessary to keep the foreign balance sheet stated in U.S. dollars in balance. At June 30, 2014, accumulated other comprehensive income on the consolidated balance sheet includes the cumulative translation account balance of \$78.7 million.

## **Operating Expenses and Reimbursable Out-of-Pockets**

Covance segregates its recurring operating expenses among four categories: cost of revenue; reimbursable out-of-pocket expenses; selling, general and administrative expenses; and depreciation and amortization. Cost of revenue includes direct labor and related benefits, other direct costs, shipping and handling fees, and an allocation of facility charges and information technology costs, and excludes depreciation and amortization. Cost of revenue, as a percentage of net revenues, tends and is expected to fluctuate from one period to another, as a result of changes in labor utilization and the mix of service offerings involving thousands of studies conducted during any period of time. Selling, general and administrative expenses consist primarily of administrative payroll and related benefit charges, advertising and promotional expenses, administrative travel and an allocation of facility charges and information technology costs, and excludes depreciation and amortization.

In connection with the management of multi-site clinical trials, Covance pays on behalf of its customers fees to investigators, volunteers and other out-of-pocket costs (such as for travel, printing, meetings, couriers, etc.), for which it is reimbursed at cost, without mark-up or profit. Investigator fees are not reflected in total revenues or expenses where Covance acts in the capacity of an agent on behalf of the pharmaceutical company sponsor, passing through these costs without risk or reward to Covance. All other out-of-pocket costs are included in total revenues and expenses.

## **Quarterly Results**

Covance's quarterly operating results are subject to variation, and are expected to continue to be subject to variation, as a result of factors such as (1) delays in initiating or completing significant drug development trials, (2) termination or reduction in size of drug development trials, (3) acquisitions and divestitures, (4) changes in the mix of our services, and (5) exchange rate fluctuations. Delays and terminations of trials are often the result of actions taken by Covance's customers or regulatory authorities and are not typically controllable by Covance. Since a large amount of Covance's operating costs are relatively fixed while revenue is subject to fluctuation, moderate variations in the commencement, progress or completion of drug development trials may cause significant variations in quarterly results.

## **Results of Operations**

*Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013.* Net revenues totaling \$639.5 million for the three months ended June 30, 2014 increased 8.0%, or 5.3% excluding the favorable impact of foreign exchange rate variances between both periods,

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as compared to \$592.3 million for the corresponding 2013 period. Net revenues from Covance's early development segment increased 7.7%, or 5.2% excluding the favorable impact of foreign exchange rate variances between both periods. Growth in the early development segment from clinical pharmacology, global toxicology and pharmaceutical chemistry services was partially offset by lower revenue in discovery support on lower volumes and the impact of the sale of Covance's genomics laboratory in January 2014. Net revenues from Covance's late-stage development segment increased 8.1%, or 5.4% excluding the favorable impact of foreign exchange rate variances between both periods. Growth in the late-stage development segment was led by higher testing revenue on favorable mix in our central laboratory services, followed by increased volume in our Phase II-IV clinical development and market access services.

Cost of revenue increased 6.6% to \$446.7 million or 69.8% of net revenues for the three months ended June 30, 2014 as compared to \$419.1 million or 70.8% of net revenues for the corresponding 2013 period. Gross margins increased by 100 basis points to 30.2% for the three months ended June 30, 2014 from 29.2% for the corresponding 2013 period partially due to higher R&D tax credits in the 2014 period.

Overall, selling, general and administrative expenses decreased 3.2% to \$87.3 million for the three months ended June 30, 2014 from \$90.2 million for the corresponding 2013 period. As a percentage of net revenues, selling, general and

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administrative expenses decreased by 150 basis points to 13.7% for the three months ended June 30, 2014 from 15.2% for the corresponding 2013 period. Included in selling, general and administrative expense during the three months ended June 30, 2014 and 2013 is \$3.8 million (or 0.6% of net revenues) and \$5.4 million (or 0.9% of net revenues), respectively, in charges associated with restructuring and other cost reduction actions taken to better align capacity to preclinical market demand and reduce overhead in the Company's early development segment, better align capacity to expected demand in the Company's late-stage development segment and improve future profitability by streamlining the Company's overall cost structure, including its corporate and functional support infrastructure and consolidating facilities in connection with the rationalization of its data centers. The 150 basis point decrease also reflects higher incentive compensation accruals in the prior year quarter associated with 2013 performance above the target level and lower overall spending levels in the current year quarter, due in part to savings from the Company's cost reduction activities. Selling, general and administrative expenses as a percentage of net revenues can and does vary depending on the timing and nature of various professional fees and other discretionary spending.

Depreciation and amortization increased 6.8% to \$33.6 million for the three months ended June 30, 2014 from \$31.5 million for the corresponding 2013 period. As a percentage of net revenues, depreciation and amortization is 5.3% for both the three months ended June 30, 2014 and 2013. Depreciation and amortization during the three months ended June 30, 2014 and 2013 includes \$0.4 million (or 0.1% of net revenues) and \$0.6 million (or 0.1% of net revenues), respectively, in depreciation associated with the restructuring and other cost reduction initiatives described above.

Income from operations decreased 62.6% to \$19.3 million or 3.0% of net revenues for the three months ended June 30, 2014 from \$51.5 million or 8.7% of net revenues for the corresponding 2013 period. The increase in net revenue, as discussed above, and higher R&D tax credits in the 2014 period were more than offset by impairment charges totaling \$52.6 million (or 8.2% of net revenues) associated with long lived assets in Chandler, Arizona, Basel, Switzerland and Shanghai, China. Income from operations for the three months ended June 30, 2014 and 2013 also includes \$4.2 million (or 0.7% of net revenues) and \$6.0 million (or 1.0% of net revenues), respectively, in charges associated with the restructuring initiatives and other cost reduction actions described above.

