CHARLES RIVER LABORATORIES INTERNATIONAL INC
Form 424B7
January 18, 2007
PROSPECTUS SUPPLEMENT NO. 6
To Prospectus dated August 9, 2006, as supplemented by the Prospectus Supplement No. 1 dated September 8, 2006

Filed Pursuant to Rule 424(b)(7)
Registration File No. 333-136450

$350,000,000
Charles River Laboratories International, Inc.
2.25% Convertible Senior Notes due 2013 and Common Stock Issuable Upon Conversion of the Notes

Interest payable June 15 and December 15

This prospectus supplement supplements information contained in that certain prospectus supplement No. 1 dated September 8, 2006 to the prospectus dated August 9, 2006 of Charles River Laboratories International, Inc., which we collectively refer to as the "prospectus," covering resale by selling securityholders of our 2.25% Convertible Senior Notes due 2013 and common stock issuable upon conversion of the notes. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements thereto. The terms of the notes are set forth in the prospectus.

See "Risk Factors" beginning on page S-5 of the prospectus supplement No. 1 dated September 8, 2006 for a discussion of certain risks that you should consider in connection with an investment in the notes or in shares of our common stock.

Neither the Securities and Exchange Commission, any state securities commission nor any other United States regulatory authority has approved or disapproved of these securities or determined if this prospectus supplement or the prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is January 18, 2007

The information appearing under the section entitled "Selling Securityholders" on pages S-50 and S-51 of the prospectus supplement No. 1 dated September 8, 2006 is amended and restated in its entirety by the information below.

SELLING SECURITYHOLDERS

The notes were originally issued by us and sold to J.P. Morgan Securities Inc., Credit Suisse Securities (USA) LLC, Banc of America Securities LLC, Wachovia Capital Markets, LLC and SG Americas Securities, LLC, which we refer to as the Initial Purchasers, and resold by the Initial Purchasers in transactions exempt from the registration requirements of the Securities Act to persons reasonably believed by the Initial Purchasers to be "qualified institutional buyers" as defined by Rule 144A under the Securities Act. The selling securityholders, including their transferees, pledgees, donees, assignees or successors, may from time to time offer and sell pursuant to this prospectus supplement any or all of the notes listed below and the shares of common stock issued upon conversion of the notes.

Selling securityholders may be deemed to be "underwriters" as defined in the Securities Act. Any profits realized by the selling securityholders may be deemed to be underwriting commissions.

The table below sets forth the name of each selling securityholder, the principal amount of notes that each selling securityholder owns and the numbers of shares of common stock into which those notes are convertible, each of which may be offered pursuant to this prospectus supplement. Unless set forth below, to the best of our knowledge, none of the selling securityholders has, or within the past three years has had, any material relationship with us or any of our predecessors or affiliates or beneficially owns in excess of 1% of our outstanding common stock.

We have prepared the table below based on information received from the selling securityholders on or prior to January 17, 2007. However, any or all of the notes or shares of common stock listed below may be offered for sale pursuant to this prospectus supplement by the selling securityholders from time to time. Accordingly, no estimate can be given as to the amounts of notes or number of shares of common stock that will be held by the selling securityholders upon consummation of any sales. In addition, the selling securityholders listed in the table below may have acquired, sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their notes since the date as of which the information in the table is presented.

Information about the selling securityholders may change over time. Any changed information will be set forth in prospectus supplements or post-effective amendments to the shelf registration statement, as required. From time to time, additional information concerning ownership of the notes and shares of common stock may rest with certain holders of the notes not named in the table below and of whom we are unaware.

Name	Aggregate Principal Amount of Notes That Are Owned and May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock that May Be Sold[(1)]
ADI Alternative Investments	$ 6,500,000	1.86%	132,819
ADI Alternative Investments c/o ADI Multistrategies	1,500,000	*	30,651
ADI Alternative Investments c/o Axis Pan	500,000	*	10,217
ADI Alternative Investments c/o Casam CB Arbitrage Funds	2,000,000	*	40,867
ADI Alternative Investments c/o Kallista Arbitrage Strategies	3,500,000	1.00%	71,518
ADI Alternative Investments c/o Kallista Master Fund Limited	4,000,000	1.14%	81,735
AHFP Context	830,000	*	16,960
Altma Fund SICAV PLC in respect of the Grafton Sub Fund	2,250,000	*	45,976

Aristeia International Limited	17,500,000	5.00%	357,590
Banc of America Securities LLC	1,400,000	*	28,607
Black Diamond Offshore Ltd.	564,000	*	11,525
BP Amoco PLC Master Trust	445,000	*	9,093
CALAMOS Convertible Fund □ CALAMOS Investment Trust	4,100,000	1.17%	83,778

