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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 7, 2005

Charles River Laboratories International, Inc.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Delaware

001-15943

06-1397316

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

\_\_\_\_\_  
(I.R.S. Employer  
Identification No.)

251 Ballardvale St., Wilmington, Massachusetts

01887

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:

978-658-6000

Not Applicable

\_\_\_\_\_  
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

Charles River Laboratories International, Inc. announced that it has accelerated the vesting of outstanding options previously awarded to certain officers and employees. Options granted on February 13, 2004 to purchase approximately 724,000 shares of common stock at an exercise price of \$43.07 are subject to this acceleration. As a condition of the acceleration and to prevent unintended personal benefit, the Company's executive officers and other members of senior management have agreed to refrain from selling common stock acquired upon the exercise of these accelerated options until the original vesting date. Options held by non-employee directors of the Company are not affected by the accelerated vesting.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Exhibits.

10.1. Form of Resale Restriction Agreement.

99.1 Press release dated December 12, 2005.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Charles River Laboratories International, Inc.

*December 13, 2005*

By: *Jody Acford*

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*Name: Jody Acford*

*Title: Corporate Senior Vice President, General Counsel and  
Corporate Secretary*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Resale Restriction Agreement
99.1	Press release dated December 12, 2005.

RESALE RESTRICTION AGREEMENT

This RESALE RESTRICTION AGREEMENT (the "Agreement") with respect to a certain stock option award agreement (the "Option Agreement") issued under the Charles River Laboratories International, Inc. 2000 Incentive Plan, as amended (the "Plan") is made by and between Charles River Laboratories International, Inc., a Delaware corporation (the "Company"), and (the "Holder").

WHEREAS, the Holder was granted options (the "Options") to acquire shares of common stock of the Company (the "Shares") on February 13, 2004 at an exercise price of \$43.07 pursuant to the Option Agreement.

WHEREAS, the Option is fully vested and exercisable by reason of an action of the Compensation Committee of the Board of Directors of the Company effective December 7, 2005; and

WHEREAS, the Company and the Holder wish to impose certain resale restrictions on the Shares subject to the Options as provided herein on the terms and conditions contained herein.

NOW, THEREFORE, it is agreed as follows:

1. The Holder acknowledges that he or she has reviewed this Agreement in full.

2. The Holder agrees not to sell, contract to sell, grant any option to purchase, transfer the economic risk of ownership in, make any short sale of, pledge or otherwise transfer or dispose of any Shares (or any interest in any Shares) until the date on which the Shares would have vested pursuant to the original terms of the Option Agreement (hereinafter referred to as the "Resale Restrictions").

3. The Resale Restrictions shall lapse on the schedule set forth in Section 1 of the Option Agreement:

4. This Agreement shall be effective as of December 7, 2005.

5. The Holder represents and warrants that he or she has full power to enter into this Agreement.

6. This Agreement, the Option Agreement and the Plan constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior understandings and agreements of the Company and the Holder with respect to the subject matter hereof, and may not be modified except by means of a writing signed by the Company and the Holder. This Agreement is to be construed in accordance with and governed by the internal laws of the Commonwealth of Massachusetts without giving effect to any choice of law rule that would cause the application of the laws of any jurisdiction other than the internal laws of the Commonwealth of Massachusetts to the rights and duties of the parties. Nothing in this Agreement (except as expressly provided herein) is intended to confer any rights or remedies on any persons other than the parties. Should any provision of this Agreement be determined to be illegal or unenforceable, such provision shall be enforced to the fullest extent allowed by law and the other provisions shall nevertheless remain effective and shall remain enforceable.

7. This Agreement shall be binding upon the Company and the Holder as well as the successors and assigns (if any) of the Company and the Holder.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered on the date set forth beside such party's signature.

CHARLES RIVER LABORATORIES

INTERNATIONAL, INC.

By:

Holder

Dated: , 2005

Dated: , 2005

**Charles River Laboratories Accelerates Vesting of Options; One-Time Charge of \$0.01 Reduces 2005 GAAP Guidance**

WILMINGTON, Mass.—(BUSINESS WIRE)—Dec. 12, 2005—Charles River Laboratories International, Inc. (NYSE:CRL) announced today that it has accelerated the vesting of outstanding options previously awarded to certain officers and employees. As a result of the acceleration, the Company expects to take a non-cash charge of approximately \$1.6 million (\$0.9 million net of taxes), or \$0.01 per diluted share, in the fourth quarter of 2005 based on the closing price of the Company's stock on December 7, 2005. The one-time charge will reduce 2005 GAAP earnings per diluted share for the fourth quarter to \$0.52 to \$0.54 and for the full year, to \$1.80 to \$1.82.

As a result of the accelerated vesting in advance of the effective date of Statement of Financial Accounting Standards (SFAS) No. 123R, "Share Based Payment," Charles River expects to reduce the pre-tax stock option expense it would otherwise be required to record by an estimated \$5.5 million in 2006 and \$0.7 million in 2007.

Options granted on February 13, 2004 to purchase approximately 724,000 shares of common stock at an exercise price of \$43.07 are subject to this acceleration. As a condition of the acceleration and to prevent unintended personal benefit, the Company's executive officers and other members of senior management have agreed to refrain from selling common stock acquired upon the exercise of these accelerated options until the original vesting date. Options held by non-employee directors of the Company are not affected by the accelerated vesting.

**Caution Concerning Forward-Looking Statements.** This news release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "anticipate," "believe," "expect," "will," "may," "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 also include statements regarding specific actions intended to improve overall operating efficiencies and profitability, as well as our expectation of the financial impact of the acceleration of vesting of stock options. Forward-looking statements are based on Charles River's current expectations and beliefs, and involve a number of risks and uncertainties that are difficult to predict and that could cause actual results to differ materially from those stated or implied by the forward-looking statements. Those risks and uncertainties include, but are not limited to: changes in law and changes in generally accepted accounting principles. A further description of these risks, uncertainties, and other matters can be found in the Risk Factors detailed in Charles River's Annual Report on Form 10-K as filed on March 9, 2005, as well as other filings we make with the Securities and Exchange Commission. Because forward-looking statements involve risks and uncertainties, actual results and events may differ materially from results and events currently expected by Charles River, and Charles River assumes no obligation and expressly disclaims any duty to update information contained in this news release except as required by law.

**About Charles River Laboratories**

Charles River Laboratories, based in Wilmington, Massachusetts, is a global provider of solutions that advance the drug discovery and development process. Our leading-edge products and services are designed to enable our clients to bring drugs to market faster and more efficiently. Backed by our rigorous, best-in-class procedures and our proven data collection, analysis and reporting capabilities, our products and services are organized into three categories spanning every step of the drug development pipeline: Research Models and Services, Preclinical Services, and Clinical Services. Charles River's customer base includes all of the major pharmaceutical companies and many biotechnology companies, government agencies and leading hospitals and academic institutions. Charles River's 8,400 employees serve clients in more than 50 countries. For more information on Charles River, visit our website at [www.criver.com](http://www.criver.com).

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

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