

CHARLES RIVER LABORATORIES INTERNATIONAL INC  
Form POS AM  
September 12, 2005

As filed with the Securities and Exchange Commission on September 12, 2005

Registration No. 333-92383

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 3 TO  
FORM S-1 ON FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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## CHARLES RIVER LABORATORIES INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**06-1397316**

(I.R.S. employer  
Identification number)

**251 Ballardvale Street  
Wilmington, Massachusetts 01887  
(978) 658-6000**

(Address, including zip code, and telephone number, including area code, of  
Registrant's principal executive offices)

**Joanne Acford  
General Counsel  
Charles River Laboratories  
International, Inc.  
251 Ballardvale Street  
Wilmington, Massachusetts 01887  
(978) 658-6000**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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Copies to:

**Richard D. Truesdell, Jr.**  
**Davis Polk & Wardwell**  
**450 Lexington Avenue**  
**New York, New York 10017**  
**(212) 450-4000**

Approximate date of commencement of proposed sale to the public: from time to time after the effective date.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.   
333-92383

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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**EXPLANATORY NOTE**

We initially issued the warrants in a transaction exempt from the registration requirements of the Securities Act of 1933. Each warrant entitles the holder to purchase 7.60 shares of our common stock at an exercise price of \$5.19 per share, subject to adjustment in some circumstances. We filed a registration statement (Registration No. 333-92383) in order to permit the holders of these warrants and shares of our common stock acquired on exercise of these warrants to resell those securities in transactions that are registered under the Securities Act of 1933.

This Post-Effective Amendment No. 3 to Registration Statement on Form S-1 on Form S-3 (File No. 333-92383) is filed solely to add the following additional selling security holders to the table appearing on pages 52 through 55 of the Registration Statement:

Name and Address of Holders	Number of Warrants	Number of Warrants and Underlying Common Stock Owned Prior to Resale of Warrants		Percentage of Common Stock Owned Prior to Resale	Ownership After Resale of Warrants	
		Number of Shares Underlying the Warrants			Number of Warrants Offered by Holder	Percentage of Shares of Common Stock
Basso Holdings Ltd. (f/k/a AIG SoundShore Holdings Ltd.) 1266 East Main Street Stamford, CT 06902	12,000	91,200			12,000	
DKR SoundShore Strategic Holding Fund Ltd. (f/k/a AIG SoundShore Strategic Holding Fund Ltd.) 1281 East Main Street Stamford, CT 06902	3,000	22,800			3,000	

None of the above holders has a material relationship with us, except as described in the Registration Statement, as amended.

The contents of the Registration Statement on Form S-1 on Form S-3 (File No. 333-92383) are incorporated by reference herein.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 16. EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
23.1*	Consent of PricewaterhouseCoopers LLP.

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\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Massachusetts, on the 12th day of September, 2005.

CHARLES RIVER LABORATORIES INTERNATIONAL, INC.

By: /s/ Thomas F. Ackerman  
Thomas F. Ackerman  
Corporate Senior Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed by the following persons in the capacities indicated on September 12, 2005.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed by the following persons in the capacities indicated as of September 12, 2005.

<b>Signatures</b>	<b>Title</b>
By: /s/ James C. Foster James C. Foster	President, Chief Executive Officer and Chairman
By: /s/ Thomas A. Ackerman Thomas F. Ackerman	Corporate Senior Vice President and Chief Financial Officer
By: /s/ Stephen D. Chubb Stephen D. Chubb	Director
By: /s/ George E. Massaro George E. Massaro	Director
By: /s/ Linda McGoldrick Linda McGoldrick	Director
By: /s/ George M. Milne, Jr. George M. Milne, Jr.	Director



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By: /s/ Douglas E. Rogers  
Douglas E. Rogers Director

By: /s/ Samuel O. Thier  
Samuel O. Thier Director

By: /s/ William H. Waltrip  
William H. Waltrip Director

EXHIBIT INDEX

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