Results of operations from Covance's early development segment for the three months ended June 30, 2014 decreased \$44.3 million to a loss of (\$22.4) million from income of \$21.9 million for the corresponding 2014 period. As a percentage of net revenues, early development results of operations decreased from 10.2% of early development net revenues in the three months ended June 30, 2013 to (9.7%) in the corresponding 2014 period. The increase in segment net revenue, as discussed above, and higher R&D tax credits in the 2014 period were more than offset by the impairment charges described above totaling \$52.6 million (or 22.7% of segment net revenues). Results of operations in Covance's early development segment for the three months ended June 30, 2014 and 2013 also includes \$0.7 million (or 0.3% of segment net revenues) and \$2.3 million (or 1.1% of segment net revenues), respectively, in costs associated with the restructuring initiatives and other cost reduction actions described above.

Income from operations from Covance's late-stage development segment for the three months ended June 30, 2014 increased 9.5% or \$7.6 million to \$87.1 million as compared to \$79.5 million for the corresponding 2014 period. As a percentage of net revenues, late-stage development income from operations increased 30 basis points from 21.0% of late-stage development net revenues in the three month period ended June 30, 2013 to 21.3% of net revenues in the corresponding 2014 period. The increase in income from operations is primarily driven by operating leverage on revenue growth, as described above, partially offset by higher restructuring costs in the current year period. Income from operations in Covance's late stage development segment for the three months ended June 30, 2014 and 2013 includes \$3.1 million (or 0.8% of segment net revenues) and \$1.4 million (or 0.4% of segment net revenues), respectively, in costs associated with the restructuring initiatives and other cost reduction actions described above.

Corporate expense decreased \$4.5 million to \$45.4 million or 7.1% of net revenues for the three months ended June 30, 2014 as compared to \$49.9 million or 8.4% of net revenues for the corresponding 2013 period. The decrease is primarily due to lower spending on strategic IT

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initiatives in the 2014 period combined with higher incentive compensation accruals in the prior year quarter associated with 2013 performance above the target level. Corporate expense for the three months ended June 30, 2014 and 2013 includes restructuring and other cost reduction actions of \$0.4 million (or 0.1% of net revenues) and \$2.3 million (or 0.4% of net revenues), respectively. Also included in corporate expense is stock-based compensation expense of \$10.4 million or 1.6% of net revenues for the three months ended June 30, 2014, as compared to \$8.3 million or 1.4% of net revenues for the corresponding 2013 period.

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Other expense, net increased \$3.4 million to \$4.4 million for the three months ended June 30, 2014 from \$1.0 million for the corresponding 2013 period. Net interest expense increased \$1.8 million, to \$2.8 million for the 2014 period from \$1.0 million for the corresponding 2013 period due to the issuance of \$250 million in term notes in November 2013. In addition, net foreign exchange transaction losses increased \$0.8 million to \$1.5 million for the 2014 period from \$0.7 million for the corresponding 2013 period. The 2013 period also included a gain on sale of investment of \$0.7 million.

Covance's effective tax rate for the three months ended June 30, 2014 was a benefit of 13.6% compared to expense of 18.9% for the corresponding 2013 period. Covance's effective tax rate for the three months ended June 30, 2014 includes a tax benefit of \$17.7 million associated with \$52.6 million of impairment charges and a \$1.3 million tax benefit on \$4.2 million in restructuring charges and other cost reduction actions. Covance's effective tax rate for the three months ended June 30, 2013 included a tax benefit of \$2.1 million on \$6.0 million in restructuring and other cost reduction charges, partially offset by a \$0.2 million tax provision on the \$0.7 million gain on sale of investment. In addition, the 2014 period reflects the shift to above margin treatment of R&D tax credits. The remaining year-over-year movement in Covance's effective tax rate is attributable primarily to a shift in the mix of our pre-tax earnings across various tax jurisdictions and to the impact of tax planning initiatives.

Net income of \$16.9 million for the three months ended June 30, 2014 decreased \$24.1 million or 58.7% as compared to \$41.0 million for the corresponding 2013 period. Net income for the 2014 period includes impairment charges of \$34.9 million, net of tax, and charges associated with restructuring and other cost reduction actions totaling \$2.9 million, net of tax. Net income for the 2013 period includes charges associated with restructuring and other cost reduction actions totaling \$3.9 million, net of tax, and a gain on the sale of an investment of \$0.5 million, net of tax.

**Six months Ended June 30, 2014 Compared with Six months Ended June 30, 2013.** Net revenues totaling \$1.3 billion for the six months ended June 30, 2014 increased 7.4%, or 5.3% excluding the favorable impact of foreign exchange rate variances between both periods, as compared to \$1.2 billion for the corresponding 2013 period. Net revenues from Covance's early development segment increased 6.5%, or 4.4% excluding the favorable impact of foreign exchange rate variances between both periods. Growth in the early development segment from clinical pharmacology, global toxicology and pharmaceutical chemistry services was partially offset by lower revenue in discovery support on lower volumes and the impact of the sale of Covance's genomics laboratory in January 2014. Net revenues from Covance's late-stage development segment increased 7.9%, or 5.8% excluding the favorable impact of foreign exchange rate variances between both periods. Growth in the late-stage development segment was led by higher testing revenue on favorable mix in our central laboratory services, followed by increased volume in our Phase II-IV clinical development and market access services.

Cost of revenue increased 5.9% to \$879.2 million or 69.8% of net revenues for the six months ended June 30, 2014 as compared to \$830.5 million or 70.8% of net revenues for the corresponding 2013 period. Gross margins increased by 100 basis points to 30.2% for the six months ended June 30, 2014 from 29.2% for the corresponding 2013 period primarily due to higher R&D tax credits in the 2014 period.

