

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

**FORM S-8**  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**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 St., Wilmington, MA**  
(Address of Principal Executive Offices)

**01887**  
(Zip Code)

**Charles River Laboratories International, Inc. Amended and Restated 2018 Incentive Plan**  
(Full Title of the Plan)

**David P. Johst**  
**Corporate Executive Vice President,**  
**General Counsel and**  
**Chief Administrative Officer**  
**Charles River Laboratories International, Inc.**  
**251 Ballardvale St.**  
**Wilmington, MA 01887**  
(Name and Address of Agent for Service)

**(781) 222-6000**  
(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee (2)(3)</b>
Common Stock, par value \$0.01 per share	1,750,000 shares	\$171.645	\$300,378,750.00	\$38,989.17

(1) This Registration Statement on Form S-8 (this "**Registration Statement**") also relates to such indeterminate number of additional shares of Charles River Laboratories International, Inc. Common Stock as may be required pursuant to the Registrant's Amended and

Restated 2018 Incentive Plan in the event of a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other similar change in the Registrant's capital stock in accordance with Rule 416 under the Securities Act of 1933, as amended (the "**Securities Act**").

(2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act, based on the average of the high (\$173.42) and low (\$169.87) prices of the Registrant's Common Stock, \$0.01 par value per share, reported on the New York Stock Exchange on May 19, 2020.

(3) Rounded up to the nearest penny.

## EXPLANATORY NOTE

On May 18, 2018, we filed a Registration Statement on Form S-8 (File No. 333- 225046) (referred to in this document as, the “**First Registration Statement**”) that registered under the Securities Act of 1933, as amended (the “**Securities Act**”), an aggregate of 7,198,598 shares of common stock, par value \$0.01 per share (the “**Common Stock**”), issuable by us under our 2018 Incentive Plan (as amended, the “**Plan**”). This Registration Statement on Form S-8 (this “**Registration Statement**”) has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of an additional 1,750,000 shares of Common Stock issuable upon the exercise of awards granted, or to be granted, under the Plan at any time or from time to time after the date hereof. Pursuant to General Instruction E to Form S-8, we hereby incorporate by reference the contents of the First Registration Statement.

### Part II.

#### Information Required in the Registration Statement

##### Item 5. Interest of Named Experts and Counsel

David P. Johst, who has issued the opinion of the Registrant's law department on the legality of the Common Stock offered hereby, is Corporate Executive Vice President, General Counsel and Chief Administrative Officer of the Registrant. Mr. Johst owns shares of the Common Stock and holds employee stock options to purchase the Common Stock, restricted stock, restricted stock units and performance share units. Mr. Johst is eligible to participate in the Plan.

##### Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description	Filed with this Form S-8	Incorporated by Reference		
			Form	Filing Date	Exhibit No.
4.1	<a href="#">Form of certificate representing shares of common stock, \$0.01 par value per share</a>		S-1	June 23, 2000	4.1
4.2	<a href="#">Second Amended and Restated Certificate of Incorporation of Charles River Laboratories International, Inc.</a>		S-1	June 23, 2000	3.1
4.3	<a href="#">Fifth Amended and Restated By-Laws of Charles River Laboratories International, Inc.</a>		8-K	May 16, 2016	3.2
5.1	<a href="#">Opinion of David P. Johst, Esq., as to the legality of the securities being registered</a>	*			
23.1	<a href="#">Consent of David P. Johst, Esq. (included in Exhibit 5.1)</a>	*			
23.2	<a href="#">Consent of PricewaterhouseCoopers LLP</a>	*			
24.1	Power of Attorney (included on the signature page of this Registration Statement)	*			
99.1	<a href="#">Charles River Laboratories International, Inc. Amended and Restated 2018 Incentive Plan</a>		10-Q	May 7, 2020	10.1

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Boston, Commonwealth of Massachusetts on May 21, 2020.

CHARLES RIVER LABORATORIES INTERNATIONAL, INC.

By: /s/James C. Foster

James C. Foster

*Chairman and Chief Executive Officer*

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Charles River Laboratories International, Inc., hereby severally constitute and appoint James C. Foster, David P. Johst and David R. Smith and each of them singly, as true and lawful attorneys-in-fact, with full power of substitution, to sign for us in our names in the capacities indicated below, all additional amendments (including post-effective amendments) to this Registration Statement, and generally to do all things in our names and on our behalf in such capacities to enable Charles River Laboratories International, Inc. to comply with the provisions of the Securities Act, and all applicable requirements of the Commission.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

	Signatures	Title	Date
By:	<u>/s/James C. Foster</u> James C. Foster	<i>Chairman and Chief Executive Officer</i>	May 21, 2020
By:	<u>/s/David R. Smith</u> David R. Smith	<i>Corporate Executive Vice President and Chief Financial Officer</i>	May 21, 2020
By:	<u>/s/Michael G. Knell</u> Michael G. Knell	<i>Corporate Senior Vice President and Chief Accounting Officer</i>	May 21, 2020
By:	<u>/s/Nancy C. Andrews</u> Nancy C. Andrews	<i>Director</i>	May 21, 2020
By:	<u>/s/Robert J. Bertolini</u> Robert J. Bertolini	<i>Director</i>	May 21, 2020
By:	<u>/s/Stephen D. Chubb</u> Stephen D. Chubb	<i>Director</i>	May 21, 2020
By:	<u>/s/Deborah T. Kochevar</u> Deborah T. Kochevar	<i>Director</i>	May 21, 2020
By:	<u>/s/Martin W. Mackay</u> Martin W. Mackay	<i>Director</i>	May 21, 2020
By:	<u>/s/George E. Massaro</u> George E. Massaro	<i>Director</i>	May 21, 2020
By:	<u>/s/George M. Milne, Jr.</u> George M. Milne, Jr.	<i>Director</i>	May 21, 2020
By:	<u>/s/C. Richard Reese</u> C. Richard Reese	<i>Director</i>	May 21, 2020
By:	<u>/s/Richard F. Wallman</u> Richard F. Wallman	<i>Director</i>	May 21, 2020
By:	<u>/s/Virginia M Wilson</u> Virginia M Wilson	<i>Director</i>	May 21, 2020

## Exhibit Index

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May 21, 2020

Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Ladies and Gentlemen:

I am Corporate Executive Vice President, General Counsel and Chief Administrative Officer of Charles River Laboratories International, Inc., a Delaware corporation (the “**Company**”), and have acted as counsel in connection with the Registration Statement on Form S-8 (the “**Registration Statement**”) being filed by the Company under the Securities Act of 1933, as amended, relating to the issuance of up to 1,750,000 additional shares of the Company’s common stock, par value \$0.01 per share (the “**Shares**”), pursuant to the Charles River Laboratories International, Inc. Amended and Restated 2018 Incentive Plan (the “**Plan**”).

I have examined originals or copies, certified or otherwise identified to my satisfaction, of such corporate documents and records which I have deemed necessary or appropriate for the purposes of the opinion and have conducted such other investigations of fact and law as I have deemed necessary or advisable for purposes of this opinion. I have assumed that the signatures (other than those of officers of the Company) on all documents that I have examined are genuine.

Based upon the foregoing, I am of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan, will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of the opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ David P. Johst

David P. Johst, Esq.  
Corporate Executive Vice President, General Counsel and Chief  
Administrative Officer

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Charles River Laboratories International Inc. of our report dated February 11, 2020 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Charles River Laboratories International Inc.'s Annual Report on Form 10-K for the year ended December 28, 2019.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
Boston, Massachusetts  
May 21, 2020