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

February 14, 2005
Date of Report (Date of earliest event reported)

CHARLES RIVER LABORATORIES INTERNATIONAL, INC.
(Exact Name of Registrant as specified in its Charter)

| Delaware | 333-92383 | $06-1397316$ |
| :---: | :---: | :---: |
| (State or Other Jurisdiction) | (Commission | (I.R.S. Employer |
| of Incorporation | File Number) | Identification No.) |

251 Ballardvale Street Wilmington, Massachusetts 01887
(Address of Principal Executive Offices) (Zip Code)
978-658-6000
(Registrant's Telephone Number, including Area Code)

ITEM 2.02. Results of Operations and Financial Condition
The following information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On February 14, 2005, Charles River Laboratories International, Inc. issued a press release providing financial results for the fiscal quarter ended December 25, 2004. The press release, attached as an exhibit to this report, includes "safe harbor" language pursuant to the Private Securities Litigation Reform Act of 1995, as amended, indicating that certain statements about Charles River's business contained in the press release are "forward-looking" rather than historic. The press release also states that these and other risks relating to Charles River are set forth in the documents filed by Charles River with the Securities and Exchange Commission.

ITEM 9.01. Financial Statements and Exhibits
(a) Not applicable.
(b) Not applicable.
(c) Exhibits.
99.1 Press release dated February 14, 2005.

## SIGNATURES

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

CHARLES RIVER LABORATORIES
INTERNATIONAL, INC.
Dated: February 14, 2005
By: /s/ Jody Acford
Jody Acford, Corporate Senior Vice President, General Counsel and Corporate Secretary

## Exhibit Index

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Exhibit No. Description
99.1 Press release dated February 14, 2005.
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Charles River Laboratories Announces Strong Fourth-Quarter and Full-Year 2004 Results

WILMINGTON, Mass.--(BUSINESS WIRE)--February 14, 2005--

- Sales Increase 25\% to \$767 million for 2004 -
- GAAP Earnings Per Share of \$1.68 for 2004 -
- Non-GAAP Earnings Per Share Rise 19.3\% to \$1.98 for 2004 -
- Strong Demand for Outsourced Services Continuing in 2005 -

Charles River Laboratories International, Inc. (NYSE:CRL) today reported fourth-quarter and full-year 2004 financial results, which include Inveresk Research Group (Inveresk) from the close of the merger on October 20, 2004. Net sales for the fourth quarter of 2004 were $\$ 238.1$ million, a $52.6 \%$ increase over the $\$ 156.0$ million reported in the fourth quarter of 2003 . Net income for the fourth quarter of 2004 was $\$ 20.1$ million, or $\$ 0.32$ per diluted share, compared to $\$ 20.6$ million, or $\$ 0.42$ per diluted share, in the fourth quarter of 2003 . On a non-GAAP basis, which excludes amortization of intangibles and other charges related to the merger with Inveresk and other one-time charges, net income for the fourth quarter was $\$ 31.2$ million compared to $\$ 20.6$ million in the fourth quarter of 2003, and earning per diluted share were $\$ 0.48$ per share, a $14.3 \%$ increase over the $\$ 0.42$ earnings per diluted share reported in the fourth quarter of 2003.

## RECONCILIATION OF GAAP NET INCOME TO NON-GAAP NET INCOME

|  | Three Months Ended |  |
| :---: | :---: | :---: |
|  | $\begin{gathered} \text { Dec. } 25, \\ 2004 \end{gathered}$ | $\begin{gathered} \text { Dec. } 27, \\ 2003 \end{gathered}$ |
| Net income | \$20.1 | \$20.6 |
| Add back: |  |  |
| Amortization related to merger | 12.1 | - |
| Stock-based compensation related to merger | 2.3 | - |
| Proteomics write-off | 3.0 | - |
| Minority Interest on Proteomics write-off | (0.3) | - |
| Deferred financing cost write-off | 0.1 | - |
| Tax effect | (6.0) | - |
| Rounding | (0.1) | - |
| Net income, excluding specified charges (NonGAAP) | \$31.2 | \$20.6 |

For the full year 2004, net sales were $\$ 766.9$ million, a $25.0 \%$ increase over the $\$ 613.7$ million reported in 2003 . Net income was $\$ 89.8 \mathrm{million}$, or $\$ 1.68$ per diluted share, compared to $\$ 80.2$ million, or $\$ 1.64$ per diluted share, in 2003. When adjusting for all Inveresk-related and other one-time items in both years, non-GAAP net income was $\$ 106.7$ million compared to $\$ 81.1$ million in 2003, and earnings per diluted share were $\$ 1.98$ in 2004 compared to $\$ 1.66$ per diluted share in 2003, an increase of 19.3\%.

