

CHARLES RIVER LABORATORIES INTERNATIONAL INC  
Form DEFM14A  
July 01, 2010

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Charles River Laboratories International, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(2) Form, Schedule or Registration Statement No.:

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**ACQUISITION PROPOSED YOUR VOTE IS VERY IMPORTANT**

Dear Shareholder:

You are cordially invited to the upcoming special meeting of shareholders of Charles River to be held on Thursday, August 5, 2010 at 8:30 a.m. Eastern Time at Charles River Laboratories International, Inc., 181 Ballardvale Street, Wilmington, MA 01887.

The board of directors of Charles River has approved an acquisition agreement pursuant to which Charles River will acquire WuXi PharmaTech (Cayman) Inc., or WuXi, a company listed on the New York Stock Exchange. As we describe in greater detail in this proxy statement, we believe the transaction will result in significant benefits to Charles River's shareholders. The transaction has been designed to create the first and premier early-stage contract research organization to offer fully integrated drug research and development services from molecule creation to first-in-human testing. The combination of Charles River's expertise in *in vivo* biology and WuXi's expertise in chemistry will create a global partner with the ability to support pharmaceutical and biotechnology clients as no other contract research organization can.

**If the transaction is completed, WuXi shareholders will have the right to receive, for each WuXi ordinary share held by such shareholder, a combination of \$1.40625 in cash, without interest, and a number of shares of Charles River common stock based on an exchange ratio to be determined at the closing of the transaction. This exchange ratio will be determined by dividing \$1.25 by the weighted average closing price of Charles River common stock on the New York Stock Exchange for the 20 trading days ending on the second business day prior to closing, which is referred to as the Charles River average price. However, if the Charles River average price is equal to or greater than \$43.1726, then the exchange ratio will be fixed at 0.0290 of a share of Charles River common stock for each WuXi ordinary share, and if the Charles River average price is equal to or less than \$37.1486, then the exchange ratio will be fixed at 0.0336 of a share of Charles River common stock for each WuXi ordinary share. Charles River shareholders will continue to own their existing Charles River shares. Assuming the Charles River average price was equal to the closing price of Charles River common stock on the New York Stock Exchange on June 25, 2010, the most recent practicable trading day prior to the date of this proxy statement, the implied value of the acquisition consideration to be received by WuXi shareholders in the transaction is \$2.60 per ordinary share, which is equivalent to \$20.78 per WuXi American Depositary Share (each of which represents eight underlying WuXi ordinary shares). This value may fluctuate prior to the completion of the transaction as a result of changes in the market value of Charles River common stock.**

Approximately 18,680,231 shares of Charles River common stock will be issued to WuXi shareholders in the transaction, based upon the number of ordinary shares of WuXi outstanding on June 14, 2010, the most recent practicable date prior to the date of this proxy statement. These shares will represent approximately 22 percent of the outstanding common stock of the combined company immediately after the transaction. Charles River shares held by Charles River shareholders before the transaction will represent approximately 78 percent of the outstanding common stock of the combined company immediately after the transaction.

**Your vote is important.** We cannot complete the transaction unless, among other things, the holders of Charles River common stock vote to approve the issuance of shares of Charles River common stock in connection with the transaction. We will hold a special meeting of our shareholders to vote on this proposal. Whether or not you plan to attend our special meeting, please take the time to vote by completing and mailing the enclosed proxy card to us or submitting your proxy by telephone or through the Internet, using the procedures in the proxy voting instructions included with your proxy card. **Charles River's board of directors recommends that Charles River shareholders vote FOR the issuance of Charles River common stock in connection with the transaction.**

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This proxy statement describes the shareholder meeting, the transaction, documents related to the transaction and other related matters.

**Please read this entire proxy statement carefully, including the section discussing risk factors beginning on page 22.** You can also obtain information about our companies from documents that we have each filed with the Securities and Exchange Commission.

Charles River common stock is listed on the New York Stock Exchange under the symbol "CRL."

James C. Foster

*Chairman, Chief Executive Officer and President*

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Charles River common stock to be issued in connection with the transaction or determined if this proxy statement is truthful and complete. Any representation to the contrary is a criminal offense.

The date of this proxy statement is July 1, 2010, and it is first being mailed or otherwise delivered to Charles River shareholders on or about July 1, 2010.

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**REFERENCES TO ADDITIONAL INFORMATION**

This proxy statement incorporates important business and financial information about Charles River and WuXi from documents that are not included in or delivered with this proxy statement. You can obtain documents incorporated by reference in this proxy statement by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Charles River Laboratories International, Inc.  
251 Ballardvale Street  
Wilmington, Massachusetts 01887  
Attention: General Counsel  
Telephone: (781) 222-6000

WuXi PharmaTech (Cayman) Inc.  
288 Fute Zhong Road  
Waigaoqiao Free Trade Zone  
Shanghai 200131  
People's Republic of China  
Attention: Genyong Qiu  
Telephone: (86 21) 5046-1111

*You will not be charged for any of these documents that you request. If you wish to request documents, we or WuXi must receive your request by July 29, 2010 (which is five business days before the scheduled date of the special meeting) in order for you to receive them before the special meeting.*

See "Where You Can Find More Information," beginning on page 95.

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## Charles River Laboratories International, Inc.

251 Ballardvale Street  
Wilmington, Massachusetts 01887

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### NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

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Dear Shareholder:

A special meeting of the shareholders of Charles River Laboratories International, Inc. will be held on Thursday, August 5, 2010 at 8:30 a.m., Eastern Time, at Charles River Laboratories International, Inc., 181 Ballardvale Street, Wilmington, MA 01887.

The purpose of the special meeting is to consider and to vote upon the following proposals:

1. a proposal to issue shares of Charles River common stock in connection with the transaction contemplated by the Agreement and Plan of Arrangement (referred to in this proxy statement as the acquisition agreement), dated as of April 26, 2010 between Charles River Laboratories International, Inc. and WuXi PharmaTech (Cayman) Inc.; and
2. a proposal to approve an adjournment of the special meeting, if necessary, to solicit additional proxies in favor of the issuance of Charles River common stock in connection with the transaction.

Neither proposal to be voted upon at the special meeting is conditioned on the approval of the other proposal.

The Charles River board of directors recommends that Charles River shareholders vote **FOR** the issuance of Charles River common stock in connection with the transaction and **FOR** the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of such issuance.

In order to approve the issuance of Charles River common stock in connection with the transaction, the total number of votes cast either in person or by proxy at the special meeting must represent more than 50 percent of the outstanding Charles River common stock and a majority of those shares must vote in favor of the issuance. **Therefore, your vote is very important.**

All Charles River shareholders are cordially invited to attend this special meeting, although only those shareholders of record at the close of business on June 30, 2010 will be entitled to receive notice of and to vote at the special meeting or any adjournment or postponement thereof. Your attention is directed to the proxy statement accompanying this notice for a more complete statement regarding the matters proposed to be acted upon at the meeting.

PLEASE VOTE AS SOON AS POSSIBLE BY MAIL, BY TELEPHONE OR THROUGH THE INTERNET. INSTRUCTIONS ON THESE DIFFERENT WAYS TO VOTE YOUR PROXY ARE FOUND ON THE ENCLOSED PROXY FORM. YOU MAY REVOKE YOUR PROXY AT ANY TIME BEFORE IT IS VOTED AT THE SPECIAL MEETING.

James C. Foster  
*Chairman, Chief Executive Officer and President*

July 1, 2010



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**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on August 5, 2010.**

**This Proxy Statement and Form of Proxy are available at [www.criver.com/specialwuxi2010](http://www.criver.com/specialwuxi2010).**

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**QUESTIONS AND ANSWERS ABOUT THE TRANSACTION  
AND THE APPROVAL OF THE TRANSACTION**

**Q: Why is Charles River proposing the transaction?**

A. The transaction has been designed to create the first and premier early-stage contract research organization to offer fully integrated drug research and development services from molecule creation to first-in-human testing. The combination of Charles River's expertise in *in vivo* biology and WuXi's expertise in chemistry will create a global partner with the ability to support pharmaceutical and biotechnology clients as no other contract research organization can. We also believe the acquisition of WuXi will create greater value for Charles River's shareholders than would be expected if the transaction did not occur.

**Q: When is the shareholder meeting?**

A: Charles River's special shareholder meeting will take place on Thursday, August 5, 2010, at the time and location specified on the cover page of this proxy statement. Upon receipt of the required shareholder vote, we may adjourn the special meeting, if necessary, to solicit additional proxies. References to the special meeting in this proxy statement are to the special meeting as adjourned or postponed.

**Q: What do I need to do now?**

A: After you have carefully read this entire proxy statement, please vote your shares of Charles River common stock. You may do this either by completing, signing, dating and mailing the enclosed proxy card or by submitting your proxy by telephone or through the Internet, as explained in the proxy voting instructions attached to your proxy card. This will enable your shares to be represented and voted at the special meeting. If you submit a valid proxy and do not indicate how you want to vote, we will count your proxy as a vote in favor of the proposals described in this proxy statement submitted at the special meeting.

**The Charles River board of directors recommends that Charles River shareholders vote FOR the issuance of Charles River common stock in connection with the transaction and FOR the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of such issuance.**

**Q: What shareholder votes are required?**

A: Charles River shareholders are being asked to approve the issuance of Charles River common stock in connection with the transaction. The approval of this proposal, and therefore the consummation of the transaction, requires the affirmative vote of at least a majority of the votes cast in person or by proxy at the special meeting, in a vote in which the total number of votes cast represents more than 50 percent of the outstanding Charles River common stock.

Charles River shareholders may be asked to vote on a proposal to approve an adjournment of the special meeting to solicit, if necessary, additional proxies in favor of the issuance of Charles River common stock in connection with the transaction. This proposal will be approved if a majority of the outstanding shares of Charles River common stock present in person or represented by proxy at the special meeting are voted in favor of the proposal, whether or not a quorum exists.

Neither proposal to be voted upon at the special meeting is conditioned on the approval of the other proposal.

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**Q: Why is my vote important?**

A:

If you do not return your proxy card, submit your proxy by telephone or through the Internet or vote in person at the special meeting, it will be more difficult for Charles River to obtain the necessary quorum to hold the special meeting.

Because the total number of votes cast either in person or by proxy at the special meeting on the proposal to issue shares of Charles River common stock in connection with the transaction must represent more than 50 percent of the outstanding Charles River common stock, your failure to vote, including abstentions or broker non-votes (as described below), may have the same effect as a vote against that proposal. However, if the 50 percent requirement for votes cast is satisfied, your failure to vote, including abstentions or broker non-votes, will have the effect of reducing the aggregate number of shares voting with respect to the proposal, and as a result, the number of affirmative votes required to approve the proposal.

In the case of the proposal to adjourn the special meeting, if necessary, to solicit additional proxies, your failure to vote, other than by abstention or broker non-vote, will have the effect of reducing the aggregate number of shares voting with respect to the proposal and, as a result, the number of affirmative votes required to approve the proposal. However, both abstentions and broker non-votes will have the same effect as a vote against the adjournment proposal.

**Q: If my shares are held in "street name" by my broker, will my broker automatically vote my shares for me?**

A:

No. Your broker will only vote your shares if you provide your broker with voting instructions. You should instruct your broker to vote your shares by following the directions your broker provides you. Please check the voting information form used by your broker to see if it offers telephone or Internet voting.

**Q: What if I fail to instruct my broker?**

A:

Because the total number of votes cast either in person or by proxy at the special meeting on the proposal to issue shares of Charles River common stock in connection with the transaction must represent more than 50 percent of the outstanding Charles River common stock, if you fail to instruct your broker to vote your shares and the broker submits an unvoted proxy, the resulting "broker non-vote" will be counted toward a quorum at the special meeting, but otherwise will have the same effect as a failure to vote on the proposal.

In the case of Charles River's proposal to adjourn its special meeting, if necessary, to solicit additional proxies, broker non-votes will have the same effect as a vote against the proposal.

**Q: Can I attend the special meeting and vote my shares in person?**

A:

All Charles River shareholders are invited to attend the special meeting. However, only shareholders of record as of June 30, 2010 will be entitled to vote in person at the special meeting. If a bank, broker or other nominee holds your shares, then you are not the shareholder of record and you must ask your bank, broker or other nominee how you can vote in person at the special meeting.

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**Q: Can I change my vote?**

A:

Yes. If you are a record holder, you can change your proxy instructions after you have submitted your proxy card, or submitted your proxy by telephone or through the Internet, by:

submitting a written notice revoking your proxy to Charles River's corporate secretary;

submitting a new proxy card, or submitting a new proxy by telephone or through the Internet; or

if you have executed a proxy and are present at the special meeting, and you wish to vote in person, revoking your proxy as described above prior to voting in person.

For more detailed procedures on revoking a proxy, see the description under "The Special Meeting Proxies Revoking Your Proxy."

If you own your shares through a broker, you must follow the directions you receive from your broker in order to change or revoke your vote.

**Q: Should I send in my stock certificates?**

A:

No. Charles River shareholders will retain their current stock certificates after the transaction and should not send in their stock certificates.

**Q: When do you expect to complete the transaction?**

A:

We expect to complete the transaction by the fourth calendar quarter of 2010. However, we cannot assure you when or if the transaction will be completed. We must first obtain the necessary approval of our shareholders at the special meeting, WuXi must obtain the necessary approval of its shareholders at its shareholders' meeting and the sanction of the Grand Court of the Cayman Islands, and Charles River and WuXi must also obtain any necessary regulatory approvals.

**Q: Whom should I call with questions?**

A:

Charles River shareholders with any questions about the transaction or about voting their shares should call Innisfree M&A Incorporated, Charles River's proxy solicitor, toll-free at 888-750-5834 (banks and brokers may call collect at 212-750-5833).

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**SUMMARY**

*This summary highlights information from this proxy statement that we believe is important to you in deciding how to vote on the proposals described in this proxy statement. It does not contain all of the information that may be important to you. We urge you to read carefully the entire proxy statement and the other documents to which this proxy statement refers you in order for you to fully understand the proposed transaction. See "Where You Can Find More Information," beginning on page 95. Each item in this summary refers to the page of this proxy statement on which that subject is discussed in more detail.*

**The Companies (page 32)**

***Charles River Laboratories International, Inc.***

251 Ballardvale Street  
Wilmington, Massachusetts 01887  
(781) 222-6000  
<http://www.criver.com>

Charles River is a leading global provider of solutions which accelerate the drug discovery and development process, including research models and associated services and outsourced preclinical services. Charles River provides products and services to global pharmaceutical companies and biotechnology companies, as well as government agencies and leading hospitals and academic institutions throughout the world, in order to bring drugs to market faster and more efficiently. Employing approximately 8,000 people, including approximately 500 professionals with advanced degrees, including Ph.D.s, D.V.M.s and M.D.s, Charles River has approximately 70 facilities in 16 countries. Charles River's broad portfolio of products and services enables customers to reduce costs, increase speed in bringing products to market and enhance their productivity and effectiveness in drug discovery and development.

***WuXi PharmaTech (Cayman) Inc.***

WuXi PharmaTech (Cayman) Inc.  
288 Fute Zhong Road  
Waigaoqiao Free Trade Zone  
Shanghai 200131  
People's Republic of China  
<http://www.wuxiapptec.com>

WuXi is a leading pharmaceutical, biotechnology, and medical device R&D outsourcing company, with operations in China and the United States. As a research-driven and customer-focused company, WuXi provides a broad and integrated portfolio of laboratory and manufacturing services throughout the drug and medical device R&D process. WuXi's services are designed to assist its global partners in shortening the cycle and lowering the cost of drug and medical device R&D.

