

CHARLES RIVER LABORATORIES INTERNATIONAL INC  
Form SC 13D/A  
October 13, 2010

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Charles River Laboratories International

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

159864107

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(CUSIP Number)

Andrew Davalla, 605 Third Avenue New York, NY 10158 Phone : 646-497-4674

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 12, 2010

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.  x

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Neuberger Berman Group LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

2

(b) x

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

o

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

8

2876785

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

3436619

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3436619

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

x

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.19%

TYPE OF REPORTING PERSON

14

HC

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1  
Neuberger Berman LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) o  
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

5 o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

1831694

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2346028

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2346028

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.54%

14 TYPE OF REPORTING PERSON

IA BD

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1  
Neuberger Berman Management LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

1045091

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1090591

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1090591

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.65%

14 TYPE OF REPORTING PERSON

IA

Item 1. Security and Issuer

The class of equity securities to which this Amendment No. 1 to Schedule 13D relates is the common shares of Charles River Laboratories International, Inc. (the “Issuer”), (the “Securities”), a Delaware corporation, having its principal business office at 255 Ballardvale Street, Wilmington, Massachusetts 01887.

Item 2. Identity and Background

- (a) This statement is being filed by the following persons: Neuberger Berman Group LLC (“NBG”), Neuberger Berman Holdings LLC (“NB Holdings”), Neuberger Berman Management LLC (“NBM”) and Neuberger Berman LLC (“NB LLC”) (the “Reporting Persons”).
- (b) NBG, NB Holdings, NBM and NB LLC are Delaware limited liability companies, each having its principal business office at 605 Third Avenue, New York, NY 10158.
- (c) NBG is the parent company of various subsidiaries engaged in the investment advisory business.

NB Holdings is the holding company of NB LLC, NBM and certain other subsidiaries engaged in the investment advisory business primarily with respect to equities.

NBM, an indirect subsidiary of NBG, is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and a limited purpose broker-dealer registered under the Securities Exchange Act of 1934, as amended. As a registered investment adviser (“RIA”), NBM provides investment advisory services to investment companies registered under the Investment Company Act of 1940, as amended.

NB LLC, an indirect subsidiary of NBG, is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and a broker-dealer registered under the Securities Exchange Act of 1934, as amended. As a RIA, NB LLC provides discretionary investment advisory services to private investors, institutions, endowments, employee benefit plans, foundations and others.

The information required by instruction C to Schedule 13D with respect to the executive officers and directors of the Reporting Persons is set forth below.

Neuberger Berman Group LLC  
Directors

Joseph Amato

Robert D’Alelio

William Fox

Jack McCarthy

George Walker

Richard Worley

Lawrence Zicklin

Executive Officers

George Walker  
Chief Executive Officer

Joseph Amato  
President

Heather Zuckerman  
Secretary and Executive Vice President

Andrew Komaroff Chief  
Operating Officer and Executive Vice President

Irene Ashkenazy  
Treasurer

Neuberger Berman Holdings LLC  
Executive Officers

Joseph Amato  
President and Chief Executive Officer

Kevin Handwerker  
Secretary and General Counsel

Irene Ashkenazy  
Vice President and Treasurer

Neuberger Berman Management LLC  
Executive Officers

Robert Conti  
President, Chief Executive Officer

Joseph Amato  
Managing Director and Chief Investment Officer -Equities

Brad Cetron  
Chief Compliance Officer, Director of Compliance –B/D

Chamaine Williams  
Chief Compliance Officer, Director of Compliance –I/A

John Dorogoff  
Chief Operations Officer, Chief Financial Officer, and Treasurer

Maxine Gerson  
General Counsel and Managing Director

Bradley Tank  
Managing Director and Chief Investment Officer –Fixed Income

Neuberger Berman LLC  
Executive Officers

Joseph Amato  
President, Chief Executive Officer and Chief Investment Officer - Equities

Brad Cetron  
Chief Compliance Officer

John Dorogoff  
Chief Operations Officer, Chief Financial Officer, and Treasurer

Kevin Handwerker  
General Counsel and Managing Director

Bradley Tank  
Managing Director and Chief Investment Officer –Fixed Income

- (d) None of the individuals referenced above have been convicted in a criminal proceeding in the past five years.
- (e) None of the individuals referenced above have been party to a civil proceeding or a judicial or administrative proceeding or subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws in the past five years.
- (f) All of the individuals referenced above are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of Transaction

None of the Reporting Persons nor any of the individuals referenced above have any plans or proposals with respect to the Issuer which relate to or would result in the events listed in Item 4 (a) – (j) of the instructions for Schedule 13D.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.



- (g) Not applicable.
- (h) Not applicable.
- (i) Not applicable.
- (j) Not applicable.

