

CHARLES RIVER LABORATORIES INTERNATIONAL INC  
Form SC 13D/A  
June 16, 2010

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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SCHEDULE 13D\*  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 1) (1)

Charles River Laboratories International, Inc.

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(Name of Issuer)

Common Stock, \$0.01 par value per share

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(Title of Class of Securities)

159864107

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(CUSIP Number)

Marc Weingarten, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000

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

June 16, 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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
		4,657,695
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		7.0%
14	TYPE OF REPORTING PERSON*	
		IA

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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The Schedule 13D filed on June 7, 2010 (the "Schedule 13D") by JANA Partners LLC, a Delaware limited liability company (the "Reporting Person"), relating to the shares ("Shares") of common stock, \$0.01 par value per share, of Charles River Laboratories International, Inc., a Delaware corporation (the "Issuer"), is hereby amended as set forth below by this Amendment No. 1 to the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is being amended and supplemented by the addition of the following:

On June 16th, 2010, the Reporting Person sent a letter to James C. Foster, the Issuer's Chairman, President and Chief Executive Officer, attached hereto as Exhibit C and incorporated herein by reference.

Item 5. Interest in Securities of the Company.

Paragraph (c) of Item 5 of the Schedule 13D is hereby amended and restated as follows:

(c) There have been no transactions in the Shares effected by the Reporting Person during the past sixty days.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is being amended and supplemented by the addition of the following:

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3. Exhibit C: Letter to James C. Foster dated June 16, 2010

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SIGNATURES

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.

Dated: June 16, 2010

JANA PARTNERS LLC

By: /s/ Jennifer Fanjiang

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Name: Jennifer Fanjiang

Title: Deputy General Counsel