**Reasons for the Transaction (page 40)**

Charles River is proposing to acquire WuXi because, among other things, the combined company will offer an expanded portfolio of products and outsourced services to multinational pharmaceutical companies and biotechnology companies, as well as government agencies and academic institutions who increasingly seek the flexibility to access high quality, early-stage drug development expertise from chemistry to man from one global company.

Our board of directors believes that the combined company should benefit from:

The complementary nature of the service and product offerings, scientific capabilities and geographic reach of the two companies.

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The diversification of service and product offerings and broadened geographic revenue bases that will result from the transaction.

The opportunity to be an attractive partner-of-choice for pharmaceutical and biotechnology companies by offering both upstream and downstream support for their efforts to bring new drugs to market.

The synergistic benefits that are expected to be realized from the transaction (these include cost savings and revenue enhancement).

We also recognize that there are risks associated with the transaction, as described under "Risk Factors."

**Recommendation to Shareholders (page 40)**

The Charles River board of directors has determined that the acquisition agreement and the transaction contemplated by the acquisition agreement are fair to and in the best interests of Charles River and its shareholders and has approved the issuance of Charles River common stock in connection with the transaction. The Charles River board of directors recommends that Charles River shareholders vote:

**FOR** the issuance of Charles River common stock in connection with the transaction; and

**FOR** the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of such issuance.

**The Transaction (page 36)**

We are proposing to acquire all of the outstanding ordinary shares of WuXi by way of a scheme of arrangement, which is referred to in this proxy statement as the scheme, under Section 86 of the Companies Law of the Cayman Islands (2009 Revision), which is referred to in this proxy statement as the Cayman Companies Law. Upon completion of the transaction, WuXi will be a wholly owned subsidiary of Charles River. Charles River will retain the name Charles River Laboratories International, Inc.

**Acquisition Consideration (page 54)**

As a result of the transaction, each WuXi shareholder will have the right to receive a combination of \$1.40625 in cash, without interest, and a number of shares of Charles River common stock equal to \$1.25 divided by the weighted average closing price of Charles River common stock on the New York Stock Exchange, or NYSE, for the 20 trading days ending on the second business day prior to the closing (but in no event more than 0.0336 nor less than 0.0290 shares of Charles River common stock) for each outstanding WuXi ordinary share.

We expect that, upon completion of the transaction, Charles River shareholders will own approximately 78 percent of the combined company and WuXi shareholders will own approximately 22 percent of the combined company. These figures were calculated based upon the number of shares of Charles River common stock outstanding as of June 25, 2010 and the number of shares of WuXi ordinary shares outstanding as of June 14, 2010 (not including WuXi ordinary shares reserved for issuance pursuant to outstanding convertible notes issued on February 9, 2007, or held by the depositary and reserved for issuance upon the exercise of WuXi stock option or restricted share unit awards). Charles River will not issue any fractional shares in the transaction. WuXi shareholders will instead receive amounts in cash equal to the value of any fractional shares that would otherwise have been issued.

Table of Contents**Comparative Market Price Information (page 21)**

Charles River common stock is listed on the NYSE under the symbol "CRL." WuXi American Depositary Shares, or ADSs, (each representing eight underlying ordinary shares) are currently listed on the NYSE under the symbol "WX." The following table sets forth the closing sale prices of Charles River common stock on the NYSE and the closing sale prices of WuXi ADSs as reported on the NYSE, on April 23, 2010, the last trading day before we announced the transaction, and on June 25, 2010, the most recent practicable trading day prior to the date of this proxy statement. The table also shows the implied value of one WuXi ordinary share, which we calculated by adding the cash portion of the acquisition consideration, or \$1.40625, to the product of the closing price of Charles River common stock on those dates and the exchange ratio which would have been in effect had the acquisition taken place on those dates, assuming that the closing price of Charles River common stock on those dates were equal to the Charles River average price.

	Closing Price of Charles River Common Stock	Closing Price of WuXi ADSs	Closing Price of WuXi Ordinary Shares(1)	Implied Value of WuXi ADSs	Implied Value of WuXi Ordinary Shares
April 23, 2010	\$ 39.77	\$ 16.57	\$ 2.07	\$ 21.25	\$ 2.66
June 25, 2010	\$ 35.44	\$ 16.26	\$ 2.03	\$ 20.78	\$ 2.60

(1)

Closing price of WuXi ordinary shares is determined by dividing the quoted price of WuXi ADSs on the NYSE as of the relevant date by eight (the number of WuXi ordinary shares underlying each WuXi ADS).

The market prices of Charles River common stock and WuXi ADSs will fluctuate before the special meeting and before the transaction is completed. Therefore, you should obtain current market quotations for Charles River common stock and WuXi ADSs.

**Appraisal Rights (page 43)**

Neither Charles River shareholders nor WuXi shareholders are entitled to appraisal rights in connection with the transaction.

**Interests of Certain Persons in the Transaction (page 72)**

When considering the recommendations of the Charles River board of directors that shareholders vote in favor of the proposals described in this proxy statement, you should be aware that some Charles River executive officers and directors may have interests in the transaction that may be different from, or in addition to, yours.

**Opinion of Charles River's Financial Advisor (page 45)**

Pursuant to an engagement letter dated December 7, 2009, Charles River retained J.P. Morgan Securities Inc., or J.P. Morgan, as its financial advisor in connection with the proposed transaction and to deliver a fairness opinion in connection with the transaction.

At the meeting of the Charles River board of directors on April 25, 2010, J.P. Morgan rendered its oral opinion, which opinion was confirmed by delivery of a written opinion dated April 26, 2010, to the Charles River board of directors that, as of such date and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its opinion, the consideration to be paid by Charles River in the proposed transaction was fair, from a financial point of view, to Charles River.

**The full text of the written opinion of J.P. Morgan which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the**

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review undertaken by J.P. Morgan in connection with its opinion, is attached as Annex B to this proxy statement and is incorporated herein by reference. Charles River shareholders are urged to read the opinion carefully and in its entirety. J.P. Morgan's written opinion is addressed to the Charles River board of directors, is directed only to the consideration to be paid by Charles River in the transaction and does not constitute a recommendation to any Charles River shareholder as to how such shareholder should vote at the Charles River special meeting. The summary of the opinion of J.P. Morgan set forth in this proxy statement is qualified in its entirety by reference to the full text of such opinion.

**The Acquisition Agreement (page 54)**

The acquisition agreement is attached as Annex A to this proxy statement. We urge you to read the entire acquisition agreement, because it is the legal document governing the transaction.

**The Voting Agreements (page 69)**

On April 26, 2010, concurrently with Charles River's entry into the acquisition agreement, each of Dr. Ge Li (the Chairman and Chief Executive Officer of WuXi) and a related family trust, certain investment entities affiliated with General Atlantic LLC and certain investment entities affiliated with Warburg Pincus LLC, being shareholders of WuXi and collectively holding approximately 14.5% of WuXi's outstanding ordinary shares (and collectively holding stock options (both vested and unvested), restricted stock units (both vested and unvested) and convertible notes collectively exercisable (when all fully vested) for an additional approximately 4.6% of the outstanding WuXi ordinary shares), entered into voting agreements with Charles River. Pursuant to the voting agreements, the shareholders party thereto agreed, subject to the terms and conditions set forth therein, to vote all of their outstanding WuXi ordinary shares in favor of the consummation of the acquisition and against, among other things, any alternative business combination involving WuXi. These voting agreements are attached to this proxy statement as Annexes C, D and E.

**The Employment Agreements (page 71)**

In connection with entering into the acquisition agreement, Charles River, WuXi and WuXi AppTec Co., Ltd. (a subsidiary of WuXi) entered into new employment agreements with Drs. Li, Shuhui Chen and Suhan Tang and Mr. Edward Hu, each dated April 26, 2010, that replaced each such individual's existing employment agreement (if any), effective as of and contingent upon the closing. These agreements generally provide for (1) an initial award of stock options and restricted stock following the closing, (2) compensation and benefits during the term of employment, (3) compensation and benefits following termination of employment under certain circumstances (including vesting of all stock options and restricted stock units granted prior to the closing) and (4) certain restrictive covenants during and following the executive's employment period.

**Conditions that Must be Satisfied or Waived for the Transaction to Occur (page 64)**

As more fully described in this proxy statement and the acquisition agreement, the completion of the transaction depends on a number of conditions being satisfied or waived, including receipt of shareholder approvals, regulatory approvals and the sanction of the Grand Court of the Cayman Islands, referred to in this proxy statement as the Grand Court.

Although we expect to complete the transaction by the fourth calendar quarter of 2010, we cannot be certain when, or if, the conditions to the transaction will be satisfied or waived, or that the transaction will in fact be completed.



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**Termination of the Acquisition Agreement (page 65)**

The acquisition agreement may be terminated at any time before completing the transaction, even after the receipt of the required approvals from Charles River shareholders and WuXi shareholders, by mutual agreement of the parties or by either party if:

the transaction has not been completed on or prior to the earlier of (1) the date which is two business days after the date on which all conditions to closing are satisfied or waived (such date is referred to in this proxy statement as the preliminary date) and (2) January 26, 2011 (such earlier date is referred to in this proxy statement as the end date); provided that if a financial market event (as defined below under "The Acquisition Agreement Termination") exists on the preliminary date and all conditions to closing are satisfied or waived, each party has the right to extend the end date by 30 days;

any law, regulation, judgment, injunction, order or decree of any court or other governmental entity having competent jurisdiction makes consummation of the transaction illegal or enjoins Charles River or WuXi from consummating the transaction and such injunction becomes final and nonappealable, provided that neither party may terminate the acquisition agreement under this clause if such party has not complied in all material respects with its obligations under the acquisition agreement;

either the Charles River shareholders or the WuXi shareholders fail to give the necessary approvals at their respective special meetings;

the other party has intentionally and materially breached certain obligations in the acquisition agreement concerning the solicitation of alternate transactions, holding a shareholder meeting to obtain the required shareholder approvals or, in the case of WuXi, making the required filings with the Grand Court to obtain the Grand Court's sanction of the transaction;

the other party breaches any representation or warranty or fails to perform any covenant that would prevent satisfaction of the terminating party's conditions to closing; or

the other party's board of directors changes its recommendation to its shareholders to approve the transaction.

In addition, the acquisition agreement may be terminated by WuXi if, prior to the WuXi shareholder approval, the board of directors of WuXi authorizes WuXi to enter into a written agreement concerning a superior proposal (as defined below under "The Acquisition Agreement Principal Covenants No Solicitation").

**Termination Fees (page 67)**

WuXi has agreed to pay a termination fee of \$50 million in cash to Charles River if any of the following things happen:

Charles River terminates the agreement by reason of WuXi's board of directors changing its recommendation to its shareholders to approve the transaction;

Charles River terminates the agreement by reason of WuXi's intentional and material breach of certain obligations in the acquisition agreement concerning the solicitation of alternate transactions, holding a shareholder meeting to obtain the required shareholder approvals or making the required filings with the Grand Court to obtain the Grand Court's sanction of the transaction;

WuXi terminates the agreement by reason of its board of directors authorizing it to enter into a written agreement concerning a superior proposal (as defined below under "The Acquisition Agreement Principal Covenants No Solicitation"); or



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(1) either party terminates the agreement by reason of WuXi's failure to obtain its required shareholder approval or the acquisition failing to close by the end date (except where the financing reverse termination fee or the specified regulatory condition reverse termination fee (each as described below) is payable by Charles River), (2) an acquisition proposal for WuXi had been made prior to termination and (3) WuXi enters into a definitive agreement with respect to or consummates an acquisition proposal (for more than 50% of WuXi's stock or assets) within 12 months of the termination.

Charles River has agreed to pay WuXi a reverse termination fee (in the amount specified below) in cash if any of the following things happen:

a fee of \$50 million if WuXi terminates the agreement by reason of Charles River's board of directors changing its recommendation to its shareholders;

a fee of \$50 million if WuXi terminates the agreement by reason of Charles River's intentional and material breach of certain obligations in the acquisition agreement concerning the solicitation of alternate transactions or holding a shareholder meeting to obtain the required shareholder approvals;

a fee of \$50 million if (1) either party terminates the agreement by reason of the acquisition failing to close by the end date (except where the financing reverse termination fee or the specified regulatory condition reverse termination fee (each as described below) is payable by Charles River), (2) an acquisition proposal for Charles River had been made prior to termination and (3) Charles River enters into a definitive agreement with respect to or consummates an acquisition proposal (for more than 50% of Charles River's stock or assets) within 12 months of the termination;

a "financing reverse termination fee" of \$75 million if (1) (x) either party terminates the agreement by reason of the acquisition failing to close by the end date (subject to each party's right to extend the deadline for closing by 30 days in the event of a financial market event), (y) a financial market event exists on the preliminary date and all conditions to closing are satisfied or waived and (z) neither party exercises its right to extend the end date by 30 days or (2) a party exercises its right to extend the end date by 30 days due to the existence of a financial market event and the agreement is subsequently terminated for any reason;

a "specified regulatory condition reverse termination fee" of \$75 million if (1) (x) either party terminates the agreement by reason of the acquisition failing to close by the end date, (y) on the end date, all conditions to closing have been satisfied or waived except that (a) the Chinese antitrust authorities have notified Charles River that their approval is required to consummate the acquisition and such approval has not been obtained or (b) the Chinese antitrust authorities have initiated an investigation with respect to the acquisition that could reasonably be expected to have material adverse effect on Charles River or WuXi and such investigation remains pending or (2) either party terminates the agreement solely by reason of a final and nonappealable injunction, judgment, order or decree enjoining or otherwise prohibiting the consummation of the transaction under Chinese antitrust law; or

a fee of \$25 million if either party terminates the agreement by reason of Charles River's failure to obtain its required shareholder approval, and an additional \$25 million if (1) an acquisition proposal for Charles River had been made prior to termination and (2) Charles River enters into a definitive agreement with respect to or consummates an acquisition proposal (for more than 50% of Charles River's stock or assets) within 12 months of the termination.

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In no event shall Charles River be required to pay more than one termination fee to WuXi, except for the potential payment of two \$25 million termination fees as described in the immediately preceding bullet point.

**Treatment of WuXi Stock Options and Stock-Based Awards (page 55)**

At the closing, each outstanding option to purchase WuXi ordinary shares granted under any equity compensation plan or arrangement of WuXi, collectively referred to in this proxy statement as WuXi stock options, whether or not exercisable or vested, will be converted into an option to purchase Charles River common stock on the same terms and conditions in effect at the closing and each unvested and outstanding WuXi restricted share unit will be converted into a restricted share unit with respect to Charles River common stock on the same terms and conditions in effect at the closing. The number of shares of Charles River common stock subject to each such replacement stock option or restricted share unit will be determined by multiplying the number of WuXi ordinary shares subject to such stock option or restricted share unit by the equity award exchange ratio and rounding down to the nearest whole number of shares. The "equity award exchange ratio" is determined by dividing (1) the sum of (x) \$1.40625 and (y) the product of the exchange ratio for the stock portion of the acquisition consideration and the closing price of Charles River common stock on the last trading day before closing by (2) the closing price of Charles River common stock on the last trading day before closing.

