

COVANCE INC
Form 425
January 27, 2015

Filed by Covance Inc.

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Exchange Act of 1934

Subject Company: Covance Inc.

Commission File No.: 1-12213

Form S-4 File No.: 333-200614

The following communication was made available to Covance and LabCorp employees:

To: LabCorp & Covance Employees
From: Steve Anderson & Jared Freedberg
Subject: LabCorp/Covance Weekly Integration Update
Date: 26 January 2015

Dear Colleagues,

The past few weeks have been filled with activities as we continue to prepare for Day 1 and the integration of LabCorp and Covance. We remain committed to providing you with updates regarding the integration process and keeping you informed as it progresses through the close of the transaction next month. This week's update is set forth below.



RECENT NEWS

The Core Integration Team met in Princeton, N.J., on January 20 and 21 to continue their work towards Day 1 readiness. The meeting was designed to allow the teams to identify important work streams which cross multiple functional areas and require a coordinated effort. One of the critical outcomes from the meeting was our identification of these cross functional areas such as communications to key stakeholders including clients and employees, post-close procurement decisions, and brand migration for LabCorp's clinical trial and bioanalytical businesses.

Covance's Rob Curry and LabCorp's Diane Corbett present during a workshop on key integration milestones

The LabCorp-Covance Steering Committee continues to receive weekly updates concerning the key integration activities. This week, the updates were focused on Day 1 readiness, organizational structure, and communications. The steering committee

was pleased with the progress of the teams, but recognized that the integration is entering a crucial phase as we approach closing. In that regard, that committee requested that certain Core Integration Teams provide detailed updates at the next Steering Committee meeting on February 2.

Communication to employees of LabCorp and Covance will continue to be a priority as we move through preparation for Day 1 and onto post-closing initiatives. The communications team will continue to provide updates through each company's intranet. Employees will be able to find both new and archived information online throughout this process. At the end of last week, a fact sheet was posted, providing a snapshot view of each company's history, primary business areas, and significant accomplishments.

Fact Sheet provides snapshot of each company's history and significant accomplishments

The Core Integration Team is also turning its attention to client-directed messages, both written and to be delivered through client-facing employees. These client messages will keep customers informed of relevant updates, help ensure a seamless continuation of business post-closing, and establish a platform for growth.

Day 1 Expectations are an important element of our integration updates. The integration process takes considerable time, effort and coordination. Although our primary focus remains preparation for Day 1, we will continue to provide updates and information through Days 30, 60, 90 and even 365



Q & A

Employee-submitted questions:

What will the leadership structure of the combined company look like after the transaction closes?

LabCorp Chairman and Chief Executive Officer Dave King will serve as CEO of the combined company. Joe Herring will serve as CEO of the Covance drug development division of LabCorp; Joe's primary responsibilities will be executing on the Covance growth plan and ensuring a smooth transition process to new leadership at an appropriate time. We are working diligently on other senior leadership roles, as well as other important decisions with respect to reporting structure and internal systems, and we will provide updates as soon as possible.

Covance 401(k) Savings Plan: Will employees receive a cash distribution for the Covance stock held in the Covance 401(k) Savings Plan?

Each share of Covance stock held in the Covance Stock Fund in the Covance 401(k) Savings Plan at the time of closing will convert into \$75.76 in cash and 0.2686 LabCorp shares. The LabCorp shares will be sold and the proceeds from the sale plus the cash received in the conversion will be allocated in accordance with participants' current investment elections in accordance with the Covance 401(k) Savings Plan as amended. These funds will remain in the Covance 401(k) Savings Plan until they are eligible for distribution. Additional information will be shared with employees as soon as it is available. Information on eligible distributions from the Plan can be found in the Summary Plan Description by clicking [here](#).

Stay tuned for next week's update as we continue the integration planning process. In the meantime, if you have questions, Covance employees should send them to LTQ@covance.com and LabCorp employees should send them to Merger_Questions@labcorp.com, and we'll use these weekly updates to respond.