## RECONCILIATION OF GAAP NET INCOME TO NON-GAAP NET INCOME

|  | Twelve Months Ended |  |
| :--- | :---: | :---: |
|  | Dec. 25, | Dec. 27, |
|  | 2004 | 2003 |
| Net income |  |  |
| Add back: | $\$ 89.8$ | $\$ 80.2$ |
| Deferred tax asset write-off |  |  |
| Valuation allowance release | 7.9 | - |
| Amortization related to merger | $(2.1)$ | - |
| Stock-based compensation related to merger | 12.1 | - |
| Proteomics write-off | 2.3 | - |
| Minority Interest on Proteomics write-off | 3.0 | - |
| Deferred financing cost write-off | $(0.3)$ | - |
| Impairment charge | 0.1 | 3.7 |
| Litigation settlement | - | $(2.9)$ |
| Severance charges | - | 0.9 |
| Tax effect | - | $(0.6)$ |
| Rounding | $(6.0)$ | $(0.2)$ |

Net income, excluding specified charges (NonGAAP)

James C. Foster, Chairman, President and Chief Executive Officer said, "We are extremely pleased with our fourth-quarter and full-year results. Our business delivered a strong performance, benefiting from increased spending by pharmaceutical and biotechnology companies, our efforts to target new opportunities, and our continuing focus on operational efficiency."
"The robust demand for our essential products and services is continuing, and therefore, we are very optimistic about our prospects for 2005. Our merger with Inveresk has positioned us to support our customers more fully than ever before, and across more segments of the discovery and development pipeline. It has given us a platform to become a global partner, and we are developing appropriate sales and marketing strategies which we believe will enable us to promote those relationships. We are pleased with the progress we have made to date in integrating the two companies, and are moving forward aggressively to establish a single brand identity that signifies global recognition of the values that Charles River embodies: scientific expertise, outstanding customer service, and a commitment to advancing biomedical research."

## Business Segments Results

As a result of the merger with Inveresk, the Company is now reporting three business segments: Research Models and Services (RMS), Preclinical Services (formerly Development \& Safety Testing), and a new segment, Clinical Services. In addition, In Vitro Detection Systems, a business formerly reported in the Preclinical segment, is now reported in RMS. For the purpose of comparability, historical results have been restated to reflect this change.

## Research Models and Services

Fourth-quarter 2004 net sales for the Research Models and Services (RMS) segment of the business were $\$ 119.0$ million compared to $\$ 107.0$ million last year, an increase of $11.2 \%$. The double-digit growth reflected increased customer demand, higher prices, and favorable foreign currency translation. The gross margin was $41.0 \%$, compared to $41.1 \%$ in the fourth quarter of last year, and the operating margin was unchanged at 29.2\%.

For the full year, RMS net sales were $\$ 476.7$ million, an increase of $11.3 \%$ over the $\$ 428.2$ million reported in 2003. Increased capacity utilization resulted in a gross margin improvement to $43.4 \%$ compared to $42.6 \%$ in 2003 . The full-year operating margin was $32.0 \%$ compared to $31.9 \%$ for the prior year, but when excluding the benefit of a litigation settlement recorded in 2003, the non-GAAP operating margin for 2004 represented an 80 -basis-point improvement from 2003 results.