**Governance After the Transaction (page 42)**

At the closing of the transaction, the Charles River board of directors will consist of 13 directors, 10 of whom will be the Charles River directors prior to the transaction and three of whom will be designated by WuXi. WuXi has selected Dr. Ge Li as one of its designees to the Charles River board and will select two other individuals prior to the closing. In connection with its two annual shareholder meetings following the closing, Charles River is required to include WuXi's three designees (or, if Charles River's Corporate Governance and Nominating Committee determines that any of them does not meet Charles River's director qualification requirements, replacement nominees designated by Dr. Li) in its proxy statement as part of the "management slate" recommended for election to its board.

At the closing of the transaction, James C. Foster will continue to be Chairman, President and Chief Executive Officer of the combined company and Dr. Li, currently Chairman and Chief Executive Officer of WuXi, is expected to be Corporate Executive Vice President and President, Global Discovery and China Services, of the combined company. Thomas F. Ackerman is expected to continue as Chief Financial Officer of Charles River after the closing of the transaction.

**Headquarters (page 42)**

After completion of the transaction, Charles River will retain the name Charles River Laboratories International, Inc. and will continue to have its headquarters and principal executive offices in Wilmington, Massachusetts.

**Regulatory and Other Approvals Required for the Transaction (page 34)**

The Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, referred to as the HSR Act, and the rules and regulations thereunder, provide that the transaction may not be completed until pre-merger notification filings have been made with the Federal Trade Commission and the Antitrust Division of the Department of Justice, and the specified waiting period thereunder has expired or is terminated. Even after the waiting period expires or is terminated, the Justice Department and the Federal Trade Commission retain the authority to challenge the transaction on antitrust grounds before or after the transaction is completed. Each of Charles River and WuXi filed a notification and report

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form for the transaction with the Federal Trade Commission and the Justice Department on May 11, 2010.

Charles River voluntarily withdrew this May 11, 2010 Pre-Merger Notification and Report Form and refiled on June 10, 2010. The refiling is a procedural step to provide the staff at the Federal Trade Commission with an additional 30 days following the refiling to review the information submitted by Charles River and WuXi. The new waiting period under the HSR Act will expire at 11:59 p.m., New York City time, on July 12, 2010, unless terminated earlier or extended by request for additional information.

The transaction cannot be completed without the approval of the Grand Court. Subject to the necessary meeting of the WuXi shareholders being convened by the Grand Court, which meeting is referred to in this proxy statement as the scheme meeting, and the shareholders of WuXi approving the transaction with the vote required pursuant to the Cayman Companies Law, a subsequent Grand Court hearing, which is referred to in the proxy statement as the sanction hearing, will be held to seek the Grand Court's sanction of the transaction. Assuming that the scheme meeting is conducted in accordance with the Grand Court's orders, and that the WuXi shareholders approve the scheme of arrangement proposal to consummate the transaction by the majorities required pursuant to the Cayman Companies Law, we are not aware of any reason why the Grand Court would not sanction the scheme. Nevertheless, the Grand Court's sanction is a matter for its discretion and there is no absolute assurance if or when such sanction will be obtained.

If obtained, the Grand Court's sanction of the scheme will constitute the basis for an exemption under section 3(a)(10) of the United States Securities Act of 1933, as amended, or Securities Act, from the registration requirements of the Securities Act, with respect to the issuance of the Charles River common stock in exchange for the WuXi ordinary shares in connection with the acquisition.

**Listing of Charles River Common Stock (page 42)**

The shares of Charles River common stock to be issued to WuXi shareholders in the transaction will be listed on the NYSE.

**Accounting Treatment of the Transaction (page 73)**

The transaction will be accounted for as a purchase by Charles River under accounting principles generally accepted in the United States. Under the purchase method of accounting, the assets and liabilities of WuXi will be recorded, as of the date the transaction is completed, at their respective fair values and added to those of Charles River. Charles River's financial statements issued after the completion of the transaction will reflect WuXi's assets, liabilities and operating results after the completion of the transaction, but will not be restated retroactively to reflect the historical pre-closing financial position or results of operations of WuXi. Following the completion of the transaction, the earnings of the combined company will reflect the impact from fair value adjustments in purchase accounting, including amortization and depreciation expense for acquired assets and related tax benefits, and incremental stock-based compensation expense from the conversion of unvested stock options held by WuXi employees into Charles River stock options. In accordance with the applicable accounting rules, the goodwill resulting from the transaction will not be amortized, but will be reviewed for impairment at least annually, and to the extent goodwill is determined to be impaired in value, its carrying value will be written down to its implied fair value and a charge will be made to earnings in the amount of the write-down.

**The Special Meeting (page 28)**

*Meeting.* The special meeting will be held on Thursday, August 5, 2010, at 8:30 a.m., Eastern Time, at Charles River Laboratories International, Inc., 181 Ballardvale Street, Wilmington, MA 01887.

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At the special meeting, Charles River shareholders will be asked to approve the issuance of shares of Charles River common stock in connection with the transaction and, if necessary, the related adjournment proposal.

*Record Date.* Charles River has fixed the close of business on June 30, 2010 as the record date for determining the Charles River shareholders entitled to receive notice of and to vote at the special meeting. As of that date, there were 66,259,323 shares of Charles River common stock outstanding. Only holders of record of Charles River common stock on the record date are entitled to receive notice of and to vote at the special meeting, and any adjournment or postponement thereof. Each share of Charles River common stock is entitled to one vote.

*Required Vote.* The approval of the proposal to issue shares of Charles River common stock in connection with the transaction, and therefore the consummation of the transaction, requires the affirmative vote of at least a majority of the votes cast in person or by proxy at the special meeting, in a vote in which the total number of votes cast represents more than 50 percent of the outstanding Charles River common stock. The failure of a Charles River shareholder to vote on this proposal, including abstentions or broker non-votes, may have the same effect of a vote against the proposal. However, if the 50 percent requirement is satisfied, failure to vote on this proposal, including abstentions or broker non-votes, will have the effect of reducing the aggregate number of shares voting with respect to the proposal, and, as a result, the number of affirmative votes required to approve the proposal.

The proposal to approve an adjournment of the special meeting to solicit additional proxies will be approved if a majority of the outstanding shares of Charles River common stock present in person or represented by proxy at the special meeting are voted in favor of the proposal, whether or not a quorum exists. The failure of a Charles River shareholder to vote on this proposal, other than by abstention or broker non-vote, will have the effect of reducing the aggregate number of shares voting with respect to the proposal, and, as a result, the number of affirmative votes required to approve the proposal. However, both abstentions and broker non-votes will have the same effect as a vote against Charles River's adjournment proposal.

Neither proposal to be voted upon at the special meeting is conditioned on the approval of the other proposal.

As of the record date, directors and executive officers of Charles River and their affiliates beneficially owned or otherwise had the right to vote 2,601,107 shares of Charles River common stock, or approximately 3.83 percent of the outstanding Charles River common stock entitled to be voted at the special meeting. At that date, directors and executive officers of WuXi and their affiliates, including WuXi, did not beneficially own or otherwise have the right to vote any shares of Charles River common stock. To Charles River's knowledge, the directors and executive officers of Charles River and their affiliates intend to vote their Charles River common stock in favor of the issuance of Charles River common stock in connection with the transaction.

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**SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF CHARLES RIVER**

Charles River is providing the following financial information to aid you in your analysis of the financial aspects of the transaction. Charles River derived the summary selected historical consolidated balance sheet data and consolidated statement of income data as of and for the years ended December 31, 2005 through December 26, 2009 from the audited consolidated financial statements of Charles River for those periods. Charles River derived the statement of income data for the three months ended March 27, 2010 and March 28, 2009 and the balance sheet data as of March 27, 2010 and March 28, 2009 from the unaudited condensed consolidated financial statements of Charles River for those periods. In the opinion of Charles River management, the unaudited condensed consolidated financial statements of Charles River for the three months ended March 27, 2010 and March 28, 2009 have been prepared on a basis consistent with its audited consolidated financial statements and include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the financial position and results of operations for these periods. The operating results for the three months ended March 27, 2010 are not necessarily indicative of the results that may be expected for the entire fiscal year of Charles River or the combined company.

The table below represents summary selected historical consolidated statements of income and consolidated balance sheet data of Charles River, and you should read it together with the historical financial statements and related notes contained in the Annual Report on Form 10-K for the year ended December 26, 2009 and the Quarterly Report on Form 10-Q for the period ended March 27, 2010 and other information that Charles River has filed with the Securities and Exchange Commission, or SEC, and incorporated by reference into this proxy statement. See "Where You Can Find More Information," beginning on page 95.

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	Charles River Laboratories International, Inc.					Three Months Ended	
	Fiscal Year(1)					March 27,	March 28,
	2005	2006	2007	2008	2009	2010	2009
	(in thousands of U.S. dollars, except share data)						
<b>Statement of Income Data</b>							
Net Sales	\$ 993,328	\$ 1,058,385	\$ 1,230,626	\$ 1,343,493	\$ 1,202,551	\$ 297,345	\$ 301,526
Cost of products sold and services provided	603,624	651,778	752,435	832,784	773,183	197,428	193,306
Selling, general and administrative expenses	157,999	180,795	217,523	230,266	233,995	63,241	62,178
Goodwill impairment				700,000			
Amortization of intangibles	47,011	37,639	33,509	30,312	28,447	7,174	6,149
Operating income (loss)	184,694	188,173	227,159	(449,869)	166,926	29,502	39,893
Interest income	3,695	6,836	9,683	8,691	1,777	397	629
Interest expense	(24,324)	(23,200)	(24,453)	(22,334)	(21,682)	(6,007)	(5,233)
Other, net	(177)	981	(1,448)	(5,930)	2,086	(411)	(262)
Income (loss) from continuing operations before income taxes	163,888	172,790	210,941	(469,442)	149,107	23,481	35,027
Provision for income taxes	16,261	48,164	56,677	56,174	39,725	6,481	10,158
Income (loss) from continuing operations, net of income taxes	147,627	124,626	154,264	(525,616)	109,382	17,000	24,869
Income (loss) from discontinued businesses, net of tax	(3,790)	(181,004)	(3,146)	424	3,220	0	0
Net income (loss)	143,837	(56,378)	151,118	(525,192)	112,602	17,000	24,869
Net income (loss) attributable to noncontrolling interests	(1,838)	(1,605)	(470)	687	1,839	382	536
Net income (loss) attributable to common shareowners	\$ 141,999	\$ (57,983)	\$ 150,648	\$ (524,505)	\$ 114,441	\$ 17,382	\$ 25,405
<b>Common Share Data:</b>							
Earnings (loss) per common share							
Basic							
Continuing operations attributable to common shareowners	\$ 2.09	\$ 1.78	\$ 2.30	\$ (7.80)	\$ 1.70	\$ 0.27	\$ 0.39
Discontinued operations	\$ (0.05)	\$ (2.63)	\$ (0.05)	\$ 0.01	\$ 0.05		
Net income (loss) attributable to common shareowners	\$ 2.04	\$ (0.84)	\$ 2.25	\$ (7.80)	\$ 1.75	\$ 0.27	\$ 0.39
Diluted							
Continuing operations attributable to common shareowners	\$ 2.02	\$ 1.76	\$ 2.24	\$ (7.80)	\$ 1.69	\$ 0.26	\$ 0.38
Discontinued operations	\$ (0.05)	\$ (2.59)	\$ (0.05)	\$ 0.01	\$ 0.05		
Net income (loss) attributable to common shareowners	\$ 1.96	\$ (0.83)	\$ 2.19	\$ (7.80)	\$ 1.74	\$ 0.26	\$ 0.38
<b>Other Data:</b>							
Depreciation and amortization	\$ 87,935	\$ 82,586	\$ 86,411	\$ 91,290	\$ 93,553	\$ 24,262	\$ 21,970
Capital expenditures	94,520	183,529	230,938	199,858	80,012	9,293	24,625
<b>Balance Sheet Data (at end of period):</b>							



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Cash and cash equivalents	\$ 114,821	\$ 175,380	\$ 225,449	\$ 243,592	\$ 182,574	\$ 222,199	\$ 170,233
Working capital	107,910	241,762	299,587	317,141	345,828	366,523	301,847
Goodwill, net	1,097,590	1,119,309	1,120,540	457,578	508,235	504,702	454,770
Total assets	2,538,209	2,523,449	2,778,313	2,141,413	2,204,093	2,186,871	2,087,588
Total debt	296,090	489,284	437,902	515,332	492,832	474,093	509,222
Total shareowners' equity	1,827,013	1,643,892	1,905,390	1,241,286	1,375,243	1,385,761	1,218,038

- (1) Charles River's fiscal year consists of the 12 months ending on the last Saturday on, or prior to, each December 31.

Table of Contents**SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF WUXI**

The following selected consolidated income statement data relating to WuXi for the years ended December 31, 2007, 2008 and 2009, and the selected consolidated balance sheet data as of December 31, 2008 and 2009 have been derived from WuXi's audited consolidated financial statements included in WuXi's Annual Report on Form 20-F for the year ended December 31, 2009. The selected consolidated income statement data for the years ended December 31, 2005 and 2006 and the selected consolidated balance sheet data as of December 31, 2005, 2006 and 2007 were derived from WuXi's audited consolidated financial statements, which are not included in WuXi's Annual Report on Form 20-F. You should read the selected consolidated financial data in conjunction with WuXi's audited financial statements and the accompanying notes included in WuXi's Annual Report on Form 20-F, including Item 5 of such Annual Report on Form 20-F, "Operating and Financial Review and Prospects." WuXi's audited consolidated financial statements are prepared and presented in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. The following selected consolidated income statement data for WuXi for the quarters ended March 31, 2009 and 2010, and the selected consolidated balance sheet data as of March 31, 2009 and 2010, have been extracted without audit from the unaudited consolidated balance sheets and the unaudited condensed consolidated statements of operations set forth in WuXi's Reports on Form 6-K furnished to the SEC on May 15, 2009 and May 12, 2010. The results of operations for the three months ended March 31, 2010 are not necessarily indicative of WuXi's expected results for the full year or for any future period.

