

Edgar Filing: QUEST DIAGNOSTICS INC - Form 8-K/A

QUEST DIAGNOSTICS INC
Form 8-K/A
November 20, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K (Amendment No. 2)

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): February 26, 2003

Commission file number 1-12215

Quest Diagnostics Incorporated
One Malcolm Avenue
Teterboro, NJ 07608
(201) 393-5000

Delaware
(State of Incorporation)

16-1387862
(I.R.S. Employer Identification Number)

On March 13, 2003, Quest Diagnostics filed a Current Report on Form 8-K under Item 2 and Item 7 thereof (the "Initial 8-K") relating to its acquisition of Unilab Corporation which was completed on February 28, 2003. The Initial 8-K contained the historical financial statements of Unilab Corporation as of December 31, 2001 and 2002 and for the three years ended December 31, 2002.

On May 1, 2003, Quest Diagnostics filed Amendment No. 1 to the Initial 8-K to amend Item 7 thereof to add certain unaudited pro forma financial information which reflects the Unilab acquisition, namely, the unaudited pro forma combined balance sheet of Quest Diagnostics as of December 31, 2002 and the unaudited pro forma combined statement of operations of Quest Diagnostics for the year ended December 31, 2002.

Quest Diagnostics is hereby filing Amendment No. 2 to the Initial 8-K to further amend Item 7 thereof to add the unaudited pro forma combined statements of operations of Quest Diagnostics for the three months ended March 31, 2003, the six months ended June 30, 2003 and the nine months ended September 30, 2003 which reflect the Unilab acquisition. Quest Diagnostics is not making any change to the historical and pro forma financial information previously filed.

Item 7. Financial Statements and Schedules

- a. Financial statements of businesses acquired.

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The financial statements of Unilab Corporation as of December 31, 2002 and 2001 and for the three years ended December 31, 2002, 2001 and 2000 are included as Exhibit 99.1.

b. Pro forma financial information.

The unaudited pro forma combined balance sheet of Quest Diagnostics as of December 31, 2002 and the unaudited pro forma combined statement of operations of Quest Diagnostics for the year ended December 31, 2002 are included as Exhibit 99.2.

The unaudited pro forma combined statement of operations of Quest Diagnostics for the nine months ended September 30, 2003 are included as Exhibit 99.3.

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c. The following exhibits are filed as a part of this report on Form 8-K:

99.1 The financial statements of Unilab Corporation as of December 31, 2002 and 2001 and for the three years ended December 31, 2002, 2001 and 2000 (filed as an Exhibit to Quest Diagnostics' Current Report on Form 8-K (Date of Report: February 26, 2003) and incorporated herein by reference)

99.2 The unaudited pro forma combined balance sheet of Quest Diagnostics as of December 31, 2002 and the unaudited pro forma combined statement of operations of Quest Diagnostics for the year ended December 31, 2002 (filed as an Exhibit to Quest Diagnostics' Current Report on Form 8-K (Date of Report: May 1, 2003) and incorporated herein by reference)

99.3 The unaudited pro forma combined statements of operations of Quest Diagnostics for the three months ended March 31, 2003, the six months ended June 30, 2003 and the nine months ended September 30, 2003 (filed herewith)

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Signature

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.

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November 20, 2003

QUEST DIAGNOSTICS INCORPORATED

By: /s/ Robert A. Hagemann

Robert A. Hagemann
Senior Vice President and
Chief Financial Officer

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ter">State or Other Jurisdiction of Incorporation or Organization

IRS Employer
Identification Number
1-12609

PG&E CORPORATION

California

94-3234914

77 Beale Street
P.O. Box 770000
San Francisco, California 94177
(Address of principal executive offices) (Zip Code)
(415) 973-1000
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The disclosure under Item 8.01 of this current report on Form 8-K is incorporated by reference.

Item 8.01 Other Events.

On April 1, 2019, the Board of Directors (the “Board”) of PG&E Corporation (the “Corporation”) determined to further extend the deadline (the “Shareholder Proposal Deadline”) pursuant to the Corporation’s Bylaws for receipt of written notice by a shareholder of any business, including the nomination of any person for election to the Board, to be brought before the Corporation’s 2019 annual meeting of shareholders, including any adjournments, postponements, reschedules or continuations thereof (the “2019 Annual Meeting”), from 5:00 p.m. PDT on April 1, 2019 to 5:00 p.m. PDT on April 2, 2019. Any director nomination or other proposal received by the Corporate Secretary of the Corporation prior to 5:00 p.m. PDT on April 2, 2019 and otherwise complying with the Bylaws may be submitted to the shareholders for voting at the 2019 Annual Meeting. This additional extension of the Shareholder Proposal Deadline is applicable only for the 2019 Annual Meeting.

The Corporation continues to be actively engaged in constructive discussions with its shareholders and other stakeholders regarding the previously announced Board refreshment process.

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.