## Preclinical Services

Net sales for the Preclinical Services (formerly Development \& Safety Testing) segment rose $93.3 \%$ in the fourth quarter, to $\$ 94.8$ million from $\$ 49.0$ million in the same period last year. The increase was due primarily to the merger with Inveresk, however, demand for outsourced development services, particularly general and specialty toxicology, continued to be robust. The segment's gross margin increased to $33.1 \%$ from $31.8 \%$ in the fourth quarter of 2003. The operating margin was $5.1 \%$ compared to $16.2 \%$ in the fourth quarter of 2003. On a non-GAAP basis, operating income rose to $\$ 17.4$ million from $\$ 7.9$ million in the fourth quarter of last year. The resulting operating margin increased to $18.3 \%$ from $16.2 \%$ last year, reflecting higher sales and operating efficiencies.

Preclinical Services net sales for 2004 were $\$ 266.0$ million, a $43.3 \%$ increase over the $\$ 185.5$ million reported for 2003 . As a result of higher sales and increased capacity utilization, the gross margin rose to $32.4 \%$ from $27.7 \%$ in the prior year. The operating margin was $12.6 \%$ compared to $9.4 \%$ in 2003 , but when excluding amortization and other charges related to the Inveresk merger and other one-time charges in both years, the operating margin was $17.4 \%$ compared to 11.9\% in 2003.

## Clinical Services

Net sales for the Clinical Services segment for the fourth quarter and full year were $\$ 24.3$ million. The gross margin was $22.8 \%$ and the operating margin was $3.0 \%$. When excluding amortization related to the Inveresk merger, the operating margin was $13.3 \%$.

## Backlog

The backlog for Preclinical and Clinical Services at December 25, 2004, was approximately $\$ 425.0$ million. The Company does not report backlog for the RMS business segment because turnaround time from placement to completion of orders,
both for products and services, is rapid. Therefore, the Company does not consider backlog a useful predictor of future performance for the RMS segment.

## 2005 Outlook

The following forward-looking guidance is based on current foreign exchange rates and excludes expensing of stock options in accordance with Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payment."

For 2005, the Company reaffirms its expectations of revenue growth in a range of $48 \%$ to $52 \%$, which reflects the merger with Inveresk as well as continued strength in the market for outsourced drug discovery and development services. As a result of strong sales growth, efficiency improvements and operating synergies, and a lower tax rate, GAAP earnings per diluted share are expected to be in a range of $\$ 1.70$ to $\$ 1.80$. This guidance is higher than the Company's previous GAAP guidance, due to a reduction in amortization expense for 2005. Non-GAAP earnings, which exclude amortization of intangible assets of $\$ 53.1$ million and other merger-related charges of $\$ 7.8$ million, are expected to be in a range of $\$ 2.30$ to $\$ 2.40$ per diluted share, as the Company previously stated.

For the first quarter of 2005, the Company expects net sales to increase between $57 \%$ and $60 \%$ due to the merger with Inveresk and continued strong demand for the Company's products and services. Based on the anticipated higher net sales and cost synergies, earnings per diluted share are expected to be in a range of $\$ 0.39$ to $\$ 0.41$. Non-GAAP earnings per diluted share, which exclude amortization of intangible assets of $\$ 13.3$ million and other merger-related charges of $\$ 2.7$ million, are expected to be in a range of $\$ 0.54$ to $\$ 0.56$.

## Webcast

Charles River Laboratories has scheduled a live webcast on Tuesday, February 15, at 8:30 a.m. ET to discuss matters relating to this press release. To participate, please go to ir.criver.com and select the webcast link. The webcast will be available until 5:00 p.m. ET on February 22, 2005.

## Use of Non-GAAP Financial Measures

This press release contains non-GAAP financial measures which exclude, among other items, amortization of intangible assets and other charges related to the Inveresk merger. We exclude these items from the non-GAAP financial measures because they are outside our normal operations. We believe that the inclusion of non-GAAP financial measures in this press release helps investors to gain a meaningful understanding of our core operating results and future prospects, and is consistent with how management measures and forecasts the Company's performance, especially when comparing such results to prior periods or forecasts. Non-GAAP results also allow investors to compare the Company's operations against the financial results of other companies in the industry who similarly provide non-GAAP results. The non-GAAP financial measures included in this press release are not meant to be considered superior to or a substitute for results of operations prepared in accordance with GAAP. Reconciliations of the non-GAAP financial measures used in this press release to the most directly comparable GAAP financial measures are set forth in the text of, and the accompanying exhibits to, this press release, and can also be found on the Company's website at ir.criver.com.