	Year Ended December 31,					Three Months Ended	
	2005	2006	2007	2008	2009	March 31, 2009	March 31, 2010
(in millions of U.S. dollars, except share data)							
<b>WuXi Consolidated Income Statement Data</b>							
Net revenues							
Laboratory services	\$ 29.4	\$ 59.8	\$ 102.4	\$ 205.0	\$ 249.9	\$ 56.6	\$ 67.0
Manufacturing services	4.4	10.1	32.8	48.5	20.1	2.5	13.6
<b>Total</b>	<b>33.8</b>	<b>69.9</b>	<b>135.2</b>	<b>253.5</b>	<b>270.0</b>	<b>59.1</b>	<b>80.6</b>
Cost of revenues							
Laboratory services	(12.8)	(26.5)	(52.4)	(124.7)	(145.2)	(33.8)	(39.3)
Manufacturing services	(2.7)	(9.1)	(19.9)	(32.4)	(16.5)	(2.0)	(10.9)
<b>Total</b>	<b>(15.5)</b>	<b>(35.6)</b>	<b>(72.3)</b>	<b>(157.1)</b>	<b>(161.7)</b>	<b>(35.8)</b>	<b>(50.2)</b>
Gross profit	18.3	34.3	62.9	96.4	108.3	23.3	30.4
Operating expenses:							
Selling and marketing expenses	(1.0)	(1.9)	(2.4)	(7.4)	(7.5)	(1.3)	(2.3)
General and administrative expenses	(8.5)	(22.3)	(30.3)	(49.4)	(48.8)	(11.7)	(10.7)
Impairment charges				(60.5)			
<b>Total</b>	<b>(9.5)</b>	<b>(24.2)</b>	<b>(32.7)</b>	<b>(117.3)</b>	<b>(56.3)</b>	<b>(13.0)</b>	<b>(13.0)</b>
Operating income (loss)	8.8	10.1	30.2	(20.9)	52.0	10.3	17.4
Other income, net	(0.3)	*	2.4	1.1	6.8	3.4	0.2
Interest expense	(1.3)	(1.1)	(1.2)	(1.4)	(1.0)	(0.3)	(0.1)
Interest income	*	0.3	4.0	2.3	1.1	0.2	0.2
Income (loss) from continuing operations before income taxes	7.2	9.3	35.4	(18.9)	58.9	13.6	17.7
Income tax (expense) benefit	(1.1)	(0.4)	(1.5)	4.0	(5.5)	(1.9)	(2.2)
	6.1	8.9	33.9	(14.9)	53.4	11.7	15.5

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Net income (loss) from  
continuing operations(1)

Income (loss) on discontinued  
operations

(49.3) (0.5)

Net income (loss)

\$ 6.1 \$ 8.9 \$ 33.9 \$ (64.2) \$ 52.9 \$ 11.7 \$ 15.5

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	Year Ended December 31,					Three Months Ended	
	2005	2006	2007	2008	2009	March 31, 2009	March 31, 2010
	(in millions of U.S. dollars, except share data)						
Basic earnings (loss) per share from continuing operations	\$ (0.00)	\$ (0.15)	\$ 0.07	\$ (0.03)	\$ 0.10	\$ 0.02	\$ 0.03
Basic loss per share on discontinued operations net of tax				\$ (0.10)	\$ 0.00		
Basic earnings (loss) per share	\$ (0.00)	\$ (0.15)	\$ 0.07	\$ (0.13)	\$ 0.10	\$ 0.02	\$ 0.03
Diluted earnings (loss) per share from continuing operations	\$ (0.00)	\$ (0.15)	\$ 0.05	\$ (0.03)	\$ 0.09	\$ 0.02	\$ 0.03
Diluted loss per share on discontinued operations net of tax				\$ (0.10)	\$ 0.00		
Diluted earnings (loss) per share	\$ (0.00)	\$ (0.15)	\$ 0.05	\$ (0.13)	\$ 0.09	\$ 0.02	\$ 0.03
Dividends declared per ordinary share	\$ (0.01)	\$ (0.02)					

\*  
Less than \$50,000

(1) Includes share-based compensation charges of \$3.1 million, \$8.4 million, \$10.7 million, \$13.0 million and \$10.2 million in 2005, 2006, 2007, 2008 and 2009, respectively, allocated as follows:

	Year Ended December 31,					Three Months Ended	
	2005	2006	2007	2008	2009	March 31, 2009	March 31, 2010
	(in millions of U.S. dollars)						
Cost of revenues	\$ 0.4	\$ 0.5	\$ 2.1	\$ 3.0	\$ 2.7	\$ 0.6	\$ 0.9
Selling expenses					0.1		0.0
General and administrative expenses	2.7	7.9	8.6	10.0	7.4	1.4	1.4
<b>WuXi Consolidated Balance Sheet Data</b>							
Cash and cash equivalents	\$ 4.9	\$ 9.7	\$ 213.6	\$ 56.6	\$ 80.5	\$ 101.9	\$ 74.4
Total current assets	14.5	36.7	261.9	129.8	174.2	163.9	176.9
Total assets	40.9	85.7	343.8	336.4	407.3	376.9	411.8
Total current liabilities	18.4	30.6	45.6	58.8	80.3	85.7	66.8
Total liabilities	23.6	37.5	92.4	105.5	127.2	132.4	113.6
Mezzanine equity	6.1	49.1					
Total shareholders' equity (deficit)	11.2	(0.9)	251.4	230.9	280.1	244.5	298.2
Total liabilities, mezzanine equity and shareholders' equity	40.9	85.7	343.8	336.4	407.3	376.9	411.8

**Exchange Rate Information**

A majority of WuXi's business is conducted in China, and some of its net revenues and a majority of its expenses are denominated in Renminbi. However, periodic reports made to WuXi's shareholders are expressed in U.S. dollars using the then-current exchange rates. This proxy statement contains translations of Renminbi amounts into U.S. dollars at specific rates solely for the convenience of the reader. Unless otherwise noted, all transactions from Renminbi into U.S. dollars and from U.S. dollars to Renminbi in this proxy statement were made at a rate of RMB 6.8282 to \$1.00 in effect as of December 31, 2009. The exchange rate as of May 14, 2010 was RMB 6.8263 to \$1.00. Charles River and WuXi make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, the rates stated below, or at all. The Chinese government imposes control over its foreign-currency

reserves in part through direct regulation of the conversion of Renminbi into foreign exchange and through restrictions on foreign trade.

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The following table sets forth information concerning exchange rates between the Renminbi and the U.S. dollar for the periods indicated. These rates are provided solely for your convenience and are not necessarily the exchange rates that we used in this proxy statement or will use in the preparation of our periodic reports or any other information to be provided to you.

Period	Period-End	Exchange Rate		
		Average(1)	Low	High
2005	8.0702	8.1826	8.2765	8.0702
2006	7.8041	7.9579	8.0702	7.8041
2007	7.2946	7.5806	7.8127	7.2946
2008	6.8225	6.9193	7.2946	6.7800
2009	6.8259	6.8328	6.8470	6.8201
October 2009	6.8264	6.8267	6.8292	6.8248
November 2009	6.8265	6.8271	6.8300	6.8255
December 2009	6.8259	6.8275	6.8299	6.8244
January 2010	6.8268	6.8269	6.8295	6.8258
February 2010	6.8258	6.8285	6.8330	6.8258
March 2010	6.8258	6.8262	6.8270	6.8254
April 2010	6.8247	6.8255	6.8275	6.8229
May 2010	6.8305	6.8275	6.8310	6.8245
June 2010 (through June 25, 2010)	6.7911	6.8227	6.8323	6.7911

Source:

Exchange rate supplied by the Federal Reserve Bank of New York for the years from 2005 to 2008, and by the H.10 Statistical Release of the Federal Reserve Board for 2009 and 2010.

(1)

Annual averages are calculated from month-end rates. Monthly averages are calculated using the average of the daily rates during the relevant period.

Table of Contents**SUMMARY SELECTED UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION**

The transaction will be accounted for under the purchase method of accounting, which means that the assets and liabilities of WuXi will be recorded, as of completion of the transaction, at their fair values and added to those of Charles River. For a more detailed description of purchase accounting, see "Accounting Treatment."

We have presented below selected unaudited pro forma combined financial information that is intended to provide you with a better picture of what the businesses might have looked like had Charles River and WuXi actually been combined. The unaudited pro forma combined balance sheet combines the historical consolidated balance sheets of Charles River and of WuXi as of March 27, 2010 and March 31, 2010, respectively, giving effect to the transaction as if it occurred on March 27, 2010. The unaudited pro forma combined statements of income combine the historical consolidated statements of income of Charles River and of WuXi for the year ended December 26, 2009 and December 31, 2009, respectively, and the three months ended March 27, 2010 and March 31, 2010, respectively, giving effect to the transaction as if it occurred on December 28, 2008. The combined financial information would have been different, perhaps materially, had the companies actually been combined as of that date. The selected unaudited pro forma combined financial information does not reflect the effect of asset dispositions, if any, or cost savings that may result from the transaction. You should not rely on the selected unaudited pro forma combined financial information as being indicative of the historical results that would have occurred had the companies been combined or the future results that may be achieved after the transaction. The following selected unaudited pro forma combined financial information has been derived from, and should be read in conjunction with, the Unaudited Pro Forma Condensed Combined Financial Statements and related notes included in this proxy statement.

**Unaudited Pro Forma Combined Statement of Income Data:**

	Fiscal Year Ended December 26, 2009	Three Months Ended March 27, 2010
	(dollars in thousands except per share data)	
Net sales	\$ 1,470,812	\$ 377,484
Cost of products sold and services provided	932,118	247,606
Selling, general and administrative expenses	291,720	77,905
Amortization of identifiable intangibles	71,047	20,274
Operating income	175,927	31,699
Interest income	2,902	595
Interest expense	(57,502)	(14,099)
Other, net	8,862	(228)
Income before income taxes and minority interests	130,189	17,967
Provision for income taxes	31,493	4,550
Income from continuing operations	98,696	13,417
Earnings per common share from continuing operations attributable to common shareowners:		
Basic	\$ 1.20	\$ 0.16
Diluted	1.15	0.16

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**Unaudited Pro Forma Combined Balance Sheet Data:**

	As of March 27, 2010 (dollars in thousands)
Cash and cash equivalents	\$ 187,465
Working capital	379,740
Total assets	3,906,681
Total debt	1,256,455
Total equity	2,140,060

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Table of Contents**COMPARATIVE PER SHARE DATA**

The following table sets forth selected historical earnings per share, book value per share and dividends per share information of Charles River and WuXi and unaudited pro forma combined earnings per share, book value per share and dividends per share information after giving effect to the transaction, assuming that the acquisition had occurred on March 27, 2010. You should read this information in conjunction with the selected historical financial information included elsewhere in this proxy statement and the historical financial statements of Charles River and WuXi and related notes that are incorporated in this proxy statement by reference. See "Where You Can Find More Information," beginning on page 95.

The historical earnings per share and dividends per share information for fiscal year 2009 is derived from audited consolidated financial statements of Charles River and WuXi as of and for the year ended December 26, 2009 and December 31, 2009, respectively. The historical earnings per share, book value per share and dividends per share information for the three months ended March 27, 2010 is derived from unaudited condensed consolidated financial statements of Charles River and WuXi as of and for the three months ended March 27, 2010 and March 31, 2010, respectively. The unaudited pro forma combined earnings per share, book value per share and dividends per share information is derived from, and should be read in conjunction with, the Unaudited Pro Forma Condensed Combined Financial Statements and related notes included in this proxy statement. The unaudited pro forma equivalent earnings per share, book value per share and dividends per share information of WuXi is calculated as the unaudited pro forma combined earnings per share, book value per share and dividends per share of Charles River multiplied by the exchange ratio of 0.0324 (which would have been the exchange ratio had the acquisition been completed on March 27, 2010).

	Charles River		WuXi	
	Historical Year Ended December 26, 2009	Unaudited Pro Forma Combined	Historical Year Ended December 31, 2009	Unaudited Pro Forma Equivalent
Basic earnings per share from continuing operations attributable to common shareowners	\$ 1.70	\$ 1.20	\$ 0.10	\$ 0.04
Diluted earnings per share from continuing operations attributable to common shareowners	\$ 1.69	\$ 1.15	\$ 0.09	\$ 0.04
Dividends				

	Charles River		WuXi	
	Historical Three Months Ended March 27, 2010	Unaudited Pro Forma Combined	Historical Three Months Ended March 31, 2010	Unaudited Pro Forma Equivalent
Basic earnings per share	\$ 0.27	\$ 0.16	\$ 0.03	\$ 0.01
Diluted earnings per share	\$ 0.26	\$ 0.16	\$ 0.03	\$ 0.01
Book value per share	\$ 20.91	\$ 25.21	\$ 0.54	\$ 0.82
Dividends				

Table of Contents**COMPARATIVE MARKET PRICE INFORMATION**

The table below sets forth the closing sale prices of Charles River common stock and WuXi ADSs as reported on the NYSE on April 23, 2010, the last trading day prior to the public announcement of the transaction, and on June 25, 2010, the most recent practicable trading day prior to the date of this proxy statement.

The table also shows the implied value of one WuXi ordinary share, which we calculated by adding the cash portion of the acquisition consideration, or \$1.40625, to the product of the closing price of Charles River common stock on those dates and the exchange ratio which would have been in effect had the acquisition taken place on those dates, assuming that the closing price on those dates were equal to the 20 day weighted average closing price of Charles River common stock on those dates.

The market prices of Charles River common stock and WuXi ordinary shares will fluctuate between the date of this proxy statement and the time of the special meeting or the completion of the transaction. No assurance can be given concerning the market prices of Charles River common stock or WuXi ordinary shares before the completion of the transaction or the market price of Charles River common stock after the completion of the transaction.

	<b>Closing Price of Charles River Common Stock</b>	<b>Closing Price of WuXi ADSs</b>	<b>Closing Price of WuXi Ordinary Shares(1)</b>	<b>Implied Value of WuXi ADSs</b>	<b>Implied Value of WuXi Ordinary Shares</b>
April 23, 2010	\$ 39.77	\$ 16.57	\$ 2.07	\$ 21.25	\$ 2.66
June 25, 2010	\$ 35.44	\$ 16.26	\$ 2.03	\$ 20.78	\$ 2.60

- (1) Market price data for WuXi ordinary shares is determined by dividing the quoted price of WuXi ADSs on the NYSE as of the relevant date by eight (the number of WuXi ordinary shares underlying each WuXi ADS).

See "Comparative Market Prices and Dividends" for additional market price information.

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**RISK FACTORS**

In addition to the other information included in this proxy statement, including the matters addressed in "Cautionary Statement Regarding Forward-Looking Statements" beginning on page 27, you should carefully consider the following risk factors in determining how to vote at the special meeting. In addition, you should read and consider the risk factors associated with each of the businesses of Charles River and WuXi because these risk factors may affect the operations and financial results of the combined company. These risk factors may be found under Part I, Item 1A, "Risk Factors" of Charles River's Annual Report on Form 10-K for the year ended December 26, 2009, Part II, Item 1A, "Risk Factors" of Charles River's Quarterly Report on Form 10-Q for the quarterly period ended March 27, 2010 and Part 1, Item 3.D, "Key Information Risk Factors" of WuXi's Annual Report on Form 20-F for the year ended December 31, 2009, each of which is on file with the SEC, and each of which is incorporated by reference into this proxy statement.

**Risk Factors Relating to the Transaction**

*Charles River and WuXi may experience difficulties in integrating their businesses, which could cause the combined company to fail to realize many of the anticipated potential benefits of the transaction.*

We have entered into an agreement to acquire WuXi because we believe that the transaction will be beneficial to Charles River and our shareholders. Achieving the anticipated benefits of the transaction will depend in part upon whether we can integrate WuXi into our company in an efficient and effective manner. We may not be able to accomplish this integration process smoothly or successfully. It is possible that the integration process could result in the loss of key Charles River and WuXi employees, the disruption of each company's ongoing businesses or in unexpected integration issues, higher than expected integration costs and an overall post-closing integration process that takes longer than originally anticipated. Issues that must be addressed in integrating WuXi into Charles River include, among other things:

coordinating geographically separated organizations;

addressing possible differences in corporate cultures and management philosophies;

successfully integrating WuXi's operations or adapting to the addition of lines of business in which Charles River has not historically engaged;

combining the companies' sales, marketing, data and operations functions;

integrating the companies' technologies, products and services;

identifying and eliminating redundant and underperforming operations and assets;

harmonizing the companies' operating practices, employee development and compensation programs, internal controls and other policies, procedures and processes;

consolidating the companies' corporate, administrative and information technology infrastructures;

coordinating sales, distribution and marketing efforts;

managing the movement of certain positions to different locations, possibly including moving certain positions from the U.S. to China and vice versa;

maintaining existing agreements with customers and suppliers and avoiding delays in entering into new agreements with prospective customers and suppliers; and

consolidating offices of Charles River and WuXi that are currently in the same locale.