Item 5. Interest in Securities of the Issuer

- (a) The aggregate number of Securities to which this Amendment No. 1 to Schedule 13D relates is 3,436,619 shares, representing 5.19% of the 66,259,289 common shares reported as outstanding in the Issuer's most recent Form 10-Q for the quarterly period ending June 26, 2010. The Reporting Persons beneficially own the Securities as follows:

Common Shares % of Common Shares Outstanding

NBM 1,090,591 1.65%

NB LLC 2,346,028 3.54%

As a result of NBG's and NB Holdings' indirect and direct ownership of NB LLC and NBM, each of NBG and NB Holdings are deemed to beneficially own the Securities beneficially owned by NBM and NB LLC.

- (b) NBM has been granted discretionary voting and dispositive power with respect to 1,045,091 of the shares reported herein as being beneficially owned by it. In addition, NBM has been granted discretionary dispositive power, but not voting power, with respect to the remaining 45,500 shares reported herein as beneficially owned by it. NB LLC has been granted discretionary voting and dispositive power with respect to 1,831,694 of the shares reported herein as being beneficially owned by it, and with respect to such shares, NB LLC shares voting and dispositive power with its clients in whose accounts the shares are held. In addition, NB LLC has been granted discretionary dispositive power, but not voting power, with respect to the remaining 514,334 shares reported herein as beneficially owned by it. NB LLC shares only dispositive power with those clients in whose accounts such shares are held.
- (c) Transactions effected during the past sixty days are set forth below. All transactions were effected on the New York Stock Exchange.

Transaction Date	Shares or Unites Purchased (Sold)	Price Per Share or Unit
8/16/2010	-300	41.01
8/16/2010	-125	30.132
8/16/2010	-1000	29.9693
8/16/2010	-700	30.132
8/16/2010	-180	30.132
8/16/2010	-300	29.9693
8/16/2010	-500	30.11
8/17/2010	-250	30.11
8/18/2010	-200	30.4301
8/18/2010	-600	30.5901
8/18/2010	-200	30.5901
8/19/2010	130	30.5901

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8/19/2010	-2000	30.19
8/19/2010	-200	29.8001
8/20/2010	-400	29.82
8/25/2010	-150	29.735
8/25/2010	-1250	29.0501
8/26/2010	130	29.4601
8/26/2010	-300	29.46
8/27/2010	3690	29.17
8/27/2010	125	29.1077
8/27/2010	-50	29.1077
8/27/2010	-200	29.4236
8/27/2010	-145	29.4236
8/27/2010	-200	29.2536
8/27/2010	-60	29.2738
8/30/2010	-125	29.2738
8/31/2010	-300	28.9212
8/31/2010	-100	28.38
8/31/2010	-200	28.4501
9/1/2010	200	28.4501
9/1/2010	-100	28.7799
9/1/2010	-50	28.661
9/1/2010	-3100	28.661
9/1/2010	-88000	28.46
9/1/2010	-21000	28.6292
9/1/2010	-16900	28.6292
9/1/2010	-50	28.6292
9/1/2010	-700	28.661
9/1/2010	-150	28.7101
9/1/2010	-250	28.661
9/2/2010	-10000	28.661
9/2/2010	-2300	29.4853
9/2/2010	-28200	29.0667
9/3/2010	90	29.0667
9/3/2010	40	30.3
9/3/2010	150	30.04
9/3/2010	40	30.04
9/3/2010	-19700	30.04
9/3/2010	-8600	29.962
9/3/2010	-15500	30.0656
9/3/2010	-15000	29.962
9/3/2010	-6400	30
9/3/2010	-350	30.0656
9/3/2010	-400	30.1516
9/7/2010	360	30.1516
9/7/2010	500	30.17
9/7/2010	-100	30.17
9/7/2010	-50	29.8024
9/8/2010	-100	29.8024
9/8/2010	-100	29.5824
9/8/2010	-100	29.5824
9/8/2010	-100	29.5824