Caution Concerning Forward-Looking Statements. This document 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," "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. Forward-looking statements are based on Charles River's current expectations and beliefs, and involve a number of risks and uncertainties 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: challenges arising from the merger with Inveresk Research Group; a decrease in research and development spending or a decrease in the level of outsourced services; acquisition integration risks; special interest groups; contaminations; industry trends; new displacement technologies; USDA and FDA regulations; changes in law; continued availability of products and supplies; loss of key personnel; interest rate and foreign currency exchange rate fluctuations; changes in tax regulation and laws; changes in generally accepted accounting principles; and any changes in business, political, or economic conditions due to the threat of future terrorist activity in the U.S. and other parts of the world, and related U.S. military action overseas. A further description of these risks, uncertainties, and other matters can be found in the Risk Factors detailed in Charles River's Registration Statement on Form S-4 as filed on September 16, 2004, 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, biotechnology companies, government agencies and many leading hospitals and academic institutions. Charles River's 8,000 employees serve clients in more than 50 countries. For more information on Charles River, visit our website at WWW.criver.com.

CHARLES RIVER LABORATORIES INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
(dollars in thousands, except for per share data)

|  | Three Months Ended |  | Twelve Months Ended |  |
| :---: | :---: | :---: | :---: | :---: |
|  | $\begin{gathered} \text { Dec. } 25, \\ 2004 \end{gathered}$ | $\begin{gathered} \text { Dec. 27, } \\ 2003 \end{gathered}$ | $\begin{gathered} \text { Dec. } 25, \\ 2004 \end{gathered}$ | $\begin{gathered} \text { Dec. } 27, \\ 2003 \end{gathered}$ |
| Total net sales | \$238, 061 | \$156, 040 | \$766,917 | \$613, 723 |
| Cost of products sold and services provided | 152,341 | 96,434 | 468,351 | 380,058 |
| Gross margin | 85,720 | 59,606 | 298,566 | 233,665 |
| Selling, general and administrative | 39,287 | 22,998 | 121,448 | 89,489 |
| Other operating expenses, net | - |  |  | 747 |
| Amortization of |  |  |  |  |
| intangibles | 13,204 | 1,165 | 16,795 | 4,876 |
| Operating income | 33,229 | 35,443 | 160,323 | 138,553 |
| Interest income (expense) | $(4,572)$ | $(1,685)$ | $(8,521)$ | $(6,706)$ |
| Other, net | 679 | 340 | 723 | 783 |
| Income before income taxes and minority interests | 29,336 | 34,098 | 152,525 | 132,630 |
| Provision for income taxes | 9,171 | 13,128 | 61,156 | 51,063 |
| Income before minority interests | 20,165 | 20,970 | 91,369 | 81,567 |
| Minority interests | (88) | (325) | $(1,577)$ | $(1,416)$ |
| Net income | \$20, 077 | \$20,645 | \$89,792 | \$80,151 |
| Earnings per common share |  |  |  |  |
| Basic | \$0.33 | \$0.45 | \$1.81 | \$1.76 |
| Diluted | \$0.30 | \$0.40 | \$1.60 | \$1.56 |
| Weighted average number of common shares outstanding |  |  |  |  |
| Basic | 60,341,786 | 45,694,910 | 49,601,021 | 45,448,368 |
| Diluted | 67,035,677 51 | 51,453,537 | 56,045,848 | 51,314,805 |

CHARLES RIVER LABORATORIES INTERNATIONAL, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(dollars in thousands)

|  | $\begin{gathered} \text { Dec. } 25, \\ 2004 \end{gathered}$ | $\begin{gathered} \text { Dec. } 27, \\ 2003 \end{gathered}$ |
| :---: | :---: | :---: |
| Assets |  |  |
| Current assets |  |  |
| Cash and cash equivalents | \$207, 566 | \$182, 331 |
| Marketable securities | 234 | 13,156 |
| Trade receivables, net | 201,794 | 111,514 |
| Inventories | 61,914 | 52,370 |
| Other current assets | 38,725 | 11,517 |
| Total current assets | 510,233 | 370,888 |
| Property, plant and equipment, net | 357,149 | 203,458 |
| Goodwill, net | 1,385,130 | 105, 308 |