Overall, selling, general and administrative expenses decreased 2.7% to \$174.6 million for the six months ended June 30, 2014 from \$179.4 million for the corresponding 2013 period. As a percentage of net revenues, selling, general and administrative expenses decreased by 140 basis points to 13.9% for the six months ended June 30, 2014 from 15.3% for the corresponding 2013 period. Included in selling, general and administrative expense during the six months ended June 30, 2014 and 2013 is \$7.5 million (or 0.6% of net revenues), and \$10.1 million (or 0.9% of net revenues), respectively, in charges associated with restructuring and other cost reduction actions taken to better align capacity to preclinical market demand and reduce overhead in the Company's early development segment, better align capacity to expected demand in the Company's late-stage development segment and improve future profitability by streamlining the Company's overall cost structure, including its corporate and functional support infrastructure and consolidating facilities in connection with the rationalization of its data centers. The 140 basis point decrease also reflects higher incentive compensation accruals in the prior year associated with 2013 performance above the target

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level. Selling, general and administrative expenses as a percentage of net revenues can and does vary depending on the timing and nature of various professional fees and other discretionary spending.

Depreciation and amortization increased 6.5% to \$67.0 million for the six months ended June 30, 2014 from \$62.9 million for the corresponding 2013 period. As a percentage of net revenues, depreciation and amortization decreased by 10 basis points to 5.3% for the six months ended June 30, 2014 from 5.4%, for the corresponding 2013 period. Depreciation and amortization during the six months ended June 30, 2014 and 2013 includes \$0.8 million (or 0.1% of net revenues) and \$2.1 million (or 0.2% of net revenues), respectively, in depreciation associated with the restructuring and other cost reduction initiatives described above.

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Income from operations decreased 13.6% to \$86.2 million or 6.8% of net revenues for the six months ended June 30, 2014 from \$99.8 million or 8.5% of net revenues for the corresponding 2013 period. The increase in net revenue, as discussed above, and higher R&D tax credits in the 2014 period were more than offset by impairment charges totaling \$52.6 million (or 4.2% of net revenues) associated with long lived assets in Chandler, Arizona, Basel, Switzerland and Shanghai, China. Income from operations for the six months ended June 30, 2014 and 2013 also includes \$8.3 million (or 0.7% of net revenues) and \$12.2 million (or 1.0% of net revenues), respectively, in charges associated with the restructuring initiatives and other cost reduction actions described above.

Results of operations from Covance's early development segment for the six months ended June 30, 2014 decreased \$41.4 million to a loss of (\$2.9) million, from income of \$38.4 million for the corresponding 2013 period. As a percentage of net revenues, early development results of operations decreased from 9.1% of early development net revenues in the six months ended June 30, 2013 to (0.7%) in the corresponding 2014 period. The increase in segment net revenue, as discussed above, and higher R&D tax credits in the 2014 period were more than offset by the impairment charges described above totaling \$52.6 million (or 11.7% of segment net revenues). Results of operations in Covance's early development segment for the six months ended June 30, 2014 and 2013 also includes \$2.3 million (or 0.5% of segment net revenues) and \$5.9 million (or 1.4% of segment net revenues), respectively, in costs associated with the restructuring initiatives and other cost reduction actions described above.

Income from operations from Covance's late-stage development segment for the six months ended June 30, 2014 increased 10.9% or \$17.7 million to \$180.1 million as compared to \$162.4 million for the corresponding 2013 period. As a percentage of net revenues, late-stage development income from operations increased 60 basis points from 21.6% of late-stage development net revenues in the six month period ended June 30, 2013 to 22.2% of net revenues in the corresponding 2014 period. The increase in income from operations is primarily driven by operating leverage on revenue growth, as described above, and higher R&D tax credits in the 2014 period. Income from operations from Covance's late-stage development segment for the six months ended June 30, 2014 and 2013 includes \$3.4 million (or 0.4% of segment net revenues) and \$3.3 million (or 0.4% of segment net revenues), respectively, in costs associated with the restructuring initiatives and other cost reduction actions described above.

Corporate expense decreased \$10.1 million to \$91.0 million or 7.2% of net revenues for the six months ended June 30, 2014 as compared to \$101.1 million or 8.6% of net revenues for the corresponding 2013 period. The decrease is primarily due to lower spending on strategic IT initiatives in the 2014 period and higher incentive compensation accruals in the prior year associated with 2013 performance above the target level. Corporate expense for the six months ended June 30, 2014 and 2013 includes restructuring and other cost reduction actions of \$2.7 million (or 0.2% of net revenues) and \$3.0 million (or 0.3% of net revenues), respectively. Also included in corporate expense is stock-based compensation expense of \$19.7 million or 1.6% of net revenues for the six months ended June 30, 2014, as compared to \$19.3 million or 1.6% of net revenues for the corresponding 2013 period.

Other expense, net was \$5.6 million for the six months ended June 30, 2014, a decrease of \$19.1 million from other income, net of \$13.5 million for the corresponding 2013 period. The 2013 period includes a gain on sale of investments totaling \$16.4 million, while the 2014 period includes a gain on the sale of certain assets of the Company's genomics laboratory of \$1.6 million. In addition, net interest expense increased \$3.4 million, to \$5.3 million for the 2014 period from \$1.9 million for the corresponding 2013 period due to the issuance of \$250 million in term notes in November 2013. In addition, net foreign exchange transaction losses increased \$0.9 million to \$1.9 million for the 2014 period from \$1.0 million for the corresponding 2013 period.

Covance's effective tax rate for the six months ended June 30, 2014 was 15.9% compared to 21.3% for the corresponding 2013 period. Covance's effective tax rate for the six months ended June 30, 2014 includes a tax benefit of \$17.7 million associated with \$52.6 million of impairment charges and a \$2.9 million tax benefit on \$8.3 million in restructuring charges and other cost reduction actions, as well as a \$0.6 million tax provision on the \$1.6 million gain on the sale of certain assets of Covance's genomics laboratory. Covance's effective tax rate for the six months



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ended June 30, 2013 included a tax benefit of \$3.9 million on \$12.2 million in restructuring and other cost reduction charges, which was more than offset by a \$5.7 million tax provision on the \$16.4 million gain on the sale of investments. In addition, the 2014 period reflects the shift to above margin treatment of R&D tax credits. The remaining year-over-year movement in Covance's effective tax rate is attributable primarily to a shift in the mix of our pre-tax earnings across various tax jurisdictions and to the impact of tax planning initiatives.

