

CHARLES RIVER LABORATORIES INTERNATIONAL INC  
Form SC 13D/A  
June 16, 2010

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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SCHEDULE 13D\*  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 1) (1)

Charles River Laboratories International, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value per share

-----  
(Title of Class of Securities)

159864107

-----  
(CUSIP Number)

Marc Weingarten, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 16, 2010

-----  
(Date of Event which Requires  
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

DOC ID-11199599.2

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
JANA PARTNERS LLC  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS\*  
  
AF  
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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2 (d) or 2 (e) [ ]  
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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

7 SOLE VOTING POWER  
  
4,657,695  
-----

8 SHARED VOTING POWER  
  
-0-  
-----

9 SOLE DISPOSITIVE POWER  
  
4,657,695  
-----

10 SHARED DISPOSITIVE POWER  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

-0-

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

4,657,695  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\*

[ ]  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.0%  
-----

14 TYPE OF REPORTING PERSON\*

IA  
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\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 159864107

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The Schedule 13D filed on June 7, 2010 (the "Schedule 13D") by JANA Partners LLC, a Delaware limited liability company (the "Reporting Person"), relating to the shares ("Shares") of common stock, \$0.01 par value per share, of Charles River Laboratories International, Inc., a Delaware corporation (the "Issuer"), is hereby amended as set forth below by this Amendment No. 1 to the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is being amended and supplemented by the addition of the following:

On June 16th, 2010, the Reporting Person sent a letter to James C. Foster, the Issuer's Chairman, President and Chief Executive Officer, attached hereto as Exhibit C and incorporated herein by reference.

Item 5. Interest in Securities of the Company.

Paragraph (c) of Item 5 of the Schedule 13D is hereby amended and restated as follows:

(c) There have been no transactions in the Shares effected by the Reporting Person during the past sixty days.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is being amended and supplemented by the addition of the following:

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3. Exhibit C: Letter to James C. Foster dated June 16, 2010

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 16, 2010

JANA PARTNERS LLC

By: /s/ Jennifer Fanjiang

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Name: Jennifer Fanjiang

Title: Deputy General Counsel