Sincerely,

Steve Anderson, PhD
SVP and Global Head, Clinical Trials
LabCorp

Jared Freedberg
VP, Corporate Development
Covance

Cautionary Statement Regarding Forward Looking Statements

This communication contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, known as the PSLRA. These statements, as they relate to Laboratory Corporation of America Holdings (LabCorp) or Covance Inc. (Covance), the management of either such company or the proposed transaction between LabCorp and Covance, involve risks and uncertainties that may cause results to differ materially from those set forth in the statements. These statements are based on current plans, estimates and projections, and therefore, you are cautioned not to place undue reliance on them. No forward-looking statement can be guaranteed, and actual results may differ materially from those projected. LabCorp and Covance undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by law. Forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about the business and future financial results of the pharmaceutical industry, and other legal, regulatory and economic developments. We use words such as anticipates, believes, plans, expects, projects, future, intends, may, will, should, estimates, predicts, potential, continue, guidance, and similar expressions to identify these forward-looking statements that are intended to be covered by the safe harbor provisions of the PSLRA. Actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including, but not limited to, those described in the documents LabCorp and Covance have filed with the U.S. Securities and Exchange Commission (the SEC) as well as the possibility that (1) LabCorp and Covance may be unable to obtain stockholder or regulatory approvals required for the proposed transaction or may be required to accept conditions that could reduce the anticipated benefits of the merger as a condition to obtaining regulatory approvals; (2) the length of time necessary to consummate the proposed transaction may be longer than anticipated; (3) problems may arise in successfully integrating the businesses of LabCorp and Covance or such integration may be more difficult, time-

consuming or costly than expected; (4) the proposed transaction may involve unexpected costs; (5) the businesses may suffer as a result of uncertainty surrounding the proposed transaction, including difficulties in maintaining relationships with customers or retaining key employees; (6) the parties may be unable to meet expectations regarding the timing, completion and accounting and tax treatments of the transaction; or (7) the industry may be subject to future risks that are described in the Risk Factors section of the Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, the definitive proxy statement/prospectus referred to below and other documents filed from time to time with the SEC by LabCorp and Covance. Neither LabCorp nor Covance gives any assurance that either LabCorp or Covance will achieve its expectations.

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the businesses of LabCorp and Covance described in the Risk Factors section of their respective Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, the definitive proxy statement/prospectus referred to below and other documents filed by either of them from time to time with the SEC. All forward-looking statements included in this document are based upon information available to LabCorp and Covance on the date hereof, and neither LabCorp nor Covance assumes any obligation to update or revise any such forward-looking statements.

Additional Information and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance, exchange or transfer of the securities referred to in this press release in any jurisdiction in contravention of applicable law. This document relates to a proposed transaction between Covance and LabCorp, and may be deemed to be solicitation material in respect of the proposed transaction. In connection with

Edgar Filing: COVANCE INC - Form 425

the proposed transaction, LabCorp filed a registration statement on Form S-4 with the SEC, which was declared effective by the SEC on January 14, 2015, and LabCorp and Covance filed the definitive proxy statement/prospectus in connection with the proposed transaction on January 16, 2015. Covance began mailing the definitive proxy

statement/prospectus to Covance stockholders on January 20, 2015. This document is not a substitute for the registration statement, definitive proxy statement/prospectus or any other documents that Covance or LabCorp may file with the SEC or send to stockholders in connection with the proposed transaction. Before making any voting decision, investors and security holders of Covance are urged to read carefully and in their entirety the registration statement, definitive proxy statement/prospectus and all other relevant documents filed or that will be filed by LabCorp or Covance with the SEC in connection with the proposed transaction as they become available because they will contain important information about the proposed transaction and related matters.

Investors and security holders will be able to obtain free copies of the registration statement, definitive proxy statement/prospectus and all other relevant documents filed or that will be filed by Covance or LabCorp with the SEC through the website maintained by the SEC at www.sec.gov.

In addition, investors and security holders may obtain free copies of the definitive proxy statement/prospectus and other relevant documents filed by Covance with the SEC by accessing Covance's website at www.covance.com or upon written request to Covance Inc., Office of the Secretary, 210 Carnegie Center, Princeton, New Jersey 08540. Free copies of the registration statement, definitive proxy statement/prospectus and other relevant documents filed by LabCorp with the SEC are available on LabCorp's website at www.labcorp.com or upon written request to Laboratory Corporation of America Holdings, Office of the Secretary, 358 South Main Street, Burlington, North Carolina 27215.

Participants in Solicitation

LabCorp, Covance and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Covance's stockholders in connection with the proposed transaction. Information regarding Covance's directors and executive officers is contained in the proxy statement for Covance's 2014 Annual Meeting of Shareholders, which was filed with the SEC on March 24, 2014. You can obtain a free copy of this document at the SEC's website at www.sec.gov or by accessing Covance's website at www.covance.com.

Information regarding LabCorp's executive officers and directors is contained in the proxy statement for LabCorp's 2014 Annual Meeting of Shareholders filed with the SEC on April 4, 2014. You can obtain a free copy of this document at the SEC's website at www.sec.gov or by accessing LabCorp's website at www.labcorp.com. Additional information regarding those persons and other persons who may be deemed participants in the proxy solicitation, including their respective direct and indirect interests in the proposed transaction, by security holdings or otherwise, is contained in the definitive proxy statement/prospectus and other relevant materials filed with the SEC. You may obtain free copies of these documents as described in the preceding paragraph.