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Net income of \$67.8 million for the six months ended June 30, 2014 decreased \$21.4 million or 24.0% as compared to \$89.2 million for the corresponding 2013 period. Net income for the 2014 period includes impairment charges of \$34.9 million, net of tax, and charges associated with restructuring and other cost reduction actions totaling \$5.5 million, net of tax, partially offset by a gain on the sale of certain assets of our genomics laboratory of \$1.0 million, net of tax. Net income for the 2013 period includes charges associated with restructuring and other cost reduction actions totaling \$8.3 million, net of tax, and a gain on the sale of investments of \$10.7 million, net of tax.

**Liquidity and Capital Resources**

Cash and cash equivalents at June 30, 2014 and December 31, 2013 were \$536.0 million and \$617.7 million, respectively. Amounts held by foreign subsidiaries for cash and equivalents were approximately \$490 million and \$506 million at June 30, 2014 and December 31, 2013, respectively, primarily in Swiss Francs, British Pounds and Euros. Amounts are principally invested in short-term money market funds and bank term deposits with major financial institutions which carry a Moody's rating of A1 P1 or better. Short-term investments at June 30, 2014 and December 31, 2013 were \$111.8 million and \$111.4 million, respectively, comprised entirely of bank term deposits denominated in Swiss Francs. Foreign cash balances generally result from unremitted foreign earnings, which the Company intends to leave invested indefinitely outside of the United States. If the Company were to remit such earnings to the United States, it would be subject to additional United States income taxes. Covance's expected primary cash needs on both a short and long-term basis are for capital expenditures, expansion of services, possible future acquisitions, geographic expansion, working capital and other general corporate purposes, including possible share repurchases. In June 2014, Covance amended its credit facility, which was not due to expire until March 2017, primarily to obtain improved market pricing. The amended credit agreement (the "Credit Agreement") provides for a revolving credit facility of up to \$500 million. At June 30, 2014 there were \$40.0 million of outstanding borrowings and \$2.9 million of outstanding letters of credit under the Credit Agreement. At December 31, 2013, there were no outstanding borrowings and \$2.9 million of outstanding letters of credit under the previous credit facility. Interest on all outstanding borrowings under the Credit Agreement varies in accordance with the terms of the Credit Agreement and is presently based upon the London Interbank Offered Rate plus a margin of 100 basis points. Interest on all outstanding borrowings under the previous credit facility was based upon the London Interbank Offered Rate plus a margin of 125 basis points. Interest on outstanding borrowings approximated 1.77% per annum during both the three and six months ended June 30, 2014. Interest on outstanding borrowings approximated 1.46% per annum during both the three and six months ended June 30, 2013. Costs associated with the Credit Agreement, which expires in June 2019, consisted primarily of bank and legal fees totaling \$0.9 million and are being amortized over the five-year term. The Credit Agreement contains various financial and other covenants and is collateralized by guarantees of certain of Covance's domestic subsidiaries. At June 30, 2014, Covance was in compliance with the terms of the Credit Agreement. In November 2013, Covance entered into a private placement of senior notes ("Senior Notes") in an aggregate principal amount of \$250 million pursuant to a Note Purchase Agreement (the "Note Purchase Agreement") dated October 2, 2013. The Senior Notes were issued in four series: (i) \$15 million of 3.25% Senior Notes, Series 2013A, due November 15, 2018; (ii) \$50 million of 3.90% Senior Notes, Series 2013B, due November 15, 2020; (iii) \$90 million of 4.50% Senior Notes, Series 2013C, due November 15, 2023; and (iv) \$95 million of 4.65% Senior Notes, Series 2013D, due on November 15, 2025. Interest on the Senior Notes is payable semiannually on May 15th and November 15th of each year. The Senior Notes rank equally with all outstanding indebtedness. Costs associated with the Note Purchase Agreement, which consisted primarily of bank and legal fees totaling \$0.9 million, are being amortized ratably over the terms of the Senior Notes. The proceeds were used to pay down existing indebtedness. The Note Purchase Agreement contains various financial and other covenants and is guaranteed by certain of Covance's domestic subsidiaries. At June 30, 2014, Covance was in compliance with the terms of the Note Purchase Agreement. Covance believes cash on hand plus cash from operations and available borrowings under the Credit Agreement will provide sufficient liquidity for the foreseeable future.

During the six months ended June 30, 2014, Covance's operations used net cash of \$2.5 million, compared to \$2.6 million in the corresponding 2013 period. The change in net operating assets, net of businesses sold and acquired, used \$186.7 million in cash during the six months ended June 30, 2014, primarily due to a reduction in accrued liabilities (attributable primarily to incentive compensation payments made during the first quarter of 2014 relating to 2013 incentive compensation accruals and the remittance of VAT received from a client in 2013), an 11 day increase in days sales outstanding (accounts receivable, unbilled services and unearned revenue), and an increase in other assets and liabilities, net, partially offset by an increase in accounts payable and income taxes payable. The change in net operating assets used \$152.2 million in cash during the six months ended June 30, 2013, primarily due to a 12 day increase in days sales outstanding (accounts receivable, unbilled services and unearned revenue), a reduction in accrued liabilities (attributable primarily to incentive compensation payments made during the first quarter of 2013 relating to 2012 incentive compensation accruals and payments made on restructuring costs accrued in 2012), and an increase in other

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assets and liabilities, net, partially offset by an increase in accounts payable. Covance's ratio of current assets to current liabilities was 2.59 at June 30, 2014 and 2.38 at December 31, 2013.