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In addition, at times, the attention of certain members of each company's management and resources may be focused on the completion of the transaction and the integration of the businesses of the two companies and diverted from day-to-day business operations, which may disrupt each company's ongoing business and the business of the combined company.

If Charles River is not able to successfully combine the businesses of Charles River and WuXi within the anticipated time frame, or at all, the anticipated benefits and cost savings of the acquisition may not be realized fully or at all or may take longer to realize than expected, the combined business may not perform as expected and the value of the Charles River common stock may be adversely affected.

***The combined company will depend on its senior management team and other key employees, and the loss of any member of the team could adversely affect the combined company's business.***

The success of the combined company after the transaction will depend in part upon the ability of Charles River and WuXi to retain senior management and other key employees of both companies. Competition for qualified personnel can be very intense. In addition, senior management and key employees may depart because of issues relating to the uncertainty or difficulty associated with the integration of the companies or a desire not to remain with the combined company. Accordingly, no assurance can be given that Charles River or WuXi will be able to retain senior management and key employees to the same extent that they have been able to do so in the past. Employee retention may be particularly challenging during the pendency of the transaction, as employees of Charles River and WuXi may experience uncertainty about their future roles within the combined business. Additionally, WuXi's officers and employees may own WuXi ordinary shares and/or have vested equity awards and, if the transaction is completed (and in the case of vested options, if such vested options are exercised prior to completion of the transaction), may therefore be entitled to the acquisition consideration, the payment of which could provide sufficient financial incentive for certain officers and employees to no longer pursue employment with Charles River post-closing.

***Charles River may not be able to obtain the financing needed for the transaction on favorable terms.***

Charles River has received the commitments of certain lenders to provide financing of up to \$1.2 billion in the aggregate in connection with the transaction. However, the lenders that provided the commitments have the right to decide not to actually fund the loan if, among other reasons, there is any event, occurrence, development or state of circumstances or facts (subject to certain specified exceptions) that has had or would reasonably be expected to have, individually or in the aggregate, a material adverse effect on the financial condition, business, assets or results of operations of Charles River, WuXi and their respective subsidiaries, taken as a whole. If such an event, occurrence, development or state of circumstances or facts does occur, Charles River may be forced to obtain an alternate source of financing, which may be more expensive for Charles River, may have an adverse impact on the combined company's capital structure, or may be unavailable on terms favorable to Charles River. For a more detailed discussion of the commitments, see "The Transaction Transaction Financing."

Under the acquisition agreement, if, on the date that the transaction otherwise would have closed, Charles River is unable to obtain the financing or a substitution of all or any portion of the financing that has terms that are commercially reasonable in the aggregate, or the substitute financing, there is a nationwide unavailability of acquisition financing (which is not limited to the financing of the transaction contemplated by the acquisition agreement), Charles River has complied in all material respects with its obligations to use commercially reasonable efforts to obtain financing for the transaction and to use its reasonable best efforts to consummate the transaction, either party may terminate the agreement, subject to each party's right to extend the closing date by 30 days. If the acquisition agreement terminates under these circumstances, or either party exercises its right to extend

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the closing date and the acquisition agreement is terminated under any circumstances, Charles River will be required to pay WuXi a reverse break-up fee of \$75 million. See "The Acquisition Agreement Termination," and "The Acquisition Agreement Termination Fees" beginning on pages 65 and 67 of this proxy statement, respectively.

***The combined company will have a level of debt that could adversely affect its business and growth prospects.***

Upon completion of the acquisition, Charles River will have incurred acquisition debt financing of up to \$1,200 million, which will replace the existing senior secured credit facilities of WuXi of \$36.5 million and Charles River of \$190.4 million outstanding as of the end of their 2009 fiscal years. Covenants to which Charles River has agreed or may agree in connection with the acquisition debt financing, and the combined company's substantial increased indebtedness and higher debt-to-equity ratio following completion of the acquisition in comparison to its recent historical basis, will have the effect, among other things, of reducing Charles River's flexibility to respond to changing business and economic conditions and increasing borrowing costs. In addition, the amount of cash required to service these increased indebtedness levels and the resulting demands on Charles River's cash resources will be significantly greater than the percentages of cash flows required to service indebtedness prior to the transaction. The increased levels of indebtedness could also reduce funds available for capital expenditures and other activities, and may create competitive disadvantages for Charles River relative to other companies with lower debt levels. Charles River's and WuXi's business relationships, including client relationships, may be subject to disruption due to uncertainty associated with the acquisition. The adverse effect of such disruptions could be exacerbated by a delay in the completion of the transaction or termination of the acquisition agreement.

***Impairment of goodwill arising from the transaction may adversely impact future results of operations.***

The combination of Charles River and WuXi will be accounted for as a purchase by Charles River under accounting principles generally accepted in the United States. Under the purchase method of accounting, the assets and liabilities of WuXi, including identifiable intangible assets, will be recorded at their respective fair values as of the date the combination is completed. The excess of the purchase price over the fair value of acquired net assets and liabilities will be recorded as goodwill. As a result of the combination, Charles River expects to record \$823.1 million of additional goodwill and \$612.3 million of other intangible assets, which are material to the combined company. The goodwill will not be amortized, but will be reviewed for impairment by Charles River at least annually. If the future growth and operating results of the acquired businesses are not as strong as anticipated, goodwill may be impaired. To the extent goodwill is impaired, its carrying value will be written down to its implied fair value and a charge will be made to earnings. Such an impairment charge could materially and adversely affect the operating results and financial condition of the combined company.

***In order to complete the acquisition, Charles River and WuXi must obtain certain governmental approvals, and if such approvals are not granted or are granted with conditions that become applicable to the parties, the completion of the acquisition may be jeopardized or the anticipated benefits of the acquisition could be reduced.***

Completion of the acquisition is conditioned upon the expiration or termination of the applicable waiting period relating to the transaction under the HSR Act, the sanction of the Grand Court of the Cayman Islands and, if necessary, the approval of the Chinese antitrust authorities. Although Charles River and WuXi have agreed in the acquisition agreement to use their reasonable best efforts to obtain any requisite governmental or third party approvals, there can be no assurance that these approvals will be obtained in a timely fashion, or at all. In addition, the governmental authorities from which these approvals are required have broad discretion in administering the governing regulations. As a condition

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to approval of the transaction, these governmental authorities may impose requirements, limitations or costs or require divestitures or place restrictions on the conduct of the combined company's business after the completion of the acquisition. If either Charles River or WuXi becomes subject to any term, condition, obligation or restriction, the imposition of such term, condition, obligation or restriction could adversely affect the ability to integrate WuXi's operations into Charles River's operations, reduce the anticipated benefits of the acquisition or otherwise adversely affect Charles River's business and results of operations after the completion of the acquisition. See "Regulatory and Other Approvals Required for the Transaction" beginning on page 34 of this proxy statement.

***Failure to complete the acquisition could negatively impact the stock price and the future business and financial results of Charles River.***

If the acquisition is not completed, Charles River's ongoing business may be adversely affected and, without realizing any of the benefits of having completed the acquisition, Charles River would be subject to a number of risks, including the following:

negative reactions from the financial markets and from Charles River's customers and employees;

Charles River may be required to pay WuXi a termination fee of between \$25 million and \$75 million if the acquisition is terminated under certain circumstances (see "The Acquisition Agreement Termination Fees" beginning on page 67 of this proxy statement);

Charles River will be required to pay certain costs relating to the acquisition, whether or not the acquisition is completed;

the acquisition agreement places certain restrictions on the conduct of Charles River's business prior to the completion of the acquisition or the termination of the acquisition agreement. Such restrictions, the waiver of which is subject to the consent of WuXi, may prevent Charles River from making certain acquisitions, taking certain other specified actions or otherwise pursuing business opportunities during the pendency of the acquisition (see "The Acquisition Agreement Principal Covenants Interim Operations of Charles River and WuXi" beginning on page 57 of this proxy statement for a description of the restrictive covenants applicable to Charles River); and

matters relating to the acquisition (including integration planning) will require substantial commitments of time and resources by Charles River's management, which would otherwise have been devoted to day-to-day operations, and other opportunities that may have been beneficial to Charles River.

There can be no assurance that the risks described above will not materialize, and if any of them do, they may adversely affect Charles River's business, financial results and stock price. In addition, Charles River could be subject to litigation related to any failure to complete the acquisition or related to any enforcement proceeding commenced against Charles River to perform its obligations under the acquisition agreement. If the acquisition is not completed, these risks may materialize and may adversely affect Charles River's business, financial results and stock price.

***Charles River will incur significant transaction-related costs in connection with the acquisition.***

Charles River expects to incur a number of non-recurring costs associated with combining the operations of the two companies. The substantial majority of non-recurring expenses resulting from the acquisition will be comprised of transaction costs related to the acquisition, facilities and systems consolidation costs and employment-related costs. Charles River will also incur transaction fees and costs related to formulating and implementing integration plans. Charles River continues to assess the

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magnitude of these costs and additional unanticipated costs may be incurred in the integration of the two companies' businesses.

***The acquisition may not be accretive, and may be dilutive, to Charles River's publicly reported non-GAAP earnings per share, which may negatively affect the market price of Charles River common stock.***

Charles River currently anticipates that the acquisition will be neutral to slightly accretive to publicly reported non-GAAP earnings per share during the first full calendar year after the acquisition, and accretive in subsequent years. This expectation is based on preliminary estimates that may materially change. In addition, future events and conditions could decrease or delay the accretion that is currently expected or could result in dilution, including adverse changes in market conditions, additional transaction and integration related costs and other factors such as the failure to realize all of the benefits anticipated in the acquisition. Any dilution of, or decrease or delay of any accretion to, Charles River's publicly reported non-GAAP earnings per share could cause the price of Charles River's common stock to decline.

***Risks relating to Charles River and WuXi.***

Charles River and WuXi are, and following completion of the acquisition, Charles River and WuXi will continue to be, subject to the risks described in Part I, Item 1.A, "Risk Factors" of Charles River's Annual Report on Form 10-K for the year ended December 26, 2009, Part II, Item 1.A, "Risk Factors" of Charles River's Quarterly Report on Form 10-Q for the quarterly period ended March 27, 2010 and Part 1, Item 3.D, "Key Information Risk Factors" of WuXi's Annual Report on Form 20-F for the year ended December 31, 2009, each of which is on file with the SEC, and each of which is incorporated by reference into this proxy statement. See "Where You Can Find More Information" beginning on page 95 of this proxy statement.



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**CAUTIONARY STATEMENT REGARDING  
FORWARD-LOOKING STATEMENTS**

This proxy statement contains certain forward-looking information about Charles River, WuXi and the combined company after completion of the transaction that is intended to be covered by the safe harbor for "forward-looking statements" provided by the Private Securities Litigation Reform Act of 1995. These statements may be made directly in this proxy statement or may be incorporated in this proxy statement by reference to other documents and may include statements for the period following the completion of the transaction. Representatives of Charles River and WuXi may also make forward-looking statements. Forward-looking statements are statements that are not historical facts. Forward-looking statements may be identified by the use of words such as "anticipate," "believe," "expect," "estimate," "plan," "outlook," and "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These statements are based on current expectations and beliefs of Charles River and WuXi, and involve a number of risks and uncertainties, including the risks described in this proxy statement under "Risk Factors" and other risks described in the SEC reports filed by Charles River and WuXi, that could cause actual results to differ materially from those stated or implied by the forward-looking statements.

Some other risks and uncertainties include, but are not limited to, risks and uncertainties associated with the possibility that:

the companies may be unable to obtain shareholder or regulatory approvals required for the combination;

problems may arise in successfully integrating the businesses of the two companies;

the acquisition may involve unexpected costs;

the combined company may be unable to achieve cost or revenue synergies;

Charles River's business may suffer as a result of uncertainty surrounding the acquisition; and

the industry may be subject to future regulatory or legislative actions and other risks that are described in SEC reports filed or furnished by Charles River and WuXi.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this proxy statement or in the case of statements incorporated by reference, on the date of the document incorporated by reference. All subsequent written and oral forward-looking statements concerning the transaction or other matters addressed in this proxy statement and attributable to Charles River or WuXi or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, neither Charles River nor WuXi undertakes any obligation to republish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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**THE SPECIAL MEETING**

This section contains information about the special meeting of shareholders Charles River has called to consider and approve the issuance of Charles River common stock in connection with the transaction. Together with this proxy statement, we are also sending you a notice of the special meeting and a form of proxy that is being solicited by our board of directors for use at the special meeting.

**Date, Time and Place of the Special Meeting**

The special meeting will take place on Thursday, August 5, 2010 at 8:30 a.m., Eastern Time, at Charles River Laboratories International, Inc., 181 Ballardvale Street, Wilmington, MA 01887.

**Purpose of the Special Meeting**

The purpose of the special meeting is to consider and vote on the following proposals:

1. a proposal to issue shares of Charles River common stock in connection with the transaction; and
2. a proposal to approve an adjournment of the special meeting, if necessary, to solicit additional proxies in favor of the issuance of Charles River common stock in connection with the transaction.

Neither proposal to be voted upon at the special meeting is conditioned on the approval of the other proposal.

**Record Date and Outstanding Shares**

Charles River has fixed the close of business on June 30, 2010 as the record date for determining the Charles River shareholders entitled to receive notice of and to vote at the special meeting. As of that date, there were 66,259,323 shares of Charles River common stock outstanding. Only holders of record of Charles River common stock on the record date are entitled to receive notice of and to vote at the special meeting, and any adjournment or postponement thereof. Each share of common stock is entitled to one vote.

**Quorum Requirement**

Under Delaware law and the Charles River bylaws, the presence in person or by proxy of a majority of the outstanding shares of Charles River common stock is necessary to constitute a quorum at the special meeting. Votes of shareholders of record who are present at the special meeting in person or by proxy, abstentions and broker non-votes (as defined below) are counted as present or represented at the special meeting for purposes of determining whether a quorum exists.

If you hold your shares of Charles River common stock through a broker, bank or other representative, generally the broker or your representative may only vote the common stock that it holds for you in accordance with your instructions. However, if it has not timely received your instructions, the broker or your representative may vote on certain matters for which it has discretionary voting authority. If a broker or your representative cannot vote on a particular matter because it does not have discretionary voting authority, this is a "broker non-vote" on that matter.

**Votes Required**

The approval of the proposal to issue shares of Charles River common stock in connection with the transaction, and therefore the consummation of the transaction, requires the affirmative vote of at least a majority of the votes cast in person or by proxy at the special meeting, in a vote in which the total number of votes cast represents more than 50 percent of the outstanding Charles River common

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stock. Your failure to vote on this proposal, including abstentions or broker non-votes, may have the same effect of a vote against that proposal. However, if the 50 percent requirement is satisfied, your failure to vote on this proposal, including abstentions or broker non-votes, will have the effect of reducing the aggregate number of shares voting and the number of affirmative votes required to approve the share issuance proposal.

The proposal to approve an adjournment of the special meeting to solicit additional proxies will be approved if a majority of the outstanding shares of common stock present in person or represented by proxy at the special meeting are voted in favor of the proposal, whether or not a quorum exists. Your failure to vote on this proposal, other than by abstention or broker non-vote, will have the effect of reducing the aggregate number of shares voting with respect to the proposal and, as a result, the number of affirmative votes required to approve the proposal. However, both abstentions and broker non-votes will have the same effect as a vote against the adjournment proposal.

