

CHARLES RIVER LABORATORIES INTERNATIONAL INC
Form 10-K/A
April 12, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A
Amendment No. 1**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

FOR THE FISCAL YEAR ENDED DECEMBER 27, 2003

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM TO
Commission File No. 333-92383**

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 No.)*

**251 Ballardvale Street
Wilmington, Massachusetts**
(Address of Principal Executive Offices)

01887
(Zip Code)

(Registrant's telephone number, including area code): (978) 658-6000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, \$0.01 par value

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

On June 28, 2003, the aggregate market value of the Registrant's voting common stock held by non-affiliates of the Registrant was approximately \$1,453,176,300.

As of March 3, 2004, there were outstanding 46,074,943 shares of the Registrant's common stock, \$0.01 par value per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Definitive Proxy Statement for its 2004 Annual Meeting of Stockholders scheduled to be held on May 12, 2004 (the 2004 Proxy Statement), which will be filed with the Securities and Exchange Commission not later than 120 days after December 27, 2003, are incorporated by reference into Part III of this Annual Report on Form 10-K. With the exception of the portions of the 2004 Proxy Statement expressly incorporated into this Annual Report on Form 10-K by reference, such document shall not be deemed filed as part of this Form 10-K.

EXPLANATORY NOTE

Charles River Laboratories International, Inc. is filing this amendment to Form 10-K for the year ended December 27, 2003, filed with the Securities and Exchange Commission on March 10, 2004, to amend the cover sheet by removing the check mark from the box relating to Item 405 of Regulation S-K. Otherwise, the Form 10-K is not amended in any way by this Amendment No. 1.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHARLES RIVER LABORATORIES INTERNATIONAL, INC.

Date: April 8, 2004

By: /s/ THOMAS F. ACKERMAN

Thomas F. Ackerman
Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities indicated below and on the dates indicated.

| <u>Signatures</u> | <u>Title</u> | <u>Date</u> |
|--|---|---------------|
| By: /s/ JAMES C. FOSTER <hr/> James C. Foster | President, Chief Executive Officer and Chairman | April 8, 2004 |
| By: /s/ THOMAS F. ACKERMAN | Senior Vice President and Chief Financial Officer | April 8, 2004 |

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| Signatures | Title | Date |
|--|----------|---------------|
| <hr/> Thomas F. Ackerman | | |
| By: /s/ ROBERT CAWTHORN <hr/> Robert Cawthorn | Director | April 8, 2004 |
| By: /s/ STEPHEN D. CHUBB <hr/> Stephen D. Chubb | Director | April 8, 2004 |
| By: /s/ GEORGE E. MASSARO <hr/> George E. Massaro | Director | April 8, 2004 |
| By: /s/ GEORGE M. MILNE <hr/> George M. Milne | Director | April 8, 2004 |
| By: /s/ DOUGLAS E. ROGERS <hr/> Douglas E. Rogers | Director | April 8, 2004 |
| By: /s/ SAMUEL O. THIER <hr/> Samuel O. Thier | Director | April 8, 2004 |
| By: /s/ WILLIAM H. WALTRIP <hr/> William H. Waltrip | Director | April 8, 2004 |

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EXHIBIT INDEX

| Exhibit Index | Description |
|---------------|---|
| 31.1* | Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer |
| 31.2* | Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer |
| 32.1* | Section 1350 Certification of the Chief Executive Officer |
| 32.2* | Section 1350 Certification of the Chief Financial Officer |

*
Filed herewith

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