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Days sales outstanding ( DSO ) is determined based on the net end-of-period balance of accounts receivable, unbilled services and unearned revenue. Covance's DSO has varied between reporting periods as a result of normal fluctuations in the timing of cash receipts and contractual billing milestones across thousands of ongoing studies at any point in time. Over the past several years DSO has fluctuated in a range from approximately 30 days to approximately 50 days. Covance's DSO was 45 days at June 30, 2014 and 34 days at December 31, 2013. The 11 day increase is driven by increases in accounts receivable and unbilled services of 3 and 2 days, respectively, combined with a 6 day increase due to a reduction in unearned revenue. This increase in DSO is not expected to have a material impact on Covance's results of operations or financial position. As of June 30, 2014, each one-day movement in DSO represents approximately \$7.0 million of cash provided by (or used in) operating activities.

Investing activities for the six months ended June 30, 2014 used \$73.0 million, compared to \$50.3 million for the corresponding 2013 period. Capital spending for the first six months of 2014 totaled \$73.0 million, and was primarily for ongoing information technology projects, upgrade of existing equipment, and the purchase of new equipment, hardware and software. Approximately \$39.0 million of capital spending in the first six months of 2014 represents expenditures associated with assets that have not yet been placed in service at June 30, 2014. As described below, included in investing activities for the six months ended June 30, 2014 is the acquisition of Medaxial totaling \$10.7 million (\$8.4 million net of cash acquired), offset by the receipt of proceeds of approximately \$8.4 million upon the sale of certain assets of our genomics laboratory. Capital spending for the corresponding 2013 period totaled \$68.4 million, and was primarily for ongoing information technology projects, upgrade of existing equipment, and the purchase of new equipment, hardware and software. Partially offsetting this spend was the receipt of proceeds of approximately \$17.8 million in connection with the sale of investments, including \$17.1 million upon the sale of our investment in BioClinica, Inc. in the 2013 period.

In May 2014, Covance acquired 100% of the stock of Medaxial, a London-based value communication consultancy, for total consideration of \$11.9 million, as to which \$10.7 million (\$8.4 million net of cash acquired) was paid at closing with the balance contingently payable based upon the achievement of certain performance based milestones through 2016. Transaction related costs totaled \$0.3 million and were included in selling, general & administrative expense in the six month period ended June 30, 2014. Net tangible and intangible assets acquired in the acquisition were included in the consolidated financial statements beginning in May 2014 based on their estimated fair values of \$0.2 million and \$1.6 million, respectively. Goodwill of \$10.1 million resulting from the acquisition arises largely from the synergies expected from combining Medaxial's operations with our existing market access service line, as well as from the benefits derived from Medaxial's assembled workforce. Results of operations for Medaxial are reported in Covance's late-stage development segment. See note 6 to the unaudited consolidated financial statements included elsewhere in this quarterly report.

In January 2014, Covance completed the sale of certain assets of its genomics laboratory, located in Seattle, Washington, which was part of the early development segment, to Laboratory Corporation of America Holding for total net proceeds of \$10.4 million, of which \$8.4 million was received as of June 30, 2014, and recognized a pre-tax gain of \$1.6 million (\$1.0 million net of tax) from the sale. Goodwill was reduced by \$1.3 million as a result of the sale. See note 6 to the unaudited consolidated financial statements included elsewhere in this quarterly report.

Financing activities for the six months ended June 30, 2014 used \$14.3 million, compared to providing \$18.1 million in the corresponding 2013 period. Cash used in financing activities during the six months ended June 30, 2014 included \$100.0 million for the purchase into treasury of 1,149,172 shares in connection with the share buyback program authorized by Covance's Board of Directors and \$13.4 million for the purchase into treasury of 132,264 shares in connection with employee benefit plans, for an aggregate cost of \$113.4 million. Partially offsetting these items was \$51.3 million in proceeds from the exercise of stock options, \$7.8 million in excess tax benefits realized on the exercise of stock options and \$40.0 million of net borrowings under the Credit Agreement. During the six months ended June 30, 2013, cash received from financing activities included \$37.9 million in proceeds from the exercise of stock options, \$2.3 million in excess tax benefits realized on the exercise of stock options and \$5.0 million of net borrowings under the previous credit facility. Partially offsetting these items was \$18.1 million used to purchase 237,859 shares of common stock into treasury in connection with share buyback programs authorized by Covance's Board of Directors and \$9.0 million for the purchase into treasury of 130,748 shares in connection with employee benefit plans, for an aggregate cost of \$27.1 million.



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**Inflation**

While most of Covance's net revenues are earned under contracts, the long-term contracts (those in excess of one year) generally include an inflation or cost of living adjustment for the portion of the services to be performed beyond one year from the contract date. As a result, Covance believes that the effects of inflation generally do not have a material effect on its operations or financial condition.

**Recently Issued Accounting Standards**

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers (Topic 606)* (ASU 2014-09). The core principle of ASU 2014-09 is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective retrospectively for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. Early application is not permitted. Covance will be required to adopt ASU 2014-09 no later than the quarter beginning January 1, 2017. Covance is currently in the process of evaluating ASU 2014-09 and has not yet determined the impact, if any, ASU 2014-09 will have on its consolidated results of operations or financial position.

In April 2014, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* (ASU 2014-08). ASU 2014-08 changes the requirements for reporting discontinued operations in that only the disposal of a component of an entity or a group of components of an entity, or a business activity classified as held for sale, that represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results will be reported as discontinued operations. The ASU also expands the disclosure requirements for discontinued operations and adds new disclosures about the disposal of an individually significant component of an entity that does not qualify as discontinued operations. ASU 2014-08 is effective prospectively for fiscal years beginning after December 15, 2014. Covance will be required to adopt ASU 2014-08 no later than the quarter beginning January 1, 2015. As the ASU is primarily focused on presentation and disclosure, it is not expected to have an impact on Covance's consolidated results of operations or financial position.