Neither proposal to be voted upon at the special meeting is conditioned on the approval of the other proposal.

**Shares Beneficially Owned as of the Record Date**

As of the record date, directors and executive officers of Charles River and their affiliates, as a group, beneficially owned or otherwise had the right to vote 2,601,107 shares of Charles River common stock, or approximately 3.83 percent of the outstanding Charles River common stock entitled to be voted at the special meeting. At that date, directors and executive officers of WuXi and their affiliates, including WuXi, did not beneficially own or otherwise have the right to vote any shares of Charles River common stock. To Charles River's knowledge, the directors and executive officers of Charles River and their affiliates intend to vote their Charles River common stock in favor of the issuance of Charles River common stock in connection with the transaction.

**Voting at the Special Meeting**

Record holders may vote in person at the special meeting or by proxy. Charles River recommends that record holders vote by proxy even if they plan to attend the special meeting. Record holders can always revoke their proxy and change their votes at the special meeting.

**Proxies**

Voting instructions are attached to your proxy card. If you properly give your proxy and submit it to Charles River in time to vote, one of the individuals named as your proxy will vote your shares as you have directed. You may vote for or against any or all of the proposals submitted at the special meeting or abstain from voting.

*How to Vote by Proxy.* If your shares are registered in your name, there are three ways to vote your proxy: by telephone; through the Internet; or by mail. Your telephone vote or Internet vote authorizes James C. Foster, Thomas F. Ackerman and David P. Johst, and each of them, as proxies, each with the power to appoint his substitute, to represent and vote your shares in the same manner as if you marked, signed and returned your proxy form by mail.

Only the latest dated proxy, whether by mail, telephone or Internet, will be voted at the special meeting. If you choose to vote by mail, we recommend you do so promptly to help ensure timely delivery.

If your shares are held in "street name" (through a broker, bank or other nominee), you may receive a separate voting instruction form, or you may need to contact your broker, bank or other nominee to determine whether you will be able to vote electronically using the telephone or Internet.

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*How Proxies Will Be Voted.* If you sign and submit a proxy but do not mark a box with respect to one or more of the Charles River proposals, your proxy will follow the Charles River board of directors recommendations and vote these shares:

**FOR** the issuance of Charles River common stock in connection with the transaction; and

**FOR** the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of such issuance. Shares represented by a proxy that has been returned with instructions to vote against the proposal to issue shares of Charles River common stock in connection with the transaction but which does not include instructions with respect to the adjournment proposal will not be voted in favor of the adjournment proposal.

*Revoking Your Proxy.* You may revoke your proxy before it is voted by:

submitting a new proxy with a later date, including a proxy given by telephone or through the Internet;

providing a written notice of revocation to Charles River's corporate secretary before the special meeting; or

voting in person by ballot at the special meeting.

If you have instructed your broker to vote your shares, you must follow directions you receive from your broker in order to change or revoke your vote.

Please note that if you hold your shares through a bank or broker or other custodian and wish to vote in person at the special meeting, you must provide a legal proxy from that custodian.

**Solicitation of Proxies**

Charles River will pay its own expenses incurred in connection with the printing and mailing of this proxy statement. Charles River has retained Innisfree M&A Incorporated, or Innisfree, for a fee not to exceed \$50,000, plus additional fees relating to telephone solicitation and reimbursement of certain expenses, to assist in the solicitation of proxies and otherwise in connection with the special meeting. Charles River has agreed to indemnify Innisfree for certain liabilities arising out of Innisfree's engagement (excluding those resulting from Innisfree's gross negligence or willful misconduct). Charles River and Innisfree will also request banks, brokers and other intermediaries holding shares of Charles River common stock beneficially owned by others to send this proxy statement to, and obtain proxies from, the beneficial owners and will reimburse holders for their reasonable expenses in so doing. Solicitation of proxies by mail may be supplemented by telephone, email and other electronic means, advertisements and personal solicitation by the directors, officers and employees of Charles River. No additional compensation will be paid to directors, officers or employees for such solicitation efforts.

The extent to which these proxy soliciting efforts will be necessary depends largely upon how promptly proxies are submitted. Please send in your proxy by mail, telephone or Internet without delay.

**No Other Business; Adjournments**

Under Delaware law and the Charles River bylaws, the business to be conducted at the special meeting will be limited to the purposes stated in the notice to Charles River shareholders provided with this proxy statement.

Adjournments may be made for the purpose of, among other things, soliciting additional proxies. Any adjournment may be made from time to time with the approval of (1) a majority of the votes present in person or by proxy at the time of the vote, whether or not a quorum exists, or (2) if no shareholder is present, any officer entitled to preside at or to act as secretary of such meeting. Charles River is not required to notify shareholders of any adjournment of less than 30 days if the time and

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place of the adjourned meeting are announced at the meeting at which adjournment is taken, unless after the adjournment a new record date is fixed for the adjourned meeting.

References to the special meeting in this proxy statement are to such special meeting as adjourned or postponed.

**Shareholder Questions**

Charles River shareholders with any questions about the transaction or about voting their shares should call Innisfree M&A Incorporated, Charles River's proxy solicitor, toll-free at 888-750-5834 (banks and brokers may call collect at 212-750-5833).

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**INFORMATION ABOUT THE COMPANIES**

**Charles River**

Charles River Laboratories International, Inc.  
251 Ballardvale Street  
Wilmington, Massachusetts 01887  
Telephone: (978) 658-6000  
<http://www.criver.com>

Charles River is a leading global provider of solutions which accelerate the drug discovery and development process, including research models and associated services and outsourced preclinical services. Charles River provides products and services to global pharmaceutical companies and biotechnology companies, as well as government agencies and leading hospitals and academic institutions throughout the world, in order to bring drugs to market faster and more efficiently. Employing approximately 8,000 people, including approximately 500 professionals with advanced degrees, including Ph.D.s, D.V.M.s and M.D.s, Charles River has approximately 70 facilities in 16 countries. The company's broad portfolio of products and services enables customers to reduce costs, increase speed in bringing products to market and enhance their productivity and effectiveness in drug discovery and development.

***Research Models and Services***

Charles River has been supplying research models to the drug development industry since 1947. With approximately 150 different strains, we continue to maintain our position as the global leader in the production and sale of the most widely used rodent research model strains, principally genetically and virally defined purpose-bred rats and mice. We also provide a variety of related services that are designed to assist our customers in supporting the use of research models in drug development. With multiple facilities located on three continents (North America, Europe and Asia (Japan)), we maintain production centers, including a total of approximately 180 barrier rooms or isolator facilities, strategically located near our customers. In 2009, RMS accounted for 55% of our total net sales and approximately 45% of our employees, including approximately 130 science professionals with advanced scientific degrees.

Our Research Models and Services segment is comprised of (1) Research Models, (2) Research Model Services and (3) other related products and services. We currently offer four major categories of research models and services: Genetically Engineered Models and Services, Consulting and Staffing Services, Research Animal Diagnostic Services, and Discovery and Imaging Services. Included in other related products and services is our *in vitro* products business (testing for endotoxin contamination) and avian vaccine services.

***Preclinical Services***

Charles River is one of the two largest providers of preclinical services worldwide and offers particular expertise in the design, execution and reporting of general and specialty toxicology studies, especially those dealing with innovative therapies and biologicals. We currently provide preclinical services at multiple facilities located in the United States, Canada, Europe and Asia (China). Our PCS segment represented 45% of our total net sales in 2009 and employed 51% of our employees including approximately 375 science professionals with advanced scientific degrees. Charles River currently offers the following preclinical services, in which we include both *in vivo* and *in vitro* studies, supportive laboratory services and strategic preclinical consulting and program management to support product development from inception to proof of concept: toxicology; pathology services; bioanalysis, pharmacokinetics and drug metabolism; discovery support; biopharmaceutical services; and phase I clinical trials in healthy, normal and special populations.

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**WuXi**

WuXi PharmaTech (Cayman) Inc.  
288 Fute Zhong Road  
Waigaoqiao Free Trade Zone  
Shanghai 200131  
People's Republic of China  
<http://www.wuxiapptec.com>

WuXi is a leading pharmaceutical, biotechnology and medical device R&D outsourcing company, with operations in China and the United States. WuXi provides a broad and integrated portfolio of laboratory and manufacturing services throughout the R&D process to its customers, which include many of the world's premier pharmaceutical, biotechnology and medical device companies. WuXi's services are designed to assist its global customers in shortening the time and lowering the cost of pharmaceutical and medical device R&D by providing cost-effective and efficient outsourcing solutions. WuXi has more than 800 customers, including most of the largest pharmaceutical companies by revenues, many of whom have presented WuXi with awards for performance and continue to come back to WuXi for additional and integrated projects.

Since its founding in 2001, WuXi's core business has been to provide discovery chemistry services to synthesize small molecules at the beginning of the drug discovery process. Discovery chemistry continues to represent a large majority of revenues for WuXi's China-based laboratory services segment. In recent years, WuXi has added other services, including discovery biology, safety pharmacology, DMPK, bioanalytical services, manufacturing process R&D, clinical-trial-scale manufacturing, formulation and toxicology. The acquisition of AppTec Laboratory Services, Inc. expanded WuXi's capabilities beyond small molecules to large-molecule biologics and medical devices. WuXi continues broadening customer relationships with its expanded capabilities and integrated services.

WuXi is well-positioned to capitalize on the global trend of R&D outsourcing by emphasizing its experience, capabilities, quality, responsiveness, protection of customer intellectual property and reliability. WuXi's primary China-based facilities include a 1,006,000 square-foot R&D center in the Waigaoqiao Free Trade Zone in Shanghai, a 71,000 square-foot small-scale cGMP clinical manufacturing facility and a new 222,000 square-foot large-scale cGMP manufacturing plant in the Jinshan area of Shanghai, a 253,000 square-foot R&D center focused on discovery chemistry in Tianjin and a 314,000 square-foot preclinical toxicology facility in Suzhou. A portion of the toxicology facility began operations in the second half of 2009, and the remaining area is expected to be opened later based on business demand. WuXi's large-scale cGMP manufacturing facility is expected to open in the first half of 2010. WuXi's acquisition of AppTec established a U.S. presence with know-how in biologics and medical device testing, including three FDA-registered facilities. These U.S. facilities include an 82,000 square-foot R&D and manufacturing facility in St. Paul, Minnesota, a 51,000 square-foot testing facility in Atlanta, Georgia and a 75,000 square-foot R&D and testing facility in Philadelphia, Pennsylvania. Approximately 19,000 square feet of space in the Philadelphia facility used for biologics manufacturing operation was discontinued in December 2008. The space is available for future growth of biologics testing services.

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**REGULATORY AND OTHER APPROVALS REQUIRED FOR THE TRANSACTION**

Under the acquisition agreement, each of Charles River and WuXi has agreed to use its reasonable best efforts to take, or cause to be taken, all actions and to do, or cause to be done, all things necessary, proper or advisable under applicable law to consummate the transactions contemplated by the acquisition agreement, including (1) preparing and filing as promptly as practicable all documentation to effect all necessary filings, notices, petitions, statements, registrations, submissions of information, applications and other documents and (2) obtaining and maintaining all approvals, consents, registrations, permits, authorizations and other confirmations required to be obtained from any governmental entity or other third party that are necessary, proper or advisable to consummate the transactions contemplated by the acquisition agreement. WuXi has agreed to use its reasonable best efforts to prepare each of the documents required to be filed with the Grand Court of the Cayman Islands in connection with the scheme, to respond as promptly as reasonably practicable to any comments received from the Grand Court on such documents and perform other customary tasks which are necessary in connection with the preparation of documents, the solicitation of proxies, the holding of shareholder meetings and other customary formalities necessary in order to obtain the Grand Court's sanction of the transaction, and otherwise comply with all legal requirements applicable to the WuXi shareholder meeting and the Grand Court approval process.

It is a condition to each company's respective obligations to consummate the transaction that (1) any waiting period applicable to the transaction under the HSR Act will have expired or been terminated, (2) an interim order and a final order of the Grand Court shall have been obtained on terms consistent with the acquisition agreement and (3) the final order shall have been filed with the Registrar of Companies of the Cayman Islands within one business day of the issuance of the final order by the Grand Court. See "The Acquisition Agreement Principal Conditions to Completion of the Transaction Mutual Closing Conditions."

Charles River and WuXi believe there is no jurisdiction outside the United States and the Cayman Islands in which clearance for the acquisition is required. Each party's obligation to complete the transaction is further conditioned on the absence of any law, regulation or governmental action seeking to prohibit the consummation of the transaction. Charles River's obligations to complete the transaction is further conditioned on (1) the absence any litigation or proceeding by any governmental authority with respect to the transaction under the U.S. federal or state antitrust law that would reasonably be expected to have a material adverse effect on WuXi or Charles River and (2) the receipt of the approval of the Chinese antitrust authorities if the Chinese antitrust authorities have notified Charles River that such approval is required and the absence of any investigation by the Chinese antitrust authorities that would reasonably be expected to have a material adverse effect on WuXi or Charles River.

*U.S. Antitrust Filing.* Under the HSR Act and the rules and regulations promulgated thereunder, certain transactions, including the acquisition, may not be consummated unless certain waiting period requirements have expired or been terminated. Each of Charles River and WuXi filed a Pre-Merger Notification and Report Form pursuant to the HSR Act with the Justice Department and the Federal Trade Commission on May 11, 2010.

Charles River voluntarily withdrew this May 11, 2010 Pre-Merger Notification and Report Form and refiled on June 10, 2010. The refiling is a procedural step to provide the staff at the Federal Trade Commission with an additional 30 days following the refiling to review the information submitted by Charles River and WuXi. The new waiting period under the HSR Act will expire at 11:59 p.m., New York City time, on July 12, 2010, unless terminated earlier or extended by request for additional information.

At any time before the closing of the transaction, the Federal Trade Commission, the Justice Department or others could take action under the antitrust laws with respect to the transaction,



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including seeking to enjoin the completion of the transaction, to rescind the transaction or to require the divestiture of certain assets of Charles River or WuXi. There can be no assurance that the transaction will not be challenged on antitrust grounds or, if such a challenge is made, that the challenge will not be successful.

*Cayman Islands Court Sanction.* Pursuant to Section 86 of the Cayman Companies Law, the transaction requires court approval in the Cayman Islands. This requires WuXi to file a petition and a summons for directions with the Grand Court.

Subject to the scheme meeting being convened by the Grand Court and the shareholders of WuXi approving the transaction with the vote required pursuant to the Cayman Companies Law, a sanction hearing will be required to hear the petition and seek the Grand Court's sanction of the transaction. In determining whether to exercise its discretion and approve the transaction at the sanction hearing, the Grand Court will determine, among other things, whether the scheme is fair to the WuXi shareholders. Assuming that the scheme meeting is conducted in accordance with the Grand Court's orders, and that WuXi's shareholders approve the scheme proposal by the majorities required pursuant to the Cayman Companies Law, we are not aware of any reason why the Grand Court would not sanction the scheme at the sanction hearing. Nevertheless, the Grand Court's sanction is a matter for its discretion and there is no absolute assurance if, and or when such sanction will be obtained.