Other intangibles, net
Deferred tax asset
Other assets
Total assets

Liabilities and Shareholders' Equity
Current liabilities
Current portion of long-term debt
Accounts payable
Accrued compensation
Deferred income
Other current liabilities
Total current liabilities
Long-term debt
Other long-term liabilities
Total liabilities
Minority interests
Total shareholders' equity
Total liabilities and shareholders' equity

| 256,294 | 30,415 |
| :---: | :---: |
| 50,412 | 61,603 |
| 30,087 | 27,882 |
| ------------ | $----199,554$ |
| $\$ 2,589,305$ | $\$ 799$ |
| =========== | ========= |


| \$80, 456 | \$253 |
| :---: | :---: |
| 28,672 | 19,433 |
| 46, 037 | 27, 251 |
| 117,490 | 30,846 |
| 78,296 | 36,568 |
| 350, 951 | 114,351 |
| 605,388 | 185,600 |
| 147, 088 | 24,804 |
| 1,103,427 | 324,755 |
| 9,792 | 10,176 |
| 1,476, 086 | 464, 623 |
| \$2,589, 305 | \$799, 554 |

CHARLES RIVER LABORATORIES INTERNATIONAL, INC. SELECTED BUSINESS SEGMENT INFORMATION (UNAUDITED)
(dollars in thousands)

| Three Months Ended |  | Twelve Months Ended |  |
| :---: | :---: | :---: | :---: |
| $\begin{gathered} \text { Dec. } 25, \\ 2004 \end{gathered}$ | $\begin{gathered} \text { Dec. } 27, \\ 2003 \end{gathered}$ | $\begin{gathered} \text { Dec. } 25, \\ 2004 \end{gathered}$ | $\begin{gathered} \text { Dec. } 27, \\ 2003 \end{gathered}$ |
| \$119, 017 | \$107, 009 | \$476,668 | \$428,176 |
| 48,852 | 44,019 | 206,797 | 182,318 |
| 41.0\% | 41.1\% | 43.4\% | 42.6\% |
| 34,721 | 31,300 | 152,556 | 136,518 |
| 29.2\% | 29.2\% | 32.0\% | 31.9\% |
| 4,760 | 5,049 | 17,872 | 16,974 |
| 11,194 | 9,797 | 26,559 | 23,776 |
| \$94,772 | \$49, 031 | \$265,977 | \$185,547 |
| 31,329 | 15,587 | 86,230 | 51,347 |
| 33.1\% | 31.8\% | 32.4\% | 27.7\% |
| 4,815 | 7,919 | 33,622 | 17,521 |
| 5.1\% | 16.2\% | 12.6\% | 9.4\% |
| 14,943 | 3,233 | 25,443 | 12,590 |
| 11,747 | 3,138 | 18,493 | 8,928 |
| \$24,272 | \$- | \$24,272 | \$- |
| 5,539 | - | 5,539 |  |
| 22.8\% |  | 22.8\% |  |
| 731 | - | 731 | - |
| 3.0\% |  | 3.0\% |  |
| 2,994 | - | 2,994 | - |
| 284 | - | 284 | - |

Unallocated Corporate Overhead $\$(7,038) \$(3,776) \$(26,586) \$(15,486)$

| Total |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
| Net sales | \$238, 061 | \$156, 040 | \$766,917 | \$613, 723 |
| Gross margin | 85,720 | 59,606 | 298,566 | 233,665 |
| Gross margin as a \% of net sales | 36.0\% | 38.2\% | 38.9\% | 38.1\% |
| Operating income | 33,229 | 35,443 | 160,323 | 138,553 |
| Operating income as a \% of net sales | 14.0\% | 22.7\% | 20.9\% | 22.6\% |

 net sales
Add back:

| Amortization related to merger | 12,103 | - | 12,103 |  |
| :---: | :---: | :---: | :---: | :---: |
| Stock-based compensation related to merger | 2,303 |  | 2,303 |  |
| Proteomics write-off | 2,956 |  | 2,956 |  |
| Impairment charge | - |  | - | 3,655 |
| Litigation settlement |  |  |  | $(2,908)$ |
| Severance charges | - | - |  | 871 |
| Operating income, excluding specified charges (NonGAAP) | 50,591 | 35,443 | 177,685 | 140,171 |
| Non-GAAP operating income as a \% of net sales | 21.3\% | 22.7\% | 23.2\% | 22.8 |

Charles River management believes that non-GAAP financial results provide useful information to investors in being able to assess the Company's ongoing operations without the effect of one-time charges. Such information provides investors with the ability to assess the Company's operating performance. The Company intends to continue to assess the potential value of reporting non-GAAP results consistent with applicable rules and regulations.