**Forward-Looking Statements.** *Statements in this Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as in certain other parts of this Quarterly Report on Form 10-Q that look forward in time, are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, expectations, predictions, and assumptions and other statements which are other than statements of historical facts. All such forward-looking statements are based on the current expectations of management and are subject to, and are qualified by, risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. These risks and uncertainties include, without limitation, competitive factors, outsourcing trends in the pharmaceutical industry, levels of industry research and development spending, the Company's ability to continue to attract and retain qualified personnel, the fixed price nature of contracts or the loss or delay of large studies, risks associated with acquisitions and investments, the Company's ability to increase order volume, the pace of translation of orders into revenue in late-stage development services, testing mix and geographic mix of kit receipts in central laboratories, fluctuations in currency exchange rates, the realization of savings from the Company's announced restructuring actions, the cost and pace of completion of our information technology projects and the realization of benefits therefrom, and other factors described in Covance's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K.*



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**Item 3. Quantitative and Qualitative Disclosure About Market Risk**

For the six months ended June 30, 2014, approximately 54% of our net revenues were derived from our operations outside the United States. We do not engage in material or long-term derivative or hedging activities related to our potential foreign exchange exposures. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Foreign Currency Risks for a more detailed discussion of our foreign currency risks and exposures.

Covance's short-term investments are with major financial institutions which carry a Moody's rating of A1 P1 or better. These short-term investments are in bank deposits and money market funds which can be readily purchased and sold using established markets. Covance's cash investment policy is to maximize utilization of excess cash according to the following specific criteria (in order of priority): (1) preserve capital (minimize financial market risk); (2) maintain liquidity; (3) manage foreign exchange rate exposure (internal hedging); (4) maximize rate of return; and (5) enhance relationships with select financial institutions. Covance also has strong operating cash flow and ready access to credit available under its Credit Agreement.

**Item 4. Controls and Procedures**

Disclosure controls and procedures. The Company's Principal Executive Officer and Principal Financial Officer have reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered in this report. Based on that evaluation, the Principal Executive Officer and the Principal Financial Officer have concluded that the Company's current disclosure controls and procedures are effective. There have been no significant changes in the Company's internal control over financial reporting during the second quarter of 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



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**Part II. Other Information**

**Item 1A. Risk Factors**

This section discusses various risk factors that are attendant with our business and the provision of our services. If the events outlined below were to occur individually or in the aggregate, our business, results of operations, financial condition, and cash flows could be materially adversely affected.

**Changes in government regulation or in practices relating to the pharmaceutical industry could decrease the need for the services we provide.**

Governmental agencies throughout the world, including in the United States, strictly regulate the drug development process. Our business involves helping pharmaceutical and biotechnology companies navigate the regulatory drug approval process. Changes in regulation, such as a relaxation in regulatory requirements or the introduction of simplified drug approval procedures, or an increase in regulatory requirements that we have difficulty satisfying or that make our services less competitive, could eliminate or substantially reduce the demand for our services. Also, if government efforts contain drug costs and impact pharmaceutical and biotechnology company profits from new drugs, our customers may spend less, or reduce their growth in spending on research and development. If health insurers were to change their practices with respect to reimbursements for pharmaceutical products, our customers may spend less, or reduce their growth in spending on research and development.

**Failure to comply with existing regulations could result in a loss of revenue or earnings or in increased costs.**

Any failure on our part to comply with applicable regulations could result in the termination of on-going research or the disqualification of data for submission to regulatory authorities. For example, if we were to fail to properly monitor compliance by clinical trial investigators with study protocols, the data collected from that trial could be disqualified. If this were to happen, we could be contractually required to repeat the trial at no further cost to our customer, but at substantial cost to us, or could be exposed to a lawsuit seeking substantial monetary damages.

**We may bear financial losses because most of our contracts are of a fixed price nature and may be delayed or terminated or reduced in scope for reasons beyond our control.**

Many of our contracts provide for services on a fixed price or fee-for-service with a cap basis and they may be terminated or reduced in scope either immediately or upon notice. Cancellations may occur for a variety of reasons, including:

- the failure of products to satisfy safety requirements;

- unexpected or undesired results of the products;
- insufficient patient enrollment;
- insufficient investigator recruitment;
- the client's decision to terminate the development of a product or to end a particular study; and
- our failure to perform properly our duties under the contract.

The loss, reduction in scope or delay of a large contract or the loss, delay or conclusion of multiple contracts could materially adversely affect our business, although our contracts often entitle us to receive the costs of winding down the terminated projects, as well as all fees earned by us up to the time of termination.

**We may bear financial risk if we underprice our contracts or overrun cost estimates.**

Since our contracts are often structured as fixed price or fee-for-service with a cap, we bear the financial risk if we initially underprice our contracts or otherwise overrun our cost estimates. Such underpricing or significant cost overruns could have a material adverse effect on our business, results of operations, financial condition, and cash flows.

**We may not be able to successfully develop and market or acquire new services.**

We may seek to develop and market new services that complement or expand our existing business or expand our service offerings through acquisition. If we are unable to develop new services and/or create demand for those newly developed services, or to expand our service offerings through acquisition, our future business, results of operations, financial condition, and cash flows could be adversely affected.

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**Our quarterly operating results may vary.**

Our operating results may vary significantly from quarter to quarter and are influenced by factors over which we have little control such as:

- changes in the general global economy;
- exchange rate fluctuations;
- the commencement, completion, delay or cancellation of large projects or groups of projects;
- the progress of ongoing projects;
- the timing of and charges associated with completed acquisitions or other events; and
- changes in the mix of our services.

We believe that operating results for any particular quarter are not necessarily a meaningful indication of future results. While fluctuations in our quarterly operating results could negatively or positively affect the market price of our common stock, these fluctuations may not be related to our future overall operating performance.