PG&E CORPORATION

Dated: April 1, 2019 By: /s/ LINDA Y. H. CHENG

Name: LINDA Y. H. CHENG

Title: Vice President, Corporate Governance and Corporate Secretary

ize: 10.0pt; margin: 0in 0in .0001pt; "> **Sole Dispositive Power**

Not applicable

8.

Shared Dispositive Power

67,000 Shares of Common Stock

9.

Aggregate Amount Beneficially Owned by Each Reporting Person

67,000 Shares of Common Stock

10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11.

Percent of Class Represented by Amount in Row (9)

0.1%

12.

Type of Reporting Person (See Instructions)

OO-LLC

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Oak Investment Partners X, Limited Partnership
06-1601019

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

5. Sole Voting Power

4,743,892 Shares of Common Stock

6. Shared Voting Power

Not applicable

7. Sole Dispositive Power

4,743,892 Shares of Common Stock

8. Shared Dispositive Power

Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,743,892 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

7.4%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Oak Associates X, LLC
06-1630661

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Not applicable

6. Shared Voting Power

4,743,892 Shares of Common Stock

7. Sole Dispositive Power

Not applicable

8. Shared Dispositive Power

4,743,892 Shares of Common Stock

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,743,892 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

7.4%

12. Type of Reporting Person (See Instructions)

OO-LLC

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Oak X Affiliates Fund, Limited Partnership
06-1622220

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

76,136 Shares of Common Stock

6. Shared Voting Power

Not applicable

7. Sole Dispositive Power

76,136 Shares of Common Stock

8. Shared Dispositive Power

Not applicable

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

76,136 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Oak X Affiliates, LLC
06-1630662

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Not applicable

6. Shared Voting Power

76,136 Shares of Common Stock

7. Sole Dispositive Power

Not applicable

8. Shared Dispositive Power

76,136 Shares of Common Stock

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

76,136 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

OO-LLC

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Oak Management Corporation
06-0990851

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Not applicable

6. Shared Voting Power

6,835,202 Shares of Common Stock

7. Sole Dispositive Power

Not applicable

8. Shared Dispositive Power

6,835,202 Shares of Common Stock

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,835,202 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

10.3%

12. Type of Reporting Person (See Instructions)

CO

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Bandel L. Carano

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Not applicable

6. Shared Voting Power

6,835,202 Shares of Common Stock

7. Sole Dispositive Power

Not applicable

8. Shared Dispositive Power

6,835,202 Shares of Common Stock

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,835,202 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

10.3%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Gerald R. Gallagher

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

5,255 Shares of Common Stock

6. Shared Voting Power

2,015,174 Shares of Common Stock

7. Sole Dispositive Power

5,255 Shares of Common Stock

8. Shared Dispositive Power

2,015,174 Shares of Common Stock

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,020,429 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.1%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Edward F. Glassmeyer

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

16,773 Shares of Common Stock

6. Shared Voting Power

6,840,369 Shares of Common Stock

7. Sole Dispositive Power

16,773 Shares of Common Stock

8. Shared Dispositive Power

6,840,369 Shares of Common Stock

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,857,142 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

10.3%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Fredric W. Harman

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Not applicable

6. Shared Voting Power

6,837,418 Shares of Common Stock

7. Sole Dispositive Power

Not applicable

8. Shared Dispositive Power

6,837,418 Shares of Common Stock

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,837,418 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

10.3%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Ann H. Lamont

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

31,848 Shares of Common Stock

6. Shared Voting Power

6,835,202 Shares of Common Stock

7. Sole Dispositive Power

31,848 Shares of Common Stock

8. Shared Dispositive Power

6,835,202 Shares of Common Stock

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,867,050 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

10.4%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

David B. Walrod

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

2,046 Shares of Common Stock

6. Shared Voting Power

4,820,028 Shares of Common Stock

7. Sole Dispositive Power

2,046 Shares of Common Stock

8. Shared Dispositive Power

4,820,028 Shares of Common Stock

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,822,074 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

7.5%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Oak Investment Partners VI, Limited Partnership
06-1412578

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

14,828 Shares of Common Stock

6. Shared Voting Power

Not applicable

7. Sole Dispositive Power

14,828 Shares of Common Stock

8. Shared Dispositive Power

Not applicable

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

14,828 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Oak Associates VI, LLC
06-1412579

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Not applicable

6. Shared Voting Power

14,828 Shares of Common Stock

7. Sole Dispositive Power

Not applicable

8. Shared Dispositive Power

14,828 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

14,828 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

0.0%

12. Type of Reporting Person (See Instructions)

OO-LLC

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Oak VI Affiliates Fund, Limited Partnership
06-1414970

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

346 Shares of Common Stock

6. Shared Voting Power

Not applicable

7. Sole Dispositive Power

346 Shares of Common Stock

8. Shared Dispositive Power

Not applicable

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

346 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Oak VI Affiliates, LLC
06-1414968

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Not applicable

6. Shared Voting Power

346 Shares of Common Stock

7. Sole Dispositive Power

Not applicable

8. Shared Dispositive Power

346 Shares of Common Stock

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

346 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

OO-LLC

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Schedule 13G
Amendment No. 4
Common Stock Par Value \$0.001

CUSIP No. 97653A103

Item 1.