CHARLES RIVER LABORATORIES INTERNATIONAL, INC. RECONCILIATION OF GAAP EARNINGS TO NON-GAAP EARNINGS (dollars in thousands, except for per share data)

Net income

| Three Mo | s Ended | Twelve Months Ended |  |
| :---: | :---: | :---: | :---: |
| Dec. 25, 2004 | $\begin{gathered} \text { Dec. } 27, \\ 2003 \end{gathered}$ | $\begin{gathered} \text { Dec. } 25, \\ 2004 \end{gathered}$ | $\begin{gathered} \text { Dec. } 27, \\ 2003 \end{gathered}$ |
| \$20, 077 | \$20,645 | \$89,792 | \$80,151 |

Add back:
Deferred tax asset write-
off
Valuation allowance release 7,900

Amortization related to merger
12,103 - 12,103

Stock-based compensation related to merger

| 2,303 | - | 2,303 |
| :--- | :--- | :--- |
| 2,956 | - | 2,956 |

Proteomics write-off
Minority Interest on
(345) - (345)

Deferred financing cost write-off
105 - 105

Impairment charge

| - | 105 | - | - |
| :--- | :--- | ---: | ---: |

Litigation settlement
$-\quad-\quad-$
$(2,908)$
Severance charges
$(6,001) \quad-\quad(6,001)$
871
$622)$
Tax effect
(622)

Net income, excluding
specified charges (Non-
GAAP)
$\$ 31,198$
$==========================================$

Calculation of earnings
per common share,
excluding
specified charges (Non-
GAAP) :
Net income for purposes of
calculating earnings per share,
excluding specified
charges (Non-GAAP) \$31,198 \$20,645 \$106,702 \$81,147
After tax equivalent
interest expense on 3.5\%
senior

| convertible debentures $\quad$ 1,090 995 | 3, 125 | 382 |
| :--- | :--- | :--- | :--- |

Income for purposes of
calculating diluted
earnings
per share, excluding
specified charges (Non-
GAAP)

| Weighted average shares outstanding - Basic | 60,341,786 | 45,694,910 | 49,601,021 | 45,448,368 |
| :---: | :---: | :---: | :---: | :---: |
| Effect of dilutive securities: |  |  |  |  |
| $3.5 \%$ senior convertible debentures | 4,759,455 | 4,759,455 | 4,759,455 | 4,759,455 |
| Stock options and contingently issued restricted stock | 1,593,121 | 676,673 | 1,346,665 | 726,291 |
| Warrants | 341,315 | 322,499 | 338,707 | 380,691 |
| Weighted average shares outstanding - Diluted | 67,035,677 | 51,453,537 | 56,045,848 | 51,314,805 |
| Basic earnings per share | \$0.33 | \$0.45 | \$1.81 | \$1.76 |
| Diluted earnings per share | \$0.32 | \$0.42 | \$1.68 | \$1.64 |
| Basic earnings per share, excluding specified charges |  |  |  |  |
| (Non-GAAP) | \$0.52 | \$0. 45 | \$2.15 | \$1.79 |
| Diluted earnings per share, excluding specified charges |  |  |  |  |
| (Non-GAAP) | \$0.48 | \$0.42 | \$1.98 | \$1.66 |

Charles River management believes that non-GAAP financial results provide useful information to investors in being able to assess the Company's ongoing operations without the effect of one-time charges. Such information provides investors with the ability to assess the Company's operating performance. The Company intends to continue to assess the potential value of reporting non-GAAP results consistent with applicable rules and regulations.

CONTACT: Charles River Laboratories<br>Susan E. Hardy, 978-658-6000 Ext. 1616<br>Director, Investor Relations