**We depend on the pharmaceutical and biotechnology industries.**

Our revenues depend greatly on the expenditures made by the pharmaceutical and biotechnology industries in research and development. In some instances, companies in these industries are reliant on their ability to raise capital in order to fund their research and development projects. Accordingly, economic factors and industry trends that affect our clients in these industries also affect our business. If companies in these industries were to reduce the number of research and development projects they conduct or outsource, whether through inability to raise capital, industry trends, economic conditions or otherwise, our business could be materially adversely affected.

**We operate in a highly competitive industry.**

Competitors in the contract research organization industry range from small, limited-service providers to full service global contract research organizations. Our main competition consists of in-house departments of pharmaceutical companies, full-service and functional contract research organizations, and, to a lesser degree, universities and teaching hospitals. We compete on a variety of factors, including:

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- reputation for on-time quality performance and regulatory compliance;
- expertise and experience in specific areas;
- scope of service offerings;
- strengths in various geographic markets;
- price;
- technological expertise and efficient drug development processes;
- quality of facilities;
- ability to acquire, process, analyze and report data in an accurate manner;
- ability to manage large-scale clinical trials both domestically and internationally;
- expertise and experience in market access services; and
- size.

For instance, certain of our services have from time-to-time experienced periods of increased price competition which had a material adverse effect on a segment's profitability and consolidated net revenues and net income.

There is competition among the larger contract research organizations for both clients and potential acquisition candidates. Additionally, small, limited-service entities considering entering the contract research organization industry will find few barriers to entry, thus further increasing possible competition. These competitive pressures may affect the attractiveness of our services and could adversely affect our financial results.

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**Unfavorable general economic conditions could negatively impact our operating results and financial condition.**

Unfavorable global economic conditions could negatively affect our business. While it is difficult for us to predict the impact of general economic conditions on our business, unfavorable economic conditions could reduce customer demand for some of our services, which could cause our revenue to decline. Also, our customers, particularly smaller biotechnology companies which are especially reliant on the credit and capital markets, may not be able to obtain adequate access to credit or equity funding, which could affect their demand for our services and ability to make timely payments to us. If that were to occur, we could be required to increase our allowance for doubtful accounts, and the number of days outstanding for our accounts receivable could increase. For these reasons, among others, if economic conditions stagnate or decline, our operating results and financial condition could be adversely affected.

**We may expand our business through acquisitions.**

We review many acquisition candidates and, in addition to acquisitions which we have already made, we are continually evaluating new acquisition opportunities. Factors which may affect our ability to grow successfully through acquisitions include:

- difficulties and expenses in connection with integrating the acquired companies and achieving the expected benefits;
- diversion of management's attention from current operations;
- the possibility that we may be adversely affected by risk factors facing the acquired companies;
- acquisitions could be dilutive to earnings, or in the event of acquisitions made through the issuance of our common stock to the shareholders of the acquired company, dilutive to the percentage of ownership of our existing stockholders;
- potential losses resulting from undiscovered liabilities of acquired companies not covered by the indemnification we may obtain from the seller;
- risks of not being able to overcome differences in foreign business practices, language and other cultural barriers in connection with the acquisition of foreign companies; and
- loss of key employees of the acquired companies.

**We may be affected by health care reform and potential additional reforms.**

In March 2010, the United States Congress enacted health care reform legislation intended to expand, over time, health insurance coverage and impose health industry cost containment measures. This legislation may significantly impact the pharmaceutical and biotechnology industries. In addition, governments in the United States and other nations may consider various types of health care reform in order to control growing health care costs. We are presently uncertain as to the effects of this legislation on our business and are unable to predict what legislative proposals will be adopted in the future, if any.

Implementation of health care reform legislation that contains costs could limit the profits that can be made from the development of new drugs. This could adversely affect research and development expenditures by pharmaceutical and biotechnology companies which could in turn decrease the business opportunities available to us both in the United States and abroad. In addition, new laws or regulations may create a risk of liability, increase our costs or limit our service offerings.

**We rely on third parties for important services.**

We depend on third parties to provide us with services critical to our business. The failure of any of these third parties to adequately provide the needed services including, without limitation, transportation services, could have a material adverse effect on our business.

**Our revenues and earnings are exposed to exchange rate fluctuations.**

We derive a large portion of our net revenues from international operations. For the six months ended June 30, 2014, we derived approximately 54% of our net revenues from operations outside the United States. Since our consolidated financial statements are denominated in U.S. dollars, fluctuations in exchange rates from period to period will have an impact on our reported results. In addition, in certain circumstances, we may incur costs in one currency related to our services or products for which we are paid in a different currency. As a result, factors associated with international operations, including changes in foreign currency exchange rates, could significantly affect our results of operations, financial condition and cash flows.

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**The loss of our key personnel could adversely affect our business.**

Our success depends to a significant extent upon the efforts of our senior management team and other key personnel. The loss of the services of such personnel could adversely affect our business. Also, because of the nature of our business, our success is dependent upon our ability to attract and retain technologically qualified personnel. There is substantial competition for qualified personnel, and an inability to recruit or retain qualified personnel may impact our ability to grow our business and compete effectively in our industry.

**Contract research services create a risk of liability.**

In contracting to work on drug development trials and studies, we face a range of potential liabilities, for example:

- errors or omissions that create harm during a trial to study volunteers or after a trial to consumers of the drug after regulatory approval of the drug;
- general risks associated with clinical pharmacology facilities, including negative consequences from the administration of drugs to clinical trial participants or the professional malpractice of clinical pharmacology medical care providers;
- errors or omissions from tests conducted for the agricultural, food, beverage and dietary supplement industries;
- risks that animals in our breeding facilities may be infected with diseases that may be harmful and even lethal to themselves and humans despite preventive measures contained in our company policies for the quarantine and handling of imported animals; and
- errors and omissions during a trial that may undermine the usefulness of a trial or data from the trial or study or may delay the entry of a drug to the market.