If obtained, the Grand Court's sanction of the scheme of arrangement will constitute the basis for an exemption under section 3(a)(10) of the Securities Act from the registration requirements of the Securities Act, with respect to the issuance of the Charles River common stock in exchange for the WuXi ordinary shares in connection with the acquisition. At the hearing, the Grand Court will be advised that its sanction of the scheme will constitute the basis for this exemption. **WuXi shareholders will be entitled to appear in person or by counsel at the sanction hearing. Information regarding the date, time and place of the sanction hearing will be included in the scheme document which will be sent by WuXi to WuXi shareholders prior to the scheme meeting.**

Other than the filings described above, neither Charles River nor WuXi is aware of any regulatory approvals required to be obtained, or waiting periods to expire, to complete the transaction. If the parties discover that other approvals or waiting periods are necessary, they will seek to obtain or comply with them. If any additional approval or action proves to be required, however, it is possible that Charles River or WuXi may not be able to obtain it. Even if Charles River or WuXi could obtain all necessary approvals, conditions may be placed on any such approval that could cause the transaction not to be completed.

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**THE TRANSACTION**

*The following discussion contains material information pertaining to the transaction. This discussion is subject and qualified in its entirety by reference to the acquisition agreement included as Annex A to this proxy statement. We urge you to read and review the entire acquisition agreement as well as the discussion in this proxy statement.*

**General**

This section provides material information about the transaction involving Charles River and WuXi and the circumstances surrounding the transaction. You can find a more detailed description of the terms of the acquisition agreement, including information about the conditions to completion of the transaction and the provisions for terminating the acquisition agreement, below under "The Acquisition Agreement."

We are furnishing this proxy statement to Charles River shareholders in connection with the solicitation of proxies by the board of directors of Charles River for use at the special meeting of Charles River shareholders and any adjournment or postponement of the meeting.

At the special meeting, holders of Charles River common stock will be asked to vote upon a proposal to issue shares of Charles River common stock in connection with the transaction and, if necessary, a proposal to approve an adjournment of the special meeting to solicit additional proxies in favor of the issuance of Charles River common stock in connection with the transaction.

**Approval by Charles River shareholders of the proposal to issue Charles River common stock in connection with the transaction is a condition to the completion of the transaction.**

**Structure of the Transaction**

Charles River will acquire all of the outstanding ordinary shares of WuXi by way of a scheme of arrangement under Section 86 of the Cayman Companies Law. At the closing of the acquisition, each holder of WuXi ordinary shares will be entitled to receive a combination of \$1.40625 in cash, without interest, and a number of shares of Charles River common stock equal to \$1.25 divided by the weighted average closing price of Charles River common stock on the NYSE for the 20 trading days ending on the second business day prior to closing (but in no event more than 0.0336 nor less than 0.0290 shares of Charles River common stock) for each outstanding WuXi ordinary share, subject to the payment by Charles River of cash in lieu of any fractional share of Charles River common stock. The ratio of shares of Charles River common stock that will be issued for each WuXi ordinary share is sometimes referred to in this proxy statement as the exchange ratio, the \$1.40625 in cash without interest that will be issued for each WuXi ordinary share is sometimes referred to in this proxy statement as the cash consideration, and the exchange ratio and the cash consideration are together sometimes referred to in this proxy statement as the acquisition consideration.

Upon completion of the transaction, the Charles River shareholders immediately prior to the transaction are expected to own approximately 78 percent of the outstanding common stock of the combined company immediately after the transaction, and the WuXi shareholders immediately prior to the transaction are expected to own approximately 22 percent of the outstanding common stock of the combined company immediately after the transaction. These figures were calculated based upon the number of shares of Charles River common stock outstanding as of June 25, 2010 and the number of shares of WuXi ordinary shares outstanding as of June 14, 2010 (not including WuXi ordinary shares reserved for issuance pursuant to outstanding convertible notes issued on February 9, 2007, or held by the depositary and reserved for issuance upon the exercise of WuXi stock option or restricted share unit awards).

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**Background of the Transaction**

Representatives of WuXi and Charles River, including Mr. James C. Foster, Chairman, President and Chief Executive Officer of Charles River, and Dr. Ge Li, Chairman and Chief Executive Officer of WuXi, periodically have engaged in discussions regarding the companies' industry and potential areas of commercial collaboration. In mid-September 2009, at a dinner meeting, Mr. Foster inquired as to whether Dr. Li would consider exploring a potential strategic transaction between Charles River and WuXi. Later in September, Dr. Li indicated to Mr. Foster that he would be prepared to engage in exploratory discussions. From late September into mid-October 2009, Dr. Li and Mr. Foster engaged in preliminary discussions regarding a potential transaction, both directly and through representatives of Credit Suisse Securities (USA) LLC, or Credit Suisse, and J.P. Morgan, the financial advisors to WuXi and Charles River, respectively.

On October 5, 2009, at a special meeting of the Charles River board of directors held by teleconference, the board authorized Mr. Foster to continue discussions with WuXi regarding its potential acquisition by Charles River.

On October 21, 2009, at a regular meeting of the Charles River board of directors, the board reviewed with representatives of J.P. Morgan possible terms for an acquisition of WuXi. After an extensive discussion, the board authorized Mr. Foster to submit an indicative proposal for the acquisition of WuXi for combined cash and equity consideration within a range of \$17.00 to \$18.00 per WuXi ADS.

On October 22, 2009, at a special meeting of the WuXi board of directors held by teleconference, the board reviewed the status of the Charles River discussions with representatives of Credit Suisse. The board indicated that WuXi should pursue further discussions with Charles River and appointed a committee of three directors consisting of Dr. Li, Mr. Stewart Hen and Mr. Jeff Leng, to facilitate an efficient negotiation process and seek guidance and authorization from the full board when decisions regarding a potential transaction were required.

Later on October 22, 2009, Charles River provided to WuXi an indicative proposal with a value of \$17.00 to \$18.00 per WuXi ADS, consisting of \$8.50 to \$9.00 in cash and \$8.50 to \$9.00 in Charles River common stock.

On October 27, 2009, at a special meeting of the WuXi board of directors held by teleconference, the board reviewed the proposal from Charles River with representatives of Credit Suisse. Representatives of Credit Suisse discussed with the board its preliminary financial analysis of the proposal and certain strategic alternatives that might be available to WuXi. After discussion and deliberations, the board determined that the discussions between representatives of WuXi and Charles River regarding a potential transaction should continue.

On October 30, 2009, representatives of Credit Suisse and WuXi contacted representatives of J.P. Morgan and Charles River to communicate that the WuXi board of directors was willing to consider the possibility of a transaction, but not on the financial terms presented by Charles River on October 22, 2009. During the course of the discussions, Dr. Li indicated to Mr. Foster that, subject to execution of a mutually acceptable confidentiality agreement, WuXi would provide Charles River and its financial advisor with certain WuXi non-public financial projections for 2010. On November 4, 2009, WuXi, through representatives of Credit Suisse, delivered to Charles River the 2010 financial projections discussed on the October 30, 2009 call.

On November 13, 2009, Dr. Li and Mr. Edward Hu, Chief Operating Officer and (at that time) Acting Chief Financial Officer of WuXi, met with Mr. Foster and Mr. Thomas Ackerman, Corporate Executive Vice President and Chief Financial Officer of Charles River, in New York City to discuss their respective companies and a potential transaction. Representatives of Credit Suisse and J.P. Morgan also participated in the meeting. At this meeting and during the next several days,

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representatives of Charles River and WuXi and their respective financial advisors discussed the financial projections provided by WuXi.

On November 17, 2009, the Charles River board of directors held a special meeting by teleconference, together with members of senior management and representatives of J.P. Morgan, to consider and evaluate the potential transaction. At this meeting, the board further discussed WuXi as a potential acquisition candidate, was updated on the status of ongoing negotiations, and considered the financial aspects of the proposed transaction. At the conclusion of this meeting, following a lengthy discussion, the board authorized Charles River management to continue negotiations with WuXi and to make a proposal to acquire WuXi for combined cash and equity consideration of up to \$20.00 per WuXi ADS.

On November 19, 2009, Charles River provided to WuXi a revised indicative proposal with a value of \$20.00 per WuXi ADS, consisting of \$10.00 in cash and \$10.00 in Charles River common stock.

On November 23, 2009, at a special meeting of the WuXi board of directors held by teleconference, the board reviewed the Charles River proposal of November 19 with representatives of Credit Suisse and Cravath, Swaine & Moore LLP, or Cravath, special counsel to WuXi. Representatives of Cravath reviewed with the board their fiduciary duties, and representatives of Credit Suisse discussed with the board certain financial aspects of the Charles River proposal. The board determined that the discussions between representatives of WuXi and Charles River regarding a potential transaction should continue.

From late November 2009 until mid-December 2009, WuXi, Charles River and their respective legal and financial advisors, including O'Melveny & Myers LLP, or O'Melveny, regular outside counsel to WuXi, and Davis Polk & Wardwell LLP, or Davis Polk, outside counsel to Charles River, engaged in discussions regarding a potential transaction and began a mutual due diligence process. Representatives of each party's legal and financial advisors periodically updated and received instructions from their respective clients regarding these discussions. However, WuXi and Charles River did not reach an agreement with respect to a potential transaction at that time.

On March 7, 2010, Mr. Foster contacted Dr. Li to continue discussions regarding a potential strategic transaction between Charles River and WuXi.

On March 23, 2010, at Charles River's request, WuXi, through representatives of Credit Suisse and J.P. Morgan, provided Charles River with certain WuXi non-public financial projections for 2010, 2011 and 2012.

On March 25, 2010, with the approval of the Charles River board of directors, Charles River provided to WuXi an indicative proposal with a value of \$20.00 per WuXi ADS, consisting of \$10.00 in cash and \$10.00 in Charles River common stock.

On March 27, 2010, at a special meeting of the WuXi board of directors held by teleconference, the board reviewed the Charles River proposal of March 25, 2010 with representatives of Credit Suisse and Cravath. The board was provided with an update on communications with Charles River and its financial advisor. The board determined that the discussions between representatives of WuXi and Charles River regarding a potential transaction should continue.

On March 29, 2010, representatives of J.P. Morgan were contacted by representatives of Credit Suisse, who communicated that the WuXi board of directors was still willing to consider the possibility of a transaction, but not on the financial terms presented by Charles River on March 25, 2010.

On March 30, 2010, at a special meeting of the Charles River board of directors held by teleconference, the board discussed certain financial aspects of the Charles River proposal with representatives of J.P. Morgan. Following the discussion, the board authorized Mr. Foster to increase Charles River's indicative proposal within certain parameters.

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Over the course of the next two weeks, at the direction of WuXi and Charles River, the parties' financial and legal representatives engaged in further discussions regarding the value of Charles River's indicative proposal and other terms of a potential acquisition, while periodically providing updates and receiving instructions from their respective clients.

On April 7, 2010, representatives of J.P. Morgan provided to representatives of Credit Suisse an updated indicative proposal with a value of \$21.25 per WuXi ADS, consisting of \$11.25 in cash and \$10.00 in Charles River common stock.

On April 8, 2010, at a special meeting of the WuXi board of directors held by teleconference, the board reviewed the Charles River proposal of April 7. The board was also provided with an update on communications with Charles River and its financial advisor. The board determined that the discussions between representatives of WuXi and Charles River should continue.

From early April 2010 until the announcement of the transaction, each of Charles River and WuXi conducted due diligence on the other party, and representatives of WuXi and Charles River and their respective financial and legal advisors continued their negotiations and exchanged drafts of the acquisition agreement and the ancillary documents relating to the acquisition. The legal and financial representatives of each of WuXi and Charles River periodically updated and received instructions from their respective clients regarding these negotiations.

On April 23, 2010, the Charles River board of directors held a special meeting by teleconference with Charles River senior management and representatives of J.P. Morgan and Davis Polk to further consider and evaluate the potential transaction. At this meeting, the board reviewed the strategic, operational and financial aspects of the proposed acquisition, and received an update on the progress of business, financial and legal due diligence. Also at this meeting, representatives of J.P. Morgan reviewed with the board its financial analysis of the consideration to be paid to the holders of WuXi ordinary shares pursuant to the acquisition agreement and representatives of Davis Polk reviewed with the board their fiduciary duties and the proposed terms of the acquisition agreement. At the conclusion of the meeting, the board authorized Charles River management to continue due diligence and negotiation of transaction terms with WuXi.

On April 24, 2010, the parties tentatively reached an understanding that the acquisition agreement would provide for consideration of \$21.25 per WuXi ADS, consisting of \$11.25 in cash and \$10.00 in Charles River common stock, based on a floating exchange ratio subject to a symmetrical 7.5% collar. Over the next day, representatives of Cravath and Davis Polk continued to negotiate the terms and exchange drafts of the acquisition agreement and the ancillary documents relating to the acquisition.

On April 25, 2010, the Charles River board of directors held a special meeting by teleconference to consider the acquisition and review, with representatives of Davis Polk, the revised terms of the draft acquisition agreement that had been negotiated between representatives of WuXi and Charles River. Also at this meeting, representatives of J.P. Morgan reviewed with the board its financial analysis of the consideration to be paid to the holders of WuXi ordinary shares pursuant to the acquisition agreement and delivered to the board an oral opinion, which opinion was confirmed by delivery of a written opinion dated April 26, 2010, to the effect that as of that date and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth therein, the consideration to be paid by Charles River pursuant to the proposed transaction was fair, from a financial point of view, to Charles River. Following further discussion and deliberations, the board unanimously approved and declared advisable the acquisition agreement and the transactions contemplated thereby, including the acquisition, and resolved to recommend that Charles River's shareholders approve the issuance of Charles River common stock in connection with the acquisition.

Also on April 25, 2010, the WuXi board of directors held a special meeting by teleconference to consider the acquisition and review the draft acquisition agreement that had been negotiated between representatives of WuXi and Charles River. Representatives of Cravath reviewed with the board their

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fiduciary duties and reviewed with the board the proposed terms of the acquisition agreement. Also at this meeting, representatives of Credit Suisse reviewed with the board its financial analysis of the consideration to be received by the holders of WuXi ordinary shares pursuant to the acquisition agreement and delivered to the board an oral opinion, which opinion was confirmed by delivery of a written opinion dated April 26, 2010, to the effect that as of that date and based upon and subject to the qualifications, limitations and assumptions set forth therein, the consideration to be received by the holders of WuXi ordinary shares pursuant to the acquisition agreement was fair, from a financial point of view, to such holders. Following further discussion and deliberations, the board unanimously approved the acquisition agreement and the transactions contemplated thereby, including the acquisition, and resolved to recommend that WuXi's shareholders approve the scheme.

Following the unanimous approval of the acquisition and the other transactions contemplated by the acquisition agreement by the boards of directors of both WuXi and Charles River, representatives of Cravath, O'Melveny and Davis Polk finalized the documentation for the proposed transaction and, thereafter, the acquisition agreement and the ancillary documents relating to the acquisition were executed and delivered.

On April 26, 2010, WuXi and Charles River issued a press release announcing the acquisition. The material terms of the acquisition agreement are described below under "The Acquisition Agreement," beginning on page 54 of this proxy statement, which is attached as Annex A to this proxy statement.

**Charles River's Reasons for the Transaction; Recommendation of the Charles River Board of Directors**

The Charles River board of directors believes that the transaction will create the first global early-stage contract research organization, or CRO, to offer fully integrated drug research and development services from molecule creation to first in-human testing. The Charles River board of directors believes that the transaction significantly expands Charles River's services portfolio and strengthens its global footprint in the growing market for pharmaceutical research and development products and services. The Charles River board of directors considered the factors set forth below in reaching these conclusions.