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9/8/2010	-30	29.5824
9/8/2010	-800	29.6773
9/8/2010	-275	29.6773
9/9/2010	1200	29.6773
9/9/2010	-325	29.6792
9/9/2010	-26600	29.6524
9/9/2010	-25000	29.3885
9/9/2010	-200	29.3885
9/10/2010	-9800	29.5103
9/10/2010	-90200	29.249
9/13/2010	40	29.249
9/13/2010	150	29.6199
9/13/2010	30	29.6199
9/13/2010	100	29.6199
9/13/2010	-325	29.96
9/13/2010	-15	29.6364
9/13/2010	-300	29.6364
9/13/2010	-300	30.0001
9/13/2010	-200	30.0001
9/13/2010	-1200	30.0001
9/14/2010	-1500	29.9337
9/14/2010	-800	29.7326
9/15/2010	1300	29.7326
9/15/2010	-100	30.15
9/16/2010	100	30.1401
9/16/2010	400	30.6399
9/16/2010	1000	30.7399
9/16/2010	150	30.616
9/16/2010	-275	30.6999
9/17/2010	300	30.5701
9/17/2010	200	31.82
9/17/2010	200	31.8486
9/17/2010	50	31.2365
9/17/2010	100	31.2365
9/17/2010	200	31.2365
9/17/2010	50	31.2365
9/17/2010	-15	31.2365
9/17/2010	-200	31.28
9/17/2010	-100	31.7201
9/20/2010	100	31.7201
9/20/2010	200	32.1299
9/20/2010	-30	31.955
9/20/2010	-300	32.08
9/20/2010	-10	32.1067
9/20/2010	-700	32.1
9/21/2010	280	31.839
9/21/2010	725	32.09
9/21/2010	1000	32.3399
9/21/2010	400	32.4699
9/22/2010	100	32.4699
9/22/2010	140	32.0399

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9/22/2010	50	31.8999
9/22/2010	-100	32.343
9/22/2010	-100	31.8
9/22/2010	-200	31.8
9/22/2010	-200	31.8
9/22/2010	-100	31.8
9/22/2010	-20	31.8
9/22/2010	-500	31.95
9/22/2010	-700	31.9701
9/22/2010	-500	31.9166
9/22/2010	-100	31.9166
9/22/2010	-300	31.9166
9/22/2010	-300	31.9166
9/22/2010	-200	31.9166
9/22/2010	-700	31.8011
9/23/2010	90	31.8011
9/23/2010	150	31.7
9/23/2010	50	31.62
9/24/2010	-1000	31.61
9/24/2010	-600	32.001
9/27/2010	300	32.0083
9/27/2010	-1000	32.0899
9/27/2010	-100	32.3801
9/27/2010	-90	32.4401
9/27/2010	-350	32.05
9/27/2010	-100	32.26
9/27/2010	-150	32.26
9/28/2010	300	32.26
9/28/2010	-500	31.8499
9/28/2010	-755	31.9801
9/28/2010	-40	32.0201
9/28/2010	-150	32.0801
9/28/2010	-60	32.0801
9/28/2010	-70	32.0801
9/28/2010	-40	32.0801
9/28/2010	-500	32.0801
9/30/2010	-215	32.0501
9/30/2010	-95	33.5601
9/30/2010	-25	33.5601
9/30/2010	-200	33.35
9/30/2010	-100	33.1933
9/30/2010	-1500	33.1933
9/30/2010	-100	33.386
10/1/2010	30	33.2016
10/1/2010	440	33.25
10/1/2010	1300	33.218
10/1/2010	1300	33.1068
10/1/2010	500	33.1068
10/4/2010	-400	33.1068
10/5/2010	-200	33.4301
10/5/2010	-1200	33.1301

10/6/2010	130	33.1458
10/6/2010	200	32.92
10/6/2010	-85	32.9099
10/6/2010	-200	32.97
10/6/2010	-300	32.92
10/6/2010	-900	32.92
10/6/2010	-700	32.92
10/6/2010	-500	32.92
10/6/2010	-300	32.92
10/6/2010	-400	32.92
10/6/2010	-600	32.92
10/6/2010	-150	32.92
10/6/2010	-100	32.92
10/7/2010	200	32.92
10/7/2010	100	32.352
10/7/2010	-100	32.352
10/8/2010	60	32.38
10/8/2010	70	32.73
10/8/2010	60	32.7499
10/8/2010	200	32.7499
10/8/2010	-30	32.7574
10/11/2010	30	32.69
10/11/2010	-100	32.64
10/11/2010	-300	32.6401
10/12/2010	16600	32.6401
10/12/2010	-100	32.4243
10/12/2010	-200	32.3654
10/12/2010	-900	32.3654
10/12/2010	-300	32.3654
10/12/2010	-600	32.4239
10/12/2010	-200	32.4239
10/12/2010	-450	32.4731
10/12/2010	-50	32.4731
		32.4731

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The Reporting Persons hold \$8,164,000(par value) of the Issuer's 2.25% Convertible Senior Notes due 2013 (the "Notes"). Due to conversion conditions of the Notes, it is not possible as of the date of this filing for the Reporting Persons to convert the Notes into common stock of the Issuer.

Item 7. Material to Be Filed as Exhibits





Signature

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.

Neuberger Berman Group LLC

October 13, 2010

By: /s/ Kevin Handwerker  
General Counsel

Neuberger Berman LLC

October 13, 2010

By: /s/ Kevin Handwerker  
General Counsel

Neuberger Berman Management LLC

October 13, 2010

By: /s/ Robert Conti  
President and Chief Executive Officer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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