

Monogram Biosciences, Inc.
 Form 3
 August 06, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person * Â LABORATORY CORP OF AMERICA HOLDINGS (Last) (First) (Middle) 358 S MAIN ST (Street) BURLINGTON,Â NCÂ 27215 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 08/04/2009 | 3. Issuer Name and Ticker or Trading Symbol Monogram Biosciences, Inc. [[MGRM]] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person |
|--|--|--|---|--|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 19,719,606 | I | By Mastiff Acquisition Corp. ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | \$ | or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|------------------|----------------------------|------------|----------------------------|---|
| Top-Up Option (right to buy) | 08/04/2009 | ∧ ⁽²⁾ | Common Stock | 10,623,670 | \$ 4.55 | I |
| | | | | | | By Mastiff Acquisition Corp. ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LABORATORY CORP OF AMERICA HOLDINGS 358 S MAIN ST BURLINGTON, NC 27215 | ∧ | ∧ X | ∧ | ∧ |

Signatures

/s/ F. Samuel Eberts III, Authorized Person

08/06/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are owned directly by Mastiff Acquisition Corp., which is a wholly-owned subsidiary of Laboratory Corporation of America Holdings ("LabCorp"). LabCorp is the indirect beneficial owner of the reported securities.
The Top-Up Option is exercisable, in whole but not in part, at any time prior to the earlier of (i) the Effective Time (as defined in the Agreement and Plan of Merger, dated June 22, 2009 among LabCorp, Mastiff Acquisition Corp., and the issuer (the "Merger Agreement"), filed as Exhibit 2.1 to the Form 8-K filed by the issuer with the Securities and Exchange Commission on June 24, 2009) and (ii) the termination of the Merger Agreement pursuant to Section 7.1 thereof.
- (2) The right to exercise the Top-Up Option is held directly by Mastiff Acquisition Corp., which is a wholly-owned subsidiary of LabCorp. LabCorp is the indirect beneficial owner of the reported securities.
- (3) LabCorp is the indirect beneficial owner of the reported securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.