We also contract with physicians, also referred to as investigators, to conduct the clinical trials to test new drugs on human volunteers. These tests can create a risk of liability for personal injury or death to volunteers, resulting from negative reactions to the drugs administered or from professional malpractice by third party investigators.

While we endeavor to include in our contracts provisions entitling us to be indemnified or entitling us to a limitation of liability, these provisions do not uniformly protect us against liability arising from certain of our own actions, such as negligence or misconduct. We could be materially and adversely affected if we were required to pay damages or bear the costs of defending any claim which is not covered by a contractual indemnification provision or in the event that a party who must indemnify us does not fulfill its indemnification obligations or which is beyond the level of our insurance coverage. There can be no assurance that we will be able to maintain such insurance coverage on terms acceptable to us.

**Hardware and software failures, delays in the operation of our computer and communications systems, the failure to implement system enhancements or cyber security breaches may harm our business.**

Our success depends on the efficient and uninterrupted operation of our computer and communications systems. A failure of our network or data gathering procedures could impede the processing of data, delivery of databases and services, client orders and day-to-day management of our business and could result in the corruption or loss of data. While certain of our operations have appropriate disaster recovery plans in place, we currently do not have redundant facilities everywhere in the world to provide IT capacity in the event of a system failure. Despite any precautions we may take, damage from fire, floods, hurricanes, power loss, telecommunications failures, computer viruses, break-ins, cybersecurity breaches and similar events at our various computer facilities could result in interruptions in the flow of data to our servers and from our servers to our clients. In addition, any failure by our computer environment to provide our required data communications capacity could result in interruptions in our service. In the event of a delay in the delivery of data, we could be required to transfer our data collection operations to an alternative provider of server hosting services. Such a transfer could result in delays in our ability to deliver our products and services to our clients. Additionally, significant delays in the planned delivery of system enhancements, improvements and inadequate performance of the systems once they are completed could damage our reputation and harm our business. Finally, long-term disruptions in the infrastructure caused by events such as natural disasters, the outbreak of war, the escalation of hostilities, acts of terrorism (particularly involving cities in which we have offices) and cybersecurity breaches could adversely affect our business. Although we carry property and business interruption insurance, our coverage may not be adequate to compensate us for all losses that may occur.

**Reliance on facilities.**

Covance relies on certain of its facilities. In particular, Covance's preclinical and central laboratory facilities are highly specific and would be difficult to replace in a short period of time. Any event that causes a disruption of the operation of these



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facilities might impact our ability to provide service to our customers and therefore could have a material adverse affect on our financial condition, results of operations and cash flows.

**Reliance on air transportation.**

Our central laboratories and certain of our other businesses are heavily reliant on air travel for transport of clinical trial kits and other material, research products and people, and a significant disruption to the air travel system, or our access to it, could have a material adverse effect on our business.

**Certain service offerings and research products are dependent on limited sources of supply of services or products which if interrupted could affect our business.**

We depend on a limited number of suppliers for certain services and for certain animal populations. Disruptions to the continued supply of these services or products may arise from export/import restrictions or embargoes, foreign political or economic instability, or otherwise. Disruption of supply could have a material adverse effect on our business.

**Actions of animal rights extremists may affect our business.**

Our early development services utilize animals in preclinical testing of the safety and efficacy of drugs and also breed and sell animals for biomedical research. Such activities are required for the development of new medicines and medical devices under regulatory regimes in the United States, Europe, Japan and other countries. Acts of vandalism and other acts by animal rights extremists who object to the use of animals in drug development could have a material adverse effect on our business.

**Our animal populations may suffer diseases that can damage our inventory, harm our reputation, result in decreased sales of research products or result in other liability to us.**

It is important that our research products be free of diseases, including infectious diseases. The presence of diseases can distort or compromise the quality of research results, can cause loss of animals in our inventory, can result in harm to humans or outside animal populations if the disease is not contained to animals in inventory, or can result in other losses. Such results could harm our reputation or have a material adverse effect on our financial condition, results of operations, and cash flows.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

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Repurchases of equity securities as reported on a settlement date basis during the quarter ended June 30, 2014 were as follows:

**Issuer Purchases of Equity Securities**

<b>Period</b>	<b>Total # of Shares Purchased</b>	<b>Average Price Paid Per Share</b>	<b>Total # of Shares Purchased as Part of Currently Authorized Programs(a)</b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under 2013 Repurchase Program</b>
April 1, 2014 - April 30, 2014				\$ 75.0 million
May 1, 2014 - May 31, 2014	896,677	\$ 83.66	896,677	
June 1, 2014 - June 30, 2014				
<b>Total</b>	<b>896,677</b>	<b>\$ 83.66</b>	<b>896,677</b>	

(a) These purchases were made in the open market.

In December 2013, the Covance Board of Directors authorized the repurchase of up to \$100 million of the Company's outstanding common stock (the 2013 Repurchase Program).

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Item 6. Exhibits

31.1 Certification Joseph L. Herring. ***Filed herewith.***

31.2 Certification Alison A. Cornell. ***Filed herewith.***

32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 Joseph L. Herring. ***Filed herewith.***

32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 Alison A. Cornell. ***Filed herewith.***

101 The following financial information from Covance's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, formatted in XBRL (Extensible Business Reporting Language) includes (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements. ***Filed electronically herewith.***

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**SIGNATURES**

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

**COVANCE INC.**

Dated: August 1, 2014

By: /s/ Joseph L. Herring  
Joseph L. Herring  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Joseph L. Herring Joseph L. Herring	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	August 1, 2014
/s/ Alison A. Cornell Alison A. Cornell	Corporate Senior Vice President and Chief Financial Officer (Principal Financial Officer)	August 1, 2014
/s/ Brian H. Nutt Brian H. Nutt	Principal Accounting Officer	August 1, 2014

Table of Contents**EXHIBIT INDEX**

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