*Strategic Benefits.* The Charles River board of directors believes that the transaction brings together two global leaders in *in vivo* biology and chemistry with complementary businesses to create a leading player across multiple disciplines in the drug discovery and development spectrum. The two businesses have highly complementary portfolios with limited overlap, and the combined company will offer an extended portfolio of products and outsourced services from molecule creation to first-in-human testing to multinational pharmaceutical, biotechnology and medical device companies and academic and government institutions. These organizations increasingly seek the flexibility to access high quality, early-stage drug development expertise from one global company which affords them the opportunity to work in the locale which best suits their needs: North America, Europe or China.

*Revenue Growth.* The Charles River board of directors believes that acquisition of WuXi will provide an opportunity to diversify the revenue base and enhance revenue growth while expanding Charles River's margins. This revenue growth will be fueled by discovery and chemistry services (a rapidly growing business segment as pharmaceutical companies increasingly choose to outsource these services), GLP (good laboratory practice) safety assessment in China, manufacturing services, new upstream and downstream business opportunities and expanded market share due to an expanded portfolio of products.

*Synergies.* The Charles River board of directors considered management's estimates that, as a result of the transaction, the combined company is expected to achieve annual pre-tax cost synergies of approximately \$20 million, beginning in 2011, principally from reduction in public company-related expenses and other corporate expenses, refinement of certain operating units and other selling, general and administrative expenses. The Charles River board of directors also considered management's assessment of opportunities for revenue synergies through cross-selling to existing clients (both upstream and downstream) and by leveraging Charles River's sales force to expand WuXi's penetration of small to midsized biopharmaceutical companies and academic accounts.

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*Compatible Cultures.* The Charles River board of directors believes that the similar business approaches and management cultures of Charles River and WuXi will help to ease the process of integrating the two companies. The board believes that both companies are well-managed, generate strong cash flows and value their employees, with each company achieving notable levels of employee longevity.

*Opinion of Financial Advisor.* The Charles River board of directors considered the oral opinion of J.P. Morgan rendered to the Charles River board on April 25, 2010, which opinion was confirmed by delivery of a written opinion dated April 26, 2010, that, as of such date and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its opinion, the acquisition consideration to be paid by Charles River was fair, from a financial point of view, to Charles River. The J.P. Morgan opinion is more fully described below under "Opinion of Charles River's Financial Advisor." The full text of the J.P. Morgan opinion, dated April 26, 2010, is attached as Annex B to this proxy statement. Charles River shareholders are urged to read the J.P. Morgan opinion carefully and in its entirety.

*Governance.* The Charles River board of directors considered the fact that James C. Foster is expected to be the Chairman, President and Chief Executive Officer of the combined company. The board also considered the terms of the acquisition agreement which provide that, upon completion of the transaction, 10 of the 13 members of the board of directors will be historical Charles River directors, and of the remaining three members, one will be Dr. Ge Li (the current Chairman and Chief Executive Officer of WuXi) and the other two will be designated by WuXi and which further provide that, in connection with its two annual shareholder meetings following the closing, Charles River is required to include WuXi's three designees (or, if Charles River's Corporate Governance and Nominating Committee determines that any of them does not meet Charles River's director qualification requirements, replacement nominees designated by Dr. Li) in its proxy statement as part of the "management slate" recommended for election to its board.

*Other Terms of the Acquisition Agreement.* The Charles River board of directors considered the other terms and conditions of the acquisition agreement, including but not limited to the conditions to closing, the termination fees payable under certain circumstances and the restrictions imposed on the conduct of the respective businesses of Charles River and WuXi in the period prior to closing.

The Charles River board of directors also considered potential adverse consequences and negative factors, primarily consisting of the following, but concluded that the positive factors outweighed these negative factors:

*Risk Factors.* The Charles River board of directors considered the risks described in this proxy statement under "Risk Factors," including the challenges and costs inherent in integrating two businesses the size of Charles River and WuXi and the management time and effort from both Charles River and WuXi executives that will be required to successfully achieve that integration.

*Transaction Risk.* The Charles River board of directors considered the risk that the transaction would not be consummated, whether as a result of regulatory delays or otherwise.

*Interests of Directors and Officers.* In its review of the proposed transaction, the Charles River board of directors reviewed and considered the interests that certain officers and directors of Charles River may have with respect to the transaction. These interests are described under the heading "Interests of Certain Persons in the Transaction."

Due to the variety of factors and the quality and amount of information considered, the Charles River board of directors did not find it practicable to and did not make specific assessments of, quantify or assign relative weights to the specific factors considered in reaching its determination to approve the acquisition agreement and the related transactions and the issuance of Charles River

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common stock in connection with the transaction. Instead, the Charles River board of directors made its determination after consideration of all factors taken together. In addition, individual members of the Charles River board of directors may have given different weight to different factors. Some information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors discussed under "Cautionary Statement Regarding Forward-Looking Statements."

***Recommendation of the Charles River Board of Directors.*** At a meeting held on April 25, 2010, after due consultation with Charles River's management and advisors, the Charles River board of directors unanimously determined that the acquisition agreement and the transactions contemplated by the acquisition agreement are fair to and in the best interests of Charles River and its shareholders and approved the acquisition agreement and the related transactions and the issuance of Charles River common stock in connection with the transaction. The Charles River board of directors recommends that Charles River shareholders vote

**FOR the issuance of Charles River common stock in connection with the transaction; and**

**FOR the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of such issuance.**

**Board of Directors and Management of Charles River Following the Transaction**

At the closing of the transaction, the Charles River board of directors will consist of 13 directors, 10 of whom will be Charles River directors prior to the transaction and three of whom will be designated by WuXi. WuXi has selected Dr. Ge Li as one of its designees to the Charles River board and will select two other individuals prior to the closing. In connection with its two annual shareholder meetings following the closing, Charles River is required to include WuXi's three designees (or, if Charles River's Corporate Governance and Nominating Committee determines that any of them does not meet Charles River's director qualification requirements, replacement nominees designated by Dr. Li) in its proxy statement as part of the "management slate" recommended for election to its board.

At the closing of the transaction, James C. Foster is expected to continue to be Chairman, President and Chief Executive Officer of the combined company and Dr. Li, currently Chairman and Chief Executive Officer of WuXi, is expected to be appointed Corporate Executive Vice President and President, Global Discovery and China Services of the combined company. Thomas F. Ackerman is expected to continue as Chief Financial Officer of the combined company after the closing of the transaction.

See "Interests of Certain Persons in the Transaction Charles River" for a description of the material interests of the directors and executive officers of Charles River in the transaction that are in addition to, or different than, their interests as shareholders. Additional information about the current directors and executive officers of Charles River can be found in the Annual Report on Form 10-K for the fiscal year ended December 26, 2009, of Charles River, which is incorporated by reference into this proxy statement. See "Where You Can Find More Information" beginning on page 95.

**Headquarters**

After completion of the transaction, Charles River will retain the name Charles River Laboratories International, Inc. and will continue to have its headquarters and principal executive offices in Wilmington, Massachusetts.

**Public Trading Markets**

The Charles River common stock is currently listed on the NYSE under the symbol "CRL." WuXi ADSs (each representing eight underlying ordinary shares) are currently listed on the NYSE under the



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symbol "WX." Upon completion of the transaction, WuXi ADSs will be delisted from the NYSE and will be deregistered under the Securities Exchange Act of 1934, as amended, which is referred to in this proxy statement as the Exchange Act. The Charles River common stock to be issued in connection with the transaction will be listed on the NYSE.

As reported on the NYSE, the closing sale price per share of Charles River common stock on April 23, 2010, the last business day prior to the announcement of the transaction, was \$39.77. As reported on the NYSE, the closing sale price per WuXi ADS on that date was \$16.57 (implying an underlying price per WuXi ordinary share of \$2.07). Assuming the Charles River average price were equal to the closing price of Charles River common stock on the NYSE on April 23, 2010, the implied value of the acquisition consideration to be received by WuXi shareholders in the transaction is \$2.66 per ordinary share or \$21.25 per WuXi ADS.

As reported on the NYSE, the closing sale price per share of Charles River common stock on June 25, 2010, the most recent practicable date prior to the date of this proxy statement, was \$35.44. As reported on the NYSE, the closing sale price per WuXi ADS on that date was \$16.26 (implying an underlying price per WuXi ordinary share of \$2.03). Assuming the Charles River average price were equal to the closing price of Charles River common stock on the NYSE on June 25, 2010, the implied value of the acquisition consideration to be received by WuXi shareholders in the transaction is \$2.60 per ordinary share or \$20.78 per WuXi ADS. This value will fluctuate prior to the completion of the acquisition as a result of changes in the market value of Charles River common stock.

**Appraisal Rights**

Charles River shareholders are not entitled to appraisal rights under Delaware law in connection with the acquisition. WuXi shareholders are not entitled to appraisal rights under Cayman Islands law in connection with the acquisition.

**Transaction Financing**

Charles River will have cash requirements of approximately \$885 million in connection with the transaction, including both the cash consideration and transaction costs. As of March 27, 2010, Charles River had approximately \$234 million of cash, cash equivalents and short-term investments and access to \$119.4 million of credit facilities. Charles River has obtained a commitment letter from J.P. Morgan Securities Inc. and Banc of America Securities LLC (together the "arrangers") for \$1.2 billion in new senior secured credit facilities, to consist of (1) \$950 million under a five-year term loan facility and (2) \$250 million under a five-year revolving credit facility, in order to, among other things, refinance Charles River's existing credit facilities and finance a portion of the cash consideration and transaction costs. The availability of the new credit facilities is subject to certain conditions contained in the commitment letter, including (1) the absence of any event, occurrence, development or state of circumstances or facts (subject to certain specified exceptions) that has had or would reasonably be expected to have, individually or in the aggregate, a material adverse effect on the financial condition, business, assets or results of operations of Charles River, WuXi and their respective subsidiaries, taken as a whole, (2) Charles River's delivery of a solvency certificate to the arrangers, (3) the delivery of satisfactory definitive financing documentation, (4) Charles River having a maximum total leverage ratio of 3.50 to 1.00, (5) Charles River, WuXi and their respective subsidiaries having other indebtedness (subject to certain exceptions) not in excess of \$40 million and (6) other customary closing conditions more fully set forth in the commitment letter.

Pricing for the loans under the credit facility will be, at the option of Charles River, LIBOR plus an applicable margin ranging from 2.00% to 2.75% per annum or alternate base rate plus an applicable margin ranging from 1.00% to 1.75% per annum, in each case to be determined in accordance with Charles River's total leverage ratio. In addition, Charles River will pay a commitment fee ranging from 0.25% to 0.50% per annum on the unused portion of the revolving credit facility, to be determined in

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accordance with Charles River's total leverage ratio. Subject to certain limitations, the arrangers are entitled, after consultation with Charles River, at any time on or prior to the earlier of a successful syndication of the credit facilities and the date that is 60 days after the closing date of the credit facilities, to change the pricing, terms, tranching and tenor of the credit facilities if the arrangers determine (1) that such changes are necessary to ensure a successful syndication or (2) that a successful syndication could not be consummated.

Charles River has represented to WuXi in the acquisition agreement that, as of the date of the acquisition agreement, no event has occurred which would constitute a breach or default on the part of Charles River or, to the actual knowledge of Charles River, any other party to the commitment letter, under the commitment letter and that, subject to WuXi's compliance with its obligations under the acquisition agreement, Charles River does not have any reason to believe that any of the conditions to the committed financing will not be satisfied or that the committed financing or any other funds necessary to pay the aggregate acquisition consideration and to make all other necessary payments by Charles River in connection with the transaction, will not be available to Charles River on the closing date. The availability of such funds is not a condition to Charles River's obligation to complete the transaction.

**Certain U.S. Federal Securities Law Matters; Resale Restrictions**

The Charles River common stock to be issued to holders of WuXi ordinary shares as part of the acquisition consideration will not be registered under the Securities Act. Such securities will instead be issued in reliance upon the exemption provided by Section 3(a)(10) of the Securities Act. Section 3(a)(10) exempts securities issued in exchange for one or more bona fide outstanding securities, where the terms and conditions of such issuance and exchange are approved, after a hearing upon the fairness of such terms and conditions at which all persons to whom it is proposed to issue securities in such exchange will have the right to appear, by any court expressly authorized by law to grant such approval. The Staff of the SEC has stated in Revised Staff Legal Bulletin No. 3A (June 18, 2008) that the term "any court" in Section 3(a)(10) may include a foreign court. As described above, in connection with the plan of arrangement, the Grand Court of the Cayman Islands will conduct a hearing to determine the fairness of the terms and conditions of the acquisition, including the acquisition consideration to be received by WuXi shareholders. The Grand Court will be advised at the hearing that if the terms and conditions of the acquisition are approved by the Grand Court, the Charles River common stock issued as part of the acquisition consideration will not be registered under the Securities Act pursuant to the Section 3(a)(10) exemption.

Holders of Charles River common stock issued as part of the acquisition consideration will be subject to U.S. federal and state securities laws, including the Securities Act. WuXi shareholders who are not affiliates of Charles River within 90 days prior to the effective date may generally resell the Charles River common stock they receive as acquisition consideration without regard to Rule 144 under the Securities Act, as such Charles River common stock would not constitute "restricted stock" within the meaning of Rule 144(a)(3) under the Securities Act. WuXi shareholders who are affiliates of Charles River within 90 days prior to the closing, or who will be affiliates of the combined company after the closing, will be subject to restrictions on resale imposed by the Securities Act with regards to the Charles River common stock they receive as acquisition consideration, and may be able to resell such Charles River common stock in accordance with the provisions of Rule 144 under the Securities Act.

For purposes of the above, an affiliate of an issuer is a person that directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the issuer and will generally include the directors, executive officers and certain large shareholders of the issuer.

**The above discussion is a general overview of certain requirements of applicable U.S. federal securities laws. You are advised to consult with your own legal advisors to ensure that the resale of Charles River common stock complies with applicable U.S. federal and state securities laws.**

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**OPINION OF CHARLES RIVER'S FINANCIAL ADVISOR**

Pursuant to an engagement letter dated December 7, 2009, Charles River retained J.P. Morgan as its financial advisor in connection with the proposed transaction and to deliver a fairness opinion in connection with the transaction.

At the meeting of the Charles River board of directors on April 25, 2010, J.P. Morgan rendered its oral opinion, which opinion was confirmed by delivery of a written opinion dated April 26, 2010, to the Charles River board of directors that, as of such date and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its opinion, the consideration to be paid by Charles River in the proposed transaction was fair, from a financial point of view, to Charles River. No limitations were imposed by the Charles River board of directors upon J.P. Morgan with respect to the investigations made or procedures followed by it in rendering its opinion. The issuance of J.P. Morgan's opinion was approved by a fairness opinion committee of J.P. Morgan. The J.P. Morgan written opinion, dated April 26, 2010, is sometimes referred to herein as the J.P. Morgan opinion.

**The full text of the written opinion of J.P. Morgan which sets forth, among other things, the assumptions made, procedures followed, matters considered, and qualifications and limitations on the review undertaken by J.P. Morgan in connection with its opinion, is attached as Annex B to this proxy statement and is incorporated herein by reference. The description of the J.P. Morgan opinion is qualified in its entirety by reference to the full text of the opinion set forth in Annex B. Charles River shareholders are urged to read the opinion carefully and in its entirety. J.P. Morgan's written opinion is addressed to the Charles River board of directors and addresses only the fairness, from a financial point of view, to Charles River of the consideration to be paid in connection with the transaction and does not address the underlying decision by Charles River to enter into the transaction.**

In arriving at its opinion, J.P. Morgan, among other things: