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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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QUEST DIAGNOSTICS INCORPORATED

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

16-1387862

(I.R.S. Employer Identification No.)

Quest Diagnostics Incorporated  
500 Plaza Drive  
Secaucus, NJ 07094  
(973) 520-2700

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

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William J. O'Shaughnessy, Jr.  
Quest Diagnostics Incorporated  
500 Plaza Drive  
Secaucus, NJ 07094  
(973) 520-2700

(Name, address, and telephone number of agent for service)

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Copies to:  
Stephen T. Giove  
Lona Nallengara  
Shearman & Sterling LLP  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-4000

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**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

- Large accelerated filer  
 Non-accelerated filer (Do not check if a smaller reporting company)
- Accelerated filer  
 Smaller reporting company  
 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 7(a)(2)(B) of Securities Act.

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CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Debt Securities	(1)	(1)	(1)	(2)

(1) An unspecified aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be offered at unspecified price.

(2) In accordance with Rules 456(b) and 457(r) under the Securities Act, the Registrant is deferring payment of all of the registration fee.

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PROSPECTUS

**QUEST DIAGNOSTICS INCORPORATED**

**Debt Securities**

We may offer and sell, from time to time, in one or more offerings, the debt securities we describe in this prospectus.

We will provide the specific terms of these debt securities in supplements or other offering material.

**We urge you to read carefully this prospectus, the accompanying prospectus supplements and other offering material, which will describe the specific terms of the securities offered, before you make your investment decision.**

We may offer and sell these debt securities for sale directly to purchasers or through underwriters, dealers or agents to be designated at a future date. See “Plan of Distribution” and any prospectus supplement for a description of the manner in which we will offer and sell the debt securities covered by this prospectus.

**Investing in our debt securities involves risks that are described in the “Risk Factors” section of our periodic reports filed with the Securities and Exchange Commission or in the applicable prospectus supplement.**

The relevant prospectus supplement will contain information, if applicable, as to whether the debt securities offered thereby will be listed for trading on any securities exchange or other market.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus is June 14, 2019

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## ABOUT THIS PROSPECTUS

The information contained in this prospectus is not complete and may be changed. We have not authorized anyone to provide you with any information or to make any representation not contained in or incorporated by reference into this prospectus or any prospectus supplement or included in any free writing prospectus that we may file with the Securities and Exchange Commission (the “SEC”), in connection with any offering of the debt securities described in this prospectus. We do not take any responsibility for, and can provide no assurances as to, the reliability of any information that others may provide you. We are not making an offer of any securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus, any prospectus supplement or any document incorporated by reference is accurate as of any date other than the date of the document in which such information is contained or such other date referred to in such document, regardless of the time of any sale or issuance of a security.

This prospectus is part of a registration statement that we filed with the SEC using a “shelf” registration process. This prospectus provides you with a limited description of the securities we may offer. Each time we sell or issue securities, we will provide a prospectus supplement and, if applicable, a pricing supplement, that will contain specific information about the terms of that specific offering of securities and the specific manner in which they may be offered. The prospectus supplement and any applicable pricing supplement may also add to, update or change any of the information contained in this prospectus. The prospectus supplement and any applicable pricing supplement may also contain information about any material U.S. federal income tax considerations relating to the securities described in the prospectus supplement. You should read both this prospectus, the applicable prospectus supplement and any applicable pricing supplement, together with the additional information, which is incorporated by reference in this prospectus, described under “Where You Can Find More Information.” You should read the entire prospectus and the applicable prospectus supplement, including the information incorporated by reference, before making an investment decision.

As used in this prospectus, the terms “Quest Diagnostics,” “we,” “us” and “our” refer to Quest Diagnostics Incorporated and its consolidated subsidiaries, unless the context clearly indicates otherwise.

This prospectus contains summaries of certain provisions contained in some of the documents described herein, but reference is made to the actual document for complete information. All of the summaries are qualified in their entirety by the actual documents. Copies of some of the documents referred to herein have been filed or will be filed or incorporated by reference as exhibits to the registration statement of which this prospectus is a part, and you may obtain copies of those documents as described below under “Where You Can Find More Information.”

The registration statement that contains this prospectus (including the exhibits to the registration statement) contains additional information about us and the securities offered under this prospectus. That registration statement can be read at the SEC website ([www.sec.gov](http://www.sec.gov)).

## WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our filings are available to the public on the Internet, through a database maintained by the SEC at <http://www.sec.gov>.

The SEC allows us to incorporate by reference into this document the information we filed with the SEC. This means that we can disclose important business, financial and other information to you by referring you to other documents separately filed with the SEC. All information incorporated by reference is part of this document, unless and until that information is updated and superseded by the information contained in this document, any prospectus supplement or in any document that we file with the SEC after the date hereof that is incorporated herein.

We incorporate by reference the following documents filed with the SEC:

1. Our current reports on Form 8-K, filed with the SEC on February 22, 2019, March 4, 2019, March 12, 2019, April 1, 2019 (as amended by our current report on Form 8-K/A filed with the SEC on May 17, 2019), May 17, 2019 and June 3, 2019;
2. Our proxy statement on Schedule 14A filed with the SEC on April 3, 2019;

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3. Our annual report on Form 10-K for the fiscal year ended December 31, 2018; and
4. Our quarterly report on Form 10-Q for the quarter ended March 31, 2019.

We also incorporate by reference all future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities and Exchange Act of 1934 prior to the completion of the offering of the particular securities covered by a prospectus supplement or term sheet.

Our filings with the SEC, including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, are available free of charge on our website as soon as reasonably practicable after they are filed with, or furnished to, the SEC.

You also may request a copy of these filings, at no cost, by writing or telephoning our Investor Relations Department at the following address:

Quest Diagnostics Incorporated  
500 Plaza Drive  
Secaucus, New Jersey 07094  
Attention: Investor Relations  
(973) 520-2700

Our internet website is located at <http://www.questdiagnostics.com>. The contents of the website are not incorporated by reference into this prospectus.

### **CAUTIONARY STATEMENT FOR PURPOSES OF THE “SAFE HARBOR” PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

Some statements and disclosures in this prospectus, any accompanying prospectus supplement or other offering material and the documents incorporated herein or therein by reference are forward-looking statements. Forward-looking statements include all statements that do not relate solely to historical or current facts and can be identified by the use of words such as “may,” “believe,” “will,” “expect,” “project,” “estimate,” “anticipate,” “plan” or “continue.” These forward-looking statements are based on our current plans and expectations and are subject to a number of risks and uncertainties that could cause our plans and expectations, including actual results, to differ materially from the forward-looking statements. The Private Securities Litigation Reform Act of 1995, or the Litigation Reform Act, provides a “safe harbor” for forward-looking statements to encourage companies to provide prospective information about their companies without fear of litigation.

We would like to take advantage of the “safe harbor” provisions of the Litigation Reform Act in connection with the forward-looking statements included or incorporated by reference in this document. Investors are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented or incorporated by reference in this document. The following important factors could cause our actual financial results to differ materially from those projected, forecasted or estimated by us in forward-looking statements:

- (a) Heightened competition from commercial clinical testing companies, hospitals, physicians and others.
- (b) Increased pricing pressure from customers, including payers and patients.
- (c) A decline in economic conditions.
- (d) Impact of changes in payment mix, including increased patient financial responsibility and any shift from fee-for-service to discounted, capitated or bundled fee arrangements.
- (e) Adverse actions by government or other third-party payers, including healthcare reform that focuses on reducing healthcare costs but does not recognize the value and importance to healthcare of clinical testing or innovative solutions, unilateral reduction of fee schedules payable to us, unilateral recoupment of amounts allegedly owed and competitive bidding.

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- (f) The impact upon our testing volume and collected revenue or general or administrative expenses resulting from compliance with policies and requirements imposed by Medicare, Medicaid and other third-party payers. These include:
  - (1) the requirements of government and other payers to provide diagnosis codes and other information for many tests;
  - (2) inability to obtain from patients a valid advance consent form for tests that cannot be billed without prior receipt of the form;
  - (3) the impact of additional or expanded limited coverage policies and limits on the allowable number of test units or ordering frequency of same; and
  - (4) the impact of increased prior authorization programs.
- (g) Adverse results from pending or future government investigations, lawsuits or private actions. These include, in particular, monetary damages, loss or suspension of licenses, and/or suspension or exclusion from the Medicare and Medicaid programs and/or criminal penalties.
- (h) Failure to efficiently integrate acquired businesses and to manage the costs related to any such integration, or to retain key technical, professional or management personnel.
- (i) Denial, suspension or revocation of Clinical Laboratory Improvement Act (“CLIA”) certification or other licenses for any of our clinical laboratories under the CLIA standards, revocation or suspension of the right to bill the Medicare and Medicaid programs or other adverse regulatory actions by federal, state and local agencies.
- (j) Changes in and complexity of federal, state or local laws or regulations, including changes that result in new or increased federal or state regulation of commercial clinical laboratories, tests developed by commercial clinical laboratories or other products or services that we offer or activities in which we are engaged, including regulation by the U.S. Food and Drug Administration.
- (k) Inability to achieve expected benefits from our acquisitions of other businesses.
- (l) Inability to achieve additional benefits from our business performance tools and efficiency initiatives.
- (m) Adverse publicity and news coverage about the diagnostic information services industry or us.
- (n) Failure of the Company to maintain, defend and secure its financial, accounting, technology, customer data and other operational systems from cyberattacks, information technology system outages, telecommunications failures, malicious human acts and failure of the systems of third parties upon which the Company relies.
- (o) Development of technologies that substantially alter the practice of clinical testing, including technology changes that lead to the development of more convenient or cost-effective testing, or testing to be performed outside of a commercial clinical laboratory, such as (1) point-of-care testing that can be performed by physicians in their offices, (2) advanced testing that can be performed by hospitals in their own laboratories or (3) home testing that can be carried out without requiring the services of clinical laboratories.
- (p) Negative developments regarding intellectual property and other property rights that could prevent, limit or interfere with our ability to develop, perform or sell our tests or operate our business. These include:
  - (1) Issuance of patents or other property rights to our competitors or others; and

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- (2) Inability to obtain or maintain adequate patent or other proprietary rights for our products and services or to successfully enforce our proprietary rights.
- (q) Development of tests by our competitors or others which we may not be able to license, or usage of our technology or similar technologies or our trade secrets or other intellectual property by competitors, any of which could negatively affect our competitive position.
- (r) Regulatory delay or inability to commercialize newly developed or licensed tests or technologies or to obtain appropriate reimbursements for such tests.
- (s) The complexity of billing and revenue recognition for clinical laboratory testing.
- (t) Changes in interest rates and changes in our credit ratings from S&P Global, Moody's Investor Services or Fitch Ratings causing an unfavorable impact on our cost of and access to capital.
- (u) Inability to hire or retain qualified or key senior management personnel.
- (v) Terrorist and other criminal activities, hurricanes, earthquakes or other natural disasters, and health pandemics, which could affect our customers, transportation or systems, or our facilities, and for which insurance may not adequately reimburse us.
- (w) Difficulties and uncertainties in the discovery, development, regulatory environment and/or marketing of new services or solutions or new uses of existing tests.
- (x) Failure to adapt to changes in the healthcare system (including the medical laboratory testing market) and healthcare delivery, including those stemming from the Affordable Care Act (or its repeal, amendment or replacement), Protecting Access to Medicare Act, trends in utilization of the healthcare system and increased patient financial responsibility for services.
- (y) Results and consequences of governmental inquiries.
- (z) Difficulty in implementing, or lack of success with, our strategic plan.
- (aa) The impact of informatics on our industry and the ability of our Company to adapt to that impact.
- (bb) Failure to adequately operationalize appropriate controls around use of our data, including risk of non-compliance with privacy law requirements.

## PROSPECTUS SUMMARY

*This summary highlights some of the information incorporated by reference into this prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. You should carefully read this prospectus, the applicable prospectus supplement, and any other offering material including the documents incorporated by reference, which are described under “Where You Can Find More Information.” You should also carefully consider, among other things, the matters discussed in the section entitled “Risk Factors.”*

### **The Company**

Quest Diagnostics empowers people to take action to improve health outcomes. We use our extensive database of clinical lab results to derive diagnostic insights that reveal new avenues to identify and treat disease, inspire healthy behaviors and improve healthcare management. Our diagnostic information services business provides information and insights based on the industry-leading menu of routine, non-routine and advanced clinical testing and anatomic pathology testing, and other diagnostic information services. We provide services to a broad range of customers, including patients, clinicians, hospitals, independent delivery networks, health plans, employers and accountable care organizations. We offer the broadest access in the United States to diagnostic information services through our nationwide network of laboratories, patient service centers and phlebotomists in physician offices and our connectivity resources, including call centers and mobile paramedics, nurses and other health and wellness professionals. We are the world’s leading provider of diagnostic information services. We provide interpretive consultation with one of the largest medical and scientific staffs in the industry. Our diagnostic information services business makes up approximately 95% of our consolidated net revenues.

In our Diagnostic Solutions businesses, which represents the balance of our consolidated net revenues, we offer a variety of solutions for life insurers and healthcare organizations and clinicians. We are the leading provider of risk assessment services for the life insurance industry. In addition, we offer healthcare organizations and clinicians robust information technology solutions.

Quest Diagnostics was incorporated in Delaware in 1990; its predecessor companies date back to 1967. We conduct business through our headquarters in Secaucus, New Jersey, and our laboratories, patient service centers, offices and other facilities around the United States and in selected locations outside the United States.

During 2018, we generated net revenues of \$7.5 billion and processed approximately 168 million test requisitions through our extensive laboratory network.

Our principal executive offices are located at 500 Plaza Drive, Secaucus, New Jersey 07094, telephone number: (973) 520-2700.

## **RISK FACTORS**

Our business is subject to significant risks. You should carefully consider the risks and uncertainties set forth in Part I, Item 1A, under the heading “Risk Factors” included in our annual report on Form 10-K and in “Item 1A. Risk Factors” in any quarterly report on Form 10-Q, which are incorporated by reference in this prospectus. Additional risk factors that you should carefully consider will also be included in a prospectus supplement relating to an offering of our securities as well as the other documents filed with the SEC that are incorporated by reference herein or therein.

The risks and uncertainties described in any accompanying prospectus supplement as well as the documents incorporated by reference herein or therein are not the only ones facing us. Additional risks and uncertainties that we do not presently know about or that we currently believe are not material may also adversely affect our business. If any of the risks and uncertainties described in this prospectus, any accompanying prospectus supplement or the documents incorporated by reference herein or therein actually occur, our business, financial condition, results of operations and prospects could be adversely affected in a material way. The occurrence of any of these risks may cause you to lose all or part of your investment in the offered securities.

**USE OF PROCEEDS**

Except as may be described otherwise in a prospectus supplement or other offering material, we will add the net proceeds from the sale of the securities under this prospectus to our general funds and will use them for general corporate purposes, which may include, among other things, funding acquisitions, capital expenditures, or reducing or refinancing indebtedness.

## SECURITIES WE MAY ISSUE

### Overview

This prospectus is part of a registration statement that we filed with the SEC utilizing a “shelf” registration process. Under this shelf process, we may sell our debt securities in one or more offerings.

The terms of the debt securities will be determined at the time of offering.

### Prospectus Supplement or Pricing Supplement

This prospectus provides you with a general description of the debt securities we may offer. Each time we sell debt securities, we will provide a prospectus supplement or pricing supplement that will contain specific information about the terms of that offering. The prospectus supplement or pricing supplement may also add to or change information contained in this prospectus. If so, the prospectus supplement or pricing supplement should be read as superseding this prospectus. You should read both this prospectus and any prospectus supplement or pricing supplement together with additional information described under the heading “Where You Can Find More Information.”

The prospectus supplement or pricing supplement to be provided with this prospectus will describe the terms of any debt securities that we offer and any initial offering price to the public in that offering, the purchase price and net proceeds that we will receive and the other specific terms related to our offering of the debt securities. For more details on the terms of the debt securities, you should read the exhibits filed with or incorporated by reference in our registration statement, of which this prospectus is a part.

## DESCRIPTION OF SENIOR DEBT SECURITIES

We may issue senior debt securities from time to time in one or more distinct series.

As required by U.S. federal law for all bonds and notes of companies that are publicly offered, the senior debt securities will be governed by a document called an “indenture.” An indenture is a contract between us and a financial institution, in this case, The Bank of New York Mellon formerly known as The Bank of New York, acting as trustee on your behalf, or other trustee we may select. The indenture will be subject to and governed by the Trust Indenture Act of 1939.

We have filed the indenture as an exhibit to our Securities Act filings and Exchange Act reports that we have filed with the SEC. See “Where You Can Find More Information” for information on how to obtain a copy of the indenture.

The senior debt securities will be issued under an indenture dated as of June 27, 2001 as supplemented by a first supplemental indenture, dated as of June 27, 2001, each among Quest Diagnostics, as issuer, the Initial Subsidiary Guarantors (as defined therein), as guarantors, and The Bank of New York, as trustee, as further supplemented by a second supplemental indenture, dated as of November 26, 2001, among Quest Diagnostics, the Subsidiary Guarantors (as defined therein) and The Bank of New York, as further supplemented by a third supplemental indenture, dated as of April 4, 2002, among Quest Diagnostics, the Additional Subsidiary Guarantors (as defined therein) and The Bank of New York, as further supplemented by a fourth supplemental indenture, dated as of March 19, 2003, among Quest Diagnostics, the Additional Subsidiary Guarantor (as defined therein) and The Bank of New York, as further supplemented by a fifth supplemental indenture, dated as of April 16, 2004, among Quest Diagnostics, the Additional Subsidiary Guarantor (as defined therein) and The Bank of New York, as further supplemented by a sixth supplemental indenture, dated as of October 31, 2005, among Quest Diagnostics, the Subsidiary Guarantors (as defined therein) and The Bank of New York, as further supplemented by a seventh supplemental indenture, dated as of November 21, 2005, among Quest Diagnostics, the Additional Subsidiary Guarantors (as defined therein) and The Bank of New York, as further supplemented by an eighth supplemental indenture, dated as of July 31, 2006, among Quest Diagnostics, the Additional Subsidiary Guarantors (as defined therein) and The Bank of New York, as further supplemented by the ninth supplemental indenture dated, September 30, 2006, among Quest Diagnostics, the Additional Subsidiary Guarantors (as defined therein) and The Bank of New York, as further supplemented by the tenth supplemental indenture, dated June 22, 2007, among Quest Diagnostics, the Subsidiary Guarantors (as defined therein) and The Bank of New York, as further supplemented by the eleventh supplemental indenture, dated June 22, 2007, among Quest Diagnostics, the Additional Subsidiary Guarantors (as defined therein) and The Bank of New York, as further supplemented by the twelfth supplemental indenture, dated June 25, 2007, among Quest Diagnostics, the Additional Subsidiary Guarantors (as defined therein) and The Bank of New York, as further supplemented by the thirteenth supplemental indenture, dated November 17, 2009, among Quest Diagnostics, the Subsidiary Guarantors (as defined therein) and The Bank of New York Mellon, as further supplemented by the fourteenth supplemental indenture, dated March 24, 2011, among Quest Diagnostics, the Subsidiary Guarantors (as defined therein) and The Bank of New York Mellon, as further supplemented by the fifteenth supplemental indenture, dated November 30, 2011, among Quest Diagnostics, the Additional Subsidiary Guarantors (as defined therein) and The Bank of New York Mellon, as further supplemented by the sixteenth supplemental indenture, dated March 17, 2014, among Quest Diagnostics and The Bank of New York Mellon, as further supplemented by the seventeenth supplemental indenture, dated March 10, 2015, among Quest Diagnostics and The Bank of New York Mellon, as further supplemented by the eighteenth supplemental indenture, dated as of May 26, 2016, among Quest Diagnostics and The Bank of New York Mellon, and as further supplemented by the nineteenth supplemental indenture, dated as of March 12, 2019, among Quest Diagnostics and The Bank of New York Mellon (collectively, as so supplemented, the “Indenture”). The Indenture for the senior debt securities may also be modified by future supplemental indentures. The terms of the senior debt securities include those stated in the Indenture and those made part of the Indenture by reference to the Trust Indenture Act of 1939. A copy of the Indenture is available for inspection at the office of the trustee.

## PLAN OF DISTRIBUTION

We may sell the debt securities to or through agents, dealers or underwriters or directly to one or more purchasers.

### **By Agents**

We may use agents to sell the debt securities. Unless otherwise stated in a prospectus supplement or other offering material, the agents will agree to use their reasonable best efforts to solicit purchases for the period of their appointment.

### **By Underwriters or Dealers**

We may sell the debt securities to underwriters. The underwriters may resell the debt securities in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The obligations of the underwriters to purchase the debt securities will be subject to certain conditions. Each underwriter will be obligated to purchase all the debt securities allocated to it under the underwriting agreement. The underwriters may change any initial public offering price and any discounts or concessions they give to dealers.

A prospectus supplement and/or any additional offering material will state the name of any underwriter and the amount of compensation, underwriting discounts, commissions, or concessions paid or allowed.

### **Direct Sales**

We may sell debt securities directly to investors. In this case, no underwriters, dealers or agents would be involved.

As one of the means of direct issuance of debt securities, we may utilize the services of any available electronic auction system to conduct an electronic “dutch auction” of the offered securities among potential purchasers who are eligible to participate in the auction of those offered debt securities, if so described in the prospectus supplement or pricing supplement.

### **General Information**

We may have agreements with the underwriters, dealers and agents to indemnify them against certain civil liabilities, including liabilities under the Securities Act, or to contribute to payments they may be required to make.

Underwriters, dealers and agents may engage in transactions with, or perform services for, us or our subsidiaries in the ordinary course of their business.

**VALIDITY OF THE SECURITIES**

The validity of any securities issued hereunder will be passed upon for us by Shearman & Sterling LLP, New York, New York.

**EXPERTS**

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in the Report of Management on Internal Control over Financial Reporting) incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2018, have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

**Item 14. Other Expenses of Issuance and Distribution.**

The following table sets forth all fees and expenses payable by the registrant in connection with the issuance and distribution of the securities being registered hereby (other than underwriting discounts and commissions).

SEC registration fee		*
Legal fees and expenses	\$	+
Trustee's fees and expenses	\$	+
Accounting fees and expenses	\$	+
Printing expenses	\$	+
Miscellaneous	\$	+
<b>Total</b>	<b>\$</b>	<b>+</b>

\* Deferred in accordance with Rules 456(b) and 457(r) of the Securities Act of 1933.

+ Because an indeterminate amount of securities are covered by this registration statement, the expenses in connection with the issuance and distribution of securities are not currently determinable.

**Item 15. Indemnification of Directors and Officers.**

*Limitation on Liability of Directors*

Pursuant to authority conferred by Section 102 of the Delaware General Corporation Law (the "DGCL"), Section 11 of our certificate of incorporation (the "Certificate") eliminates the personal liability of directors to us or our stockholders for monetary damages for breach of fiduciary duty, including, without limitation, directors serving on committees of our board of directors. Directors remain liable for (1) any breach of the duty of loyalty to us or our stockholders, (2) any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, (3) any violation of Section 174 of the DGCL, which proscribes the payment of dividends and stock purchases or redemptions under certain circumstances, and (4) any transaction from which directors derive an improper personal benefit.

*Indemnification and Insurance*

In accordance with Section 145 of the DGCL, which provides for the indemnification of directors, officers and employees under certain circumstances, Section 7.01 of our By-Laws and Section 11 of our Certificate each grant our directors and officers a right to indemnification, to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) for all expenses, liabilities and losses reasonably incurred by each director or officer who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative proceedings to which they are a party (1) by reason of the fact that they are or were our directors or officers or (2) by reason of the fact that, while they are or were our directors or officers, they are or were serving at our request as directors or officers of another corporation, partnership, joint venture, trust or enterprise including service with respect to employee benefit plans, and such indemnification shall continue as to former directors and officers and shall inure to the benefit of such directors' and officers' heirs, executors and administrators; provided, however, that, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by the person seeking indemnification only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

Each of the By-Laws and the Certificate further provides for the mandatory advancement of expenses incurred by officers and directors in defending such proceedings in advance of their final disposition upon delivery to us by the indemnitee of an undertaking to repay all amounts so advanced if it is ultimately determined that such indemnitee is not entitled to be indemnified. We may not indemnify or make advance payments to any person in connection with proceedings initiated against us by such person without the authorization of our board of directors. In addition, Section 11 of the Certificate provides that directors and officers therein described shall be indemnified to the fullest extent permitted by Section 145 of the DGCL, or any successor provisions or amendments thereunder.

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In the event that any such successor provisions or amendments provide indemnification rights broader than permitted prior thereto, Section 11 of the Certificate allows such broader indemnification rights to apply retroactively with respect to any predating alleged action or inaction and also allows the indemnification to continue after an indemnitee has ceased to be our director or officer and to inure to the benefit of the indemnitee's heirs, executors and administrators.

Each of the By-Laws and the Certificate further provides that the right to indemnification is not exclusive of any other right that any indemnitee may have or thereafter acquire under any statute, the Certificate, any agreement or vote of stockholders or disinterested directors or otherwise, and allows us to indemnify and advance expenses to any person whom the corporation has the power to indemnify under the DGCL or otherwise.

Our By-Laws further provide that should any repeal or modification of any of the provisions of Section 7.01 occur, such changes would not adversely affect any right or protection of any director, officer or other person in respect of any proceeding arising out of, or related to, any act or omission occurring prior to the time of such repeal or modification.

The form of underwriting agreement will provide for the indemnification of the registrant, its controlling persons, its directors and certain of its officers by the underwriters against certain liabilities, including liabilities under the Securities Act.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted for directors and officers and controlling persons pursuant to the foregoing provisions, we have been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Each of the By-Laws and the Certificate authorizes us to purchase insurance for our directors and officers and persons who serve at our request as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or enterprise against any expense, liability or loss incurred in such capacity, whether or not we would have the power to indemnify such persons against such expense or liability under the DGCL. We intend to maintain insurance coverage of our officers and directors as well as insurance coverage to reimburse us for potential costs of our corporate indemnification of directors and officers.

Pursuant to an Employment Agreement, dated as of April 3, 2012, as amended, the Corporation is required to indemnify (including advancement of expenses) Stephen H. Rusckowski to the full extent permitted by law and the Corporation's By-laws, and to include him as an insured person under the Corporation's directors' and officers' liability insurance policy.

### **Item 16. Exhibits and Financial Statements Schedules.**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
*1.1	Form of Underwriting Agreement for Debt Securities.
<u>4.1</u>	<u><a href="#">Indenture, dated as of June 27, 2001, among the Company, the Subsidiary Guarantors, and The Bank of New York Mellon (formerly known as The Bank of New York) (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: June 27, 2001) and incorporated herein by reference).</a></u>
<u>4.2</u>	<u><a href="#">First Supplemental Indenture, dated as of June 27, 2001, among the Company, the Subsidiary Guarantors, and The Bank of New York Mellon (formerly known as The Bank of New York) (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: June 27, 2001) and incorporated herein by reference).</a></u>
<u>†5.1</u>	<u><a href="#">Opinion of Shearman &amp; Sterling LLP.</a></u>
<u>†23.1</u>	<u><a href="#">Consent of Shearman &amp; Sterling LLP (included in Exhibit 5.1).</a></u>
<u>†23.2</u>	<u><a href="#">Consent of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm for Quest Diagnostics Incorporated.</a></u>
<u>24.1</u>	<u><a href="#">Powers of Attorney (included in signature pages).</a></u>
<u>†25.1</u>	<u><a href="#">Form T-1 Statement of Eligibility of The Bank of New York Mellon, as trustee with respect to the indenture dated as of June 27, 2001.</a></u>

\* Executed versions of this document will, if applicable, be filed by current report on Form 8-K after the issuance of the securities to which it relates.

† Filed herewith.

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**Item 17. Undertakings.**

The undersigned registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of debt securities offered (if the total dollar value of debt securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
  - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however,* that paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement;

- (2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the debt securities offered therein, and the offering of such debt securities at that time shall be deemed to be the initial bona fide offering thereof;
- (3) to remove from registration by means of a post-effective amendment any of the debt securities being registered which remain unsold at the termination of the offering;
- (4) that, for the purpose of determining any liability under the Securities Act of 1933 to any purchaser:

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- (i) each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
  - (ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of debt securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the debt securities in the registration statement to which the prospectus relates, and the offering of such debt securities at that time shall be deemed to be the initial bona fide offering thereof; provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date;
- (5) that, for the purpose of determining liability of a registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the debt securities, the undersigned registrant undertakes that in a primary offering of debt securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the debt securities to the purchaser, if the debt securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such debt securities to such purchaser:
- (i) any preliminary prospectus or prospectus of an undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by an undersigned registrant;
  - (iii) the portion of any other free writing prospectus relating to the offering containing material information about an undersigned registrant or its senior debt securities provided by or on behalf of the undersigned registrant; and
  - (iv) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (6) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the senior debt securities offered therein, and the offering of such debt securities at that time shall be deemed to be the initial bona fide offering thereof.

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- (7) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the debt securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
- (8) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Trust Indenture Act.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Secaucus, State of New Jersey, on June 14, 2019.

**QUEST DIAGNOSTICS INCORPORATED**

By: /s/ Stephen H. Rusckowski  
Stephen H. Rusckowski  
Title: Chairman, Chief Executive Officer, and President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on June 14, 2019 by the following persons in the capacities and on the dates indicated.

**POWER OF ATTORNEY**

Each individual whose manual signature appears below constitutes and appoints Michael E. Prevoznik and William J. O'Shaughnessy, Jr., and each of them singly, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments thereto, including post-effective amendments, and to file the same, with all exhibits thereto, any related registration filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all the said attorneys-in-fact and agents or any of them or their or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

<b>Signature</b>	<b>Title</b>
<u>/s/ Stephen H. Rusckowski</u> Stephen H. Rusckowski	Chairman, Chief Executive Officer, and President
<u>/s/ Mark J. Guinan</u> Mark J. Guinan	Senior Vice President and Chief Financial Officer
<u>/s/ Michael J. Deppe</u> Michael J. Deppe	Vice President, Corporate Controller and Chief Accounting Officer
<u>/s/ Vicky B. Gregg</u> Vicky B. Gregg	Director
<u>/s/ Timothy L. Main</u> Timothy L. Main	Director
<u>/s/ Denise M. Morrison</u> Denise M. Morrison	Director
<u>/s/ Gary M. Pfeiffer</u> Gary M. Pfeiffer	Director

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<u>/s/ Timothy M. Ring</u> Timothy M. Ring	Director
<u>/s/ Daniel C. Stanzione</u> Daniel C. Stanzione	Director
<u>/s/ Helen I. Torley</u> Helen I. Torley	Director
<u>/s/ Gail R. Wilensky</u> Gail R. Wilensky	Director

**SHEARMAN & STERLING LLP**

399 LEXINGTON AVENUE  
NEW YORK, NY 10022-6069  
+1.212.848.4000

June 14, 2019

The Board of Directors  
Quest Diagnostics Incorporated  
500 Plaza Drive  
Secaucus, NJ 07094

Ladies and Gentlemen:

We have acted as counsel to Quest Diagnostics Incorporated, a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company of a registration statement on Form S-3 (the "Registration Statement") filed with the Securities and Exchange Commission relating to the offering from time to time, pursuant to Rule 415 of the Securities Act of 1933, as amended (the "Securities Act"), of one or more series of debt securities of the Company (the "Debt Securities"). The offering of the Debt Securities will be as set forth in the prospectus contained in the Registration Statement (the "Prospectus"), as supplemented by one or more supplements to the Prospectus (each, a "Prospectus Supplement").

The Debt Securities will be issued in one or more series pursuant to an indenture, dated as of June 27, 2001 (the "Base Indenture"), among the Company, the Subsidiary Guarantors (as defined therein) party thereto and The Bank of New York Mellon (formerly, "The Bank of New York"), as trustee (the "Trustee"), as supplemented by a first supplemental indenture, dated as of June 27, 2001, among the Company, the Initial Subsidiary Guarantors (as defined therein) party thereto as guarantors, and the Trustee, as further supplemented by a second supplemental indenture, dated as of November 26, 2001, among the Company, the Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by a third supplemental indenture, dated as of April 4, 2002, among the Company, the Additional Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by a fourth supplemental indenture, dated as of March 19, 2003, among the Company, the Additional Subsidiary Guarantor (as defined therein) party thereto and the Trustee, as further supplemented by a fifth supplemental indenture, dated as of April 16, 2004, among the Company, the Additional Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by a sixth supplemental indenture, dated as of October 31, 2005, among the Company, the Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by a seventh supplemental indenture, dated as of November 21, 2005, among the Company, the Additional Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by an eighth supplemental indenture, dated as of July 31, 2006, among the Company,

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Shearman & Sterling LLP is a limited liability partnership organized in the United States under the laws of the state of Delaware, which laws limit the personal liability of partners.

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the Additional Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by a ninth supplemental indenture, dated as of September 30, 2006, among the Company, the Additional Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by a tenth supplemental indenture, dated as of June 22, 2007, among the Company, the Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by an eleventh supplemental indenture, dated as of June 22, 2007, among the Company, the Additional Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by a twelfth supplemental indenture, dated as of June 25, 2007, among the Company, the Additional Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by a thirteenth supplemental indenture, dated as of November 17, 2009, among the Company, the Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by a fourteenth supplemental indenture, dated as of March 24, 2011, among the Company, the Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by a fifteenth supplemental indenture, dated as of November 30, 2011, among the Company, the Additional Subsidiary Guarantors (as defined therein) party thereto and the Trustee, as further supplemented by the sixteenth supplemental indenture, dated March 17, 2014, among Quest Diagnostics and The Bank of New York Mellon, as further supplemented by the seventeenth supplemental indenture, dated March 10, 2015, among Quest Diagnostics and The Bank of New York Mellon, as further supplemented by the eighteenth supplemental indenture, dated May 26, 2016, among Quest Diagnostics and The Bank of New York Mellon, and as further supplemented by the nineteenth supplemental indenture, dated as of March 12, 2019, among Quest Diagnostics and The Bank of New York Mellon (collectively, the "Indenture").

In that connection, we have reviewed originals or copies of the following documents:

- (a) The Indenture; and
- (b) A specimen of the Debt Securities.

The documents described in the foregoing clauses (a) and (b) of this paragraph are collectively referred to herein as the "Opinion Documents."

We have also reviewed the following:

- (a) The Registration Statement;
- (b) The Prospectus; and
- (c) Originals or copies of such other corporate records of the Company, certificates of public officials and of officers of the Company and agreements and other documents as we have deemed necessary as a basis for the opinions expressed below.

In our review of the Opinion Documents and other documents we have assumed:

- (a) The genuineness of all signatures.
-

- (b) The authenticity of the originals of the documents submitted to us.
- (c) The conformity to authentic originals of any documents submitted to us as copies.
- (d) As to matters of fact, the truthfulness of the representations made in the Opinion Documents and in certificates of public officials and officers of the Company.
- (e) That each of the Opinion Documents is the legal, valid and binding obligation of each party thereto, other than the Company, enforceable against each such party in accordance with its terms.
- (f) That:
  - (i) The execution, delivery and performance by the Company of the Opinion Documents to which it is a party do not and will not:
    - (a) contravene its certificate or articles of incorporation, by-laws or other organizational documents;
    - (b) except with respect to Generally Applicable Law, violate any law, rule or regulation applicable to it; or
    - (c) result in any conflict with or breach of any agreement or document binding on it.
  - (ii) No authorization, approval, consent or other action by, and no notice to or filing with, any governmental authority or regulatory body or any other third party is required for the due execution, delivery or performance by the Company of any of the Opinion Documents to which it is a party or, if any such authorization, approval, consent, action, notice or filing is required, it has been duly obtained, taken, given or made and is in full force and effect.

We have not independently established the validity of the foregoing assumptions.

“Generally Applicable Law” means the federal law of the United States of America, and the law of the State of New York (including in each case the rules or regulations promulgated thereunder or pursuant thereto), that a New York lawyer exercising customary professional diligence would reasonably be expected to recognize as being applicable to the Company, the Opinion Documents or the transactions governed by the Opinion Documents and for purposes of our assumptions in paragraph (f) above, the General Corporation Law of the State of Delaware. Without limiting the generality of the foregoing definition of Generally Applicable Law, the term “Generally Applicable Law” does not include any law, rule or regulation that is applicable to the Company, the Opinion Documents or such transactions solely because such law, rule or regulation is part of a regulatory regime applicable to any party to any of the Opinion Documents or any of its affiliates due to the specific assets or business of such party or such affiliate.

Based upon the foregoing and upon such other investigation as we have deemed necessary and subject to the qualifications set forth below, we are of the opinion that:

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1. The Indenture constitutes a legal, valid and binding obligation of the Company, enforceable against the Company in accordance with its terms.
2. When (i) the Debt Securities have been duly authorized, (ii) the final terms thereof have been duly established and approved and (iii) the Debt Securities have been duly executed and delivered by the Company and authenticated by the Trustee in accordance with the Indenture and delivered to and paid for by the purchasers thereof, the Debt Securities will constitute legal, valid and binding obligations of the Company enforceable against the Company in accordance with the terms thereof and will be entitled to the benefits of the Indenture.

Our opinions expressed above are subject to the following qualifications:

- (a) Our opinions are subject to the effect of any applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditors' rights generally (including without limitation all laws relating to fraudulent transfers).
- (b) Our opinions are also subject to the effect of general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing (regardless of whether considered in a proceeding in equity or at law).
- (c) Our opinions are limited to Generally Applicable Law, and we do not express any opinion herein concerning any other law.

This opinion letter speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this opinion letter and which might affect the opinions expressed herein.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name under the heading "Validity of the Securities" in the Prospectus. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Shearman & Sterling LLP

LN/yk/dy/nk  
STG

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of Quest Diagnostics Incorporated of our report dated February 21, 2019 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Quest Diagnostics Incorporated's Annual Report on Form 10-K for the year ended December 31, 2018. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP  
Florham Park, New Jersey  
June 14, 2019

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

FORM T-1

STATEMENT OF ELIGIBILITY  
UNDER THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE  
ELIGIBILITY OF A TRUSTEE PURSUANT TO  
SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON  
(Exact name of trustee as specified in its charter)

New York  
(Jurisdiction of incorporation  
if not a U.S. national bank)  
240 Greenwich Street, New York, N.Y.  
(Address of principal executive offices)

13-5160382  
(I.R.S. employer  
identification no.)  
10286  
(Zip code)

QUEST DIAGNOSTICS INCORPORATED  
(Exact name of obligor as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	16-1387862 (I.R.S. employer identification no.)
500 Plaza Drive Secaucus, New Jersey (Address of principal executive offices)	07094 (Zip code)

Debt Securities  
(Title of the indenture securities)

**1. General information. Furnish the following information as to the Trustee:**

**(a) Name and address of each examining or supervising authority to which it is subject.**

Name	Address
Superintendent of the Department of Financial Services of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	550 17 <sup>th</sup> Street, NW Washington, D.C. 20429
The Clearing House Association L.L.C.	100 Broad Street New York, N.Y. 10004

**(b) Whether it is authorized to exercise corporate trust powers.**

Yes.

**2. Affiliations with Obligor.**

**If the obligor is an affiliate of the trustee, describe each such affiliation.**

None.

**16. List of Exhibits.**

**Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).**

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

4. A copy of the existing By-laws of the Trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-229494).
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-229519).
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Woodland Park, and State of New Jersey, on the 15th day of May, 2019.

THE BANK OF NEW YORK MELLON

By: /s/ Laurence J. O'Brien  
Name: Laurence J. O'Brien  
Title: Vice President

**EXHIBIT 7**

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Consolidated Report of Condition of

THE BANK OF NEW YORK MELLON

of 240 Greenwich Street, New York, N.Y. 10286

And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business March 31, 2019, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

**ASSETS**

Dollar amounts  
in thousands

Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	5,343,000
Interest-bearing balances	71,186,000
Securities:	
Held-to-maturity securities	33,972,000
Available-for-sale securities	81,376,000
Equity securities with readily determinable fair values not held for trading	36,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	0
Securities purchased under agreements to resell	26,490,000
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases held for investment	24,620,000
LESS: Allowance for loan and lease losses	116,000
Loans and leases held for investment, net of allowance	24,504,000
Trading assets	2,542,000
Premises and fixed assets (including capitalized leases)	2,497,000
Other real estate owned	2,000
Investments in unconsolidated subsidiaries and associated companies	1,777,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	7,065,000
Other assets	14,405,000
Total assets	<u>271,195,000</u>

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**LIABILITIES**

Deposits:	
In domestic offices	125,776,000
Noninterest-bearing	54,550,000
Interest-bearing	71,226,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	101,943,000
Noninterest-bearing	5,893,000
Interest-bearing	96,050,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	1,582,000
Securities sold under agreements to repurchase	1,168,000
Trading liabilities	2,207,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	5,385,000
Not applicable	
Not applicable	
Subordinated notes and debentures	515,000
Other liabilities	6,603,000
Total liabilities	<u>245,179,000</u>

**EQUITY CAPITAL**

Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	11,051,000
Retained earnings	15,181,000
Accumulated other comprehensive income	-1,701,000
Other equity capital components	0
Total bank equity capital	25,666,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>26,016,000</u>
Total liabilities and equity capital	<u>271,195,000</u>

I, Michael Santomassimo, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Michael Santomassimo  
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Charles W. Scharf  
Samuel C. Scott  
Joseph J. Echevarria

]

Directors

Exh. 7 - 3

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