- (a) **Name of Issuer**
Wireless Facilities, Inc.
- (b) **Address of Issuer's Principal Executive Offices**
4810 Eastgate Mall

San Diego, California 92121

Item 2.

- (a) **Name of Person Filing**
Oak Investment Partners IX, Limited Partnership

Oak Associates IX, LLC

Oak IX Affiliates Fund - A, Limited Partnership

Oak IX Affiliates Fund, Limited Partnership

Oak IX Affiliates, LLC

Oak Investment Partners X, Limited Partnership

Oak Associates X, LLC

Oak X Affiliates Fund, Limited Partnership

Oak X Affiliates, LLC

Oak Investment Partners VI, Limited Partnership

Oak Associates VI, Limited Partnership

Oak VI Affiliates Fund, Limited Partnership

Oak VI Affiliates, LLC

Oak Management Corporation

Bandel L. Carano

Gerald R. Gallagher

Edward F. Glassmeyer

Fredric W. Harman

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Ann H. Lamont

(b) David B. Walrod
Address of Principal Business Office or, if none, Residence
c/o Oak Management Corporation

One Gorham Island

(c) Westport, Connecticut 06880
Citizenship
Please refer to Item 4 on each cover sheet for each filing person.

(d) **Title of Class of Securities**

Common stock, par value \$0.001 per share

(e) **CUSIP Number**

97653A103

- Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- Not applicable
- | | | |
|-----|--------------------------|---|
| (a) | <input type="checkbox"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | <input type="checkbox"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | <input type="checkbox"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | <input type="checkbox"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8). |
| (e) | <input type="checkbox"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | <input type="checkbox"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | <input type="checkbox"/> | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | <input type="checkbox"/> | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | <input type="checkbox"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | <input type="checkbox"/> | Group, in accordance with §240.13d-1(b)(1)(ii)(J). |

Item 4. Ownership

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons is based upon 62,278,620 shares of Common Stock outstanding as of November 4, 2003, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 26, 2003, plus (i) shares issuable upon exercise of options to acquire Common Stock and (ii) shares issuable upon the conversion of Series B Preferred Stock as described herein.

Amounts shown as beneficially owned by each of Oak Investment X, Oak Associates X, LLC, Oak Management Corporation (Oak Management), Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include (i) options to purchase 19,684 shares of Common Stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak Investment X and (ii) the 1,968,400 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Investment X may be converted.

Amounts shown as beneficially owned by each of Oak Affiliates X, Oak X Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include (i) options to purchase 316 shares of Common Stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak Affiliates X and (ii) the 31,600 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Affiliates X may be converted.

Amounts shown as beneficially owned by each of Oak Investment Partners IX, Limited Partnership (Oak Investment IX), Oak Associates IX, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman and Ann H. Lamont include the 1,933,000 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Investment IX may be converted.

Amounts shown as beneficially owned by each of Oak IX Affiliates Fund A, Limited Partnership (Oak Affiliates-A IX), Oak IX Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman and Ann H. Lamont include the 46,400 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Affiliates-A IX may be converted.

Amounts shown as beneficially owned by each of Oak IX Affiliates Fund, Limited Partnership (Oak Affiliates IX), Oak IX Affiliates, LLC, OakV Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman and Ann H. Lamont include the 20,600 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Affiliates IX may be converted.

Amounts shown as beneficially owned by Edward F. Glassmeyer include 5,167 shares of Common Stock held by a trust of which members of Mr. Glassmeyer's immediate family are the beneficiaries and the trustee.

Amounts shown as beneficially owned by Fredric W. Harman include 2,216 shares of Common Stock held by a trust of which Mr. Harman is a trustee.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a group and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: 0

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Signature :

Dated: November 12, 2003

Entities:

Oak Investment Partners IX, Limited Partnership
Oak Associates IX, LLC
Oak IX Affiliates Fund - A, Limited Partnership
Oak IX Affiliates Fund, Limited Partnership
Oak IX Affiliates, LLC
Oak Investment Partners X, Limited Partnership
Oak Associates X, LLC
Oak X Affiliates Fund, Limited Partnership
Oak X Affiliates, LLC
Oak Investment Partners VI, Limited Partnership
Oak Associates VI, Limited Partnership
Oak VI Affiliates Fund, Limited Partnership
Oak VI Affiliates, LLC
Oak Management Corporation

By: /s/ Edward F. Glassmeyer
Edward F. Glassmeyer, as
General Partner or
Managing Member or as
Attorney-in-fact for the
above-listed entities

Individuals:

Bandel L. Carano
Gerald R. Gallagher
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont
David B. Walrod

By: /s/ Edward F. Glassmeyer
Edward F. Glassmeyer,
Individually and as
Attorney-in-fact for the

above-listed individuals

INDEX TO EXHIBITS

EXHIBIT A	Agreement of Reporting Persons
EXHIBIT B	Power of Attorney previously filed with the Commission on February 7, 2003