

QUEST DIAGNOSTICS INC  
Form S-8 POS  
March 01, 2016

Registration No. 333-157447

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

---

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

---

QUEST DIAGNOSTICS INCORPORATED  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

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

Three Giralda Farms  
Madison, New Jersey 07940

(Address of principal executive offices)

THE PROFIT SHARING PLAN OF QUEST DIAGNOSTICS INCORPORATED  
(successor by merger to The 401(k) Savings Plan of Quest Diagnostics Incorporated)

(Full title of the Plan)

---

William J. O'Shaughnessy, Jr.  
Quest Diagnostics Incorporated  
Three Giralda Farms  
Madison, New Jersey 07940

(973) 520-2116

(Name, address and telephone number of agent for service)

EXPLANATORY NOTE

On February 20, 2009, Quest Diagnostics Incorporated (the “Company”) filed a registration statement on Form S-8 (Registration Statement No. 333-157447)(the “Registration Statement”) to register 1,750,000 shares of its common stock, par value \$0.01 per share (the “Common Stock”) and an indeterminate amount of plan interests under The 401(k) Savings Plan of Quest Diagnostics Incorporated (the “Predecessor Plan”).

Effective as of January 1, 2016, the Predecessor Plan was merged with and into The Profit Sharing Plan of Quest Diagnostics Incorporated (the “Profit Sharing Plan”), with the Profit Sharing Plan as the surviving plan (the “Merger”). This Post-Effective Amendment No. 1 to the Registration Statement is being filed (i) to reflect the fact that all shares of Common Stock registered on the Registration Statement that remained unsold as of the effective date of the Merger have, by operation of the Merger, been reallocated to the Profit Sharing Plan and (ii) to deregister all associated plan interests under the Predecessor Plan that were previously registered and remain unissued. Any shares of Common Stock registered on the Registration Statement that remained unsold as of the effective date of the Merger will continue to be offered under the Profit Sharing Plan pursuant to this Registration Statement. In addition, plan interests in the Profit Sharing Plan will continue to be offered to participants in the Profit Sharing Plan who, prior to the Merger, were participants in the Predecessor Plan, pursuant to the Company’s registration statement on Form S-8 (Registration Statement No. 333-182863) which registered 5,000,000 shares of Common Stock and an indeterminate amount of plan interests to be offered under the Profit Sharing Plan.

---

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing a Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Madison, State of New Jersey, on February 29, 2016.

Quest Diagnostics Incorporated

By: /s/ Stephen H. Rusckowski  
Stephen H. Rusckowski  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on February 29, 2016 by the following persons in the capacities indicated.

Signatures	Capacity
/s/ Stephen H. Rusckowski Stephen H. Rusckowski	President and Chief Executive Officer and Director
/s/ Mark J. Guinan Mark J. Guinan	Senior Vice President and Chief Financial Officer
/s/ Robert A. Klug Robert A. Klug	Vice President, Corporate Controller and Chief Accounting Officer
/s/ * John C. Baldwin, M.D.	Director
/s/ * Jenne K. Britell, Ph.D	Director
/s/ Vicky B. Gregg Vicky B. Gregg	Director
/s/ Jeffrey M. Leiden, M.D., Ph.D. Jeffrey M. Leiden, M.D., Ph.D.	Director
/s/ Timothy L. Main Timothy L. Main	Director

---

/s/ *	Director
Gary M. Pfeiffer	
/s/ Timothy M. Ring	Director
Timothy M. Ring	
/s/ *	Chairman of the Board
Daniel C. Stanzione, Ph.D.	
/s/ *	Director
Gail R. Wilensky, Ph.D.	
/s/ *	Director
John B. Ziegler	

\* By: /s/ William J. O'Shaughnessy, Jr.  
William J. O'Shaughnessy, Jr.  
(Attorney-in-fact)

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the administrator of The Profit Sharing Plan of Quest Diagnostics Incorporated has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Madison, State of New Jersey, on February 29, 2016.

Quest Diagnostics Incorporated

By: /s/ Jeffrey S. Shuman  
Jeffrey S. Shuman  
Senior Vice President, Chief Human Resources Officer

---

EXHIBIT INDEX

Exhibit Number Exhibit

- 
- 4.1\*\* The Profit Sharing Plan of Quest Diagnostics Incorporated (Amendment and Restatement, effective as of January 1, 2016) (filed as an Exhibit to the Company's annual report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference) (Commission File Number 001-12215)
- 4.2\*\* Restated Certificate of Incorporation (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: May 20, 2014) and incorporated herein by reference) (Commission File Number 001-12215)
- 4.3\*\* Amended and Restated By-Laws of the Company (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: May 20, 2014) and incorporated herein by reference) (Commission File Number 001-12215)
- 5.1\*\* Opinion of Shearman and Sterling, LLP (filed as an Exhibit to the Company's registration statement on Form S-8 (filed July 26, 2012) (Registration No. 333-182863)
- 5.2\*\* Determination Letter (filed as an Exhibit to the Company's registration statement on Form S-8 (filed July 26, 2012) (Registration No. 333-182863)
- 23.1\* Consent of Independent Registered Public Accounting Firm
- 24.1\*\* Power of Attorney

---

\*Filed herewith

\*\* Previously filed

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-157447) of our report dated February 26, 2016 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Quest Diagnostics Incorporated's Annual Report on Form 10-K for the year ended December 31, 2015.

Florham Park, New Jersey  
February 26, 2016