Name	Aggregate Principal Amount of Notes That Are Owned and May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock that May Be Sold[1]
Canyon Capital Arbitrage Master Fund, Ltd [3]	13,200,000	3.77%	269,725
Canyon Value Realization Fund (Cayman), Ltd [3]	18,650,000	5.33%	381,089
Canyon Value Realization Fund, LP	6,800,000	1.94%	138,949
Canyon Value Realization MAC18, Ltd (RMF) [3]	1,350,000	*	27,586
Constans Healthcare Convertible Arbitrage Fund	250,000	*	5,108
Context Advantage Master Fund, L.P.	6,740,000	1.93%	137,723
Convertible Arbitrage Fund of a Series of Underlying Fund Trusts	750,000	*	15,325
Credit Opportunities Master Fund Ltd.	500,000	*	10,217
Credit Suisse Securities LLC [4]	14,395,000	4.11%	294,143
D.E. Shaw Valence Portfolios, L.L.C. [3]	20,000,000	5.71%	408,674
DBAG London [3]	1,250,000	*	25,542
Double Black Diamond Offshore LDC	3,436,000	*	70,210
Fidelity Financial Trust: Fidelity Convertible Securities Fund [3]	4,000,000	1.14%	81,735
Fidelity Financial Trust: Fidelity Strategic Dividend & Income Fund [3]	1,000,000	*	20,434
Finch Tactical Plus Class B	290,000	*	5,926
Fore Convertible Master Fund	456,000	*	9,318
Fore ERISA Fund, Ltd.	44,000	*	899
Froley Revy Alternative Strategies	500,000	*	10,217
Goldman, Sachs & Co. [4]	19,092,000	5.45%	390,120
Grace Convertible Arbitrage Fund, LTD	4,500,000	1.29%	91,952
Highbridge International LLC	33,500,000	9.57%	684,529
Hotel Union and Hotel Industry of Hawaii Pension Plan	67,000	*	1,369
HSBC Multistrategy Arbitrage Fund [3]	1,000,000	*	20,434
ING Equity and Income Fund [4]	1,598,000	*	32,653
Institutional Benchmarks Series (Master Feeder) Limited in respect of Alcor series	380,000	*	7,765
Jefferies & Co. Inc [4]	1,750,000	*	35,759
JP Morgan Securities Inc. [4]	17,000,000	4.86%	347,373
Kamunting Street Master Fund, LTD	10,000,000	2.86%	204,337
KBC Financial Products USA, Inc. [4]	7,000,000	2.00%	143,036
LaBranche Structured Products	9,000,000	2.57%	183,903
Lydian Global Opportunities Master Fund Ltd	7,500,000	2.14%	153,253
Lydian OverSeas Partners Master Fund, LTD	20,000,000	5.71%	408,674
Lyxor/Context Fund Ltd. [3]	1,770,000	*	36,168
McMahan Securities co, L.P.	1,500,000	*	30,651
Miller Tabak Roberts Securities, LLC	500,000	*	10,217
Ramius Fund III [3]	53,000	*	1,083
Ramius Master Fund LTD [3]	967,000	*	19,759
RCG Halifax Master Fund Ltd. [3]	500,000	*	10,217
RCG Latitude Master Fund Ltd [3]	6,800,000	1.94%	138,949
SuttonBrook Capital Portfolio LP	12,500,000	3.57%	255,421
The City of Southfield Fire and Police Retirement System	17,000	*	347
The Estate of James Campbell CH	48,000	*	981

The Estate of James Campbell EST2	233,000	*	4,761
Topaz Fund [3]	3,000,000	*	61,301
UBS Securities LLC [4]	3,270,000	*	66,818
UIF Equity and Income Fund [4]	790,000	*	16,143
United Technologies Corporation Master Retirement Trust	168,000	*	3,433
Universal Investment Gesellschaft MBH, REF. AVENTIS	5,000,000	1.43%	102,169
US Allianz Equity Income Fund [4]	308,000	*	6,294
Van Kampen Equity and Income Fund [4]	27,304,000	7.80%	557,922
Viacom Inc. Pension Plan Master Trust	22,000	*	450
Vicis Capital Master Fund	6,000,000	1.71%	122,602
Waterstone Market Neutral MAC51 Ltd	3,743,000	1.07%	76,483
Waterstone Market Neutral Master Fund Ltd	6,257,000	1.79%	127,854

Name	Aggregate Principal Amount of Notes That Are Owned and May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock that May Be Sold[1]	Percentage of Common Stock Outstanding[2]
Worldwide Transactions Limited	490,000	*	10,013	*
XAVEX Convertible Arbitrage #5 [3]	680,000	*	13,895	*

The aggregate principal amount of notes registered hereunder may be convertible into a maximum of 7,151,795 shares of common stock representing 10.69% of the common stock outstanding as of November 1, 2006.

* Less than one percent (1%)

(1) Assumes conversion of all of the holder's notes at a conversion rate of 20.4337 shares of common stock per $1,000 principal amount of notes. This conversion rate is subject to adjustment, however, as described under "Description of Notes—Conversion rights." As a result, the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future.

(2) Calculated based on Rule 13d-3(d)(1)(i) of the Exchange Act, using 66,901,537 shares of common stock outstanding as of November 1, 2006. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's notes, but we did not assume conversion of any other holder's notes.

(3) This selling securityholder is an affiliate of a broker-dealer.

(4) This selling securityholder is a broker-dealer.

Information about other selling securityholders will be set forth in additional prospectus supplements, if required.