

CHARLES RIVER LABORATORIES INTERNATIONAL INC
Form PRER14A
June 21, 2010

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Charles River Laboratories International, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
Ordinary shares, par value \$0.02 per share, of WuXi PharmaTech (Cayman) Inc.
- (2) Aggregate number of securities to which transaction applies:
586,208,215 ordinary shares of WuXi PharmaTech (Cayman) Inc. (including 8,873,616 ordinary shares reserved for issuance upon exercise of vested options to purchase ordinary shares and 22,771,002 ordinary shares reserved for issuance upon conversion of convertible notes and excluding 18,960,579 outstanding ordinary shares held by the depositary for WuXi PharmaTech)

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(Cayman) Inc.'s American Depositary Shares, or ADSs, and reserved for issuance upon the exercise of option or restricted share unit awards), as of April 21, 2010.

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
\$2.10 (based on (x) \$16.76, the average of the high and low prices of WuXi PharmaTech (Cayman) Inc.'s ADSs on the New York Stock Exchange on May 25, 2010, divided by (y) 8, the number of ordinary shares represented by each ADS.
- (4) Proposed maximum aggregate value of transaction:
\$1,231,037,251.50
- (5) Total fee paid:
\$87,772.96

- o Fee paid previously with preliminary materials.
 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

ACQUISITION PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Shareholder:

You are cordially invited to the upcoming special meeting of shareholders of Charles River to be held on [] at [] a.m. Eastern Time at [].

The board of directors of Charles River has approved an acquisition agreement pursuant to which Charles River will acquire WuXi PharmaTech (Cayman) Inc., or WuXi, a company listed on the New York Stock Exchange. As we describe in greater detail in this proxy statement, we believe the transaction will result in significant benefits to Charles River's shareholders. The transaction has been designed to create the first and premier early-stage contract research organization to offer fully integrated drug research and development services from molecule creation to first-in-human testing. The combination of Charles River's expertise in *in vivo* biology and WuXi's expertise in chemistry will create a global partner with the ability to support pharmaceutical and biotechnology clients as no other contract research organization can.

If the transaction is completed, WuXi shareholders will have the right to receive, for each WuXi ordinary share held by such shareholder, a combination of \$1.40625 in cash, without interest, and a number of shares of Charles River common stock based on an exchange ratio to be determined at the closing of the transaction. This exchange ratio will be determined by dividing \$1.25 by the weighted average closing price of Charles River common stock on the New York Stock Exchange for the 20 trading days ending on the second business day prior to closing, which is referred to as the Charles River average price. However, if the Charles River average price is equal to or greater than \$43.1726, then the exchange ratio will be fixed at 0.0290 of a share of Charles River common stock for each WuXi ordinary share, and if the Charles River average price is equal to or less than \$37.1486, then the exchange ratio will be fixed at 0.0336 of a share of Charles River common stock for each WuXi ordinary share. Charles River shareholders will continue to own their existing Charles River shares. Assuming the Charles River average price was equal to the closing price of Charles River common stock on the New York Stock Exchange on [], the most recent practicable trading day prior to the date of this proxy statement, the implied value of the acquisition consideration to be received by WuXi shareholders in the transaction is [], which is equivalent to [] per WuXi American Depositary Share (each of which represents eight underlying WuXi ordinary shares). This value may fluctuate prior to the completion of the transaction as a result of changes in the market value of Charles River common stock.

Approximately [] shares of Charles River common stock will be issued to WuXi shareholders in the transaction, based on the number of ordinary shares of WuXi outstanding on [], the most recent practicable date prior to the date of this proxy statement. These shares will represent approximately [] percent of the outstanding common stock of the combined company immediately after the transaction. Charles River shares held by Charles River shareholders before the transaction will represent approximately [] percent of the outstanding common stock of the combined company immediately after the transaction.

Your vote is important. We cannot complete the transaction unless, among other things, the holders of Charles River common stock vote to approve the issuance of shares of Charles River common stock in connection with the transaction. We will hold a special meeting of our shareholders to vote on this proposal. Whether or not you plan to attend our special meeting, please take the time to vote by completing and mailing the enclosed proxy card to us or submitting your proxy by telephone or through the Internet, using the procedures in the proxy voting instructions included with your proxy

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card. **Charles River's board of directors recommends that Charles River shareholders vote FOR the issuance of Charles River common stock in connection with the transaction.**

This proxy statement describes the shareholder meeting, the transaction, documents related to the transaction and other related matters. **Please read this entire proxy statement carefully, including the section discussing risk factors beginning on page 22.** You can also obtain information about our companies from documents that we have each filed with the Securities and Exchange Commission.

Charles River common stock is listed on the New York Stock Exchange under the symbol "CRL."

James C. Foster
Chairman, Chief Executive Officer and President

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Charles River common stock to be issued in connection with the transaction or determined if this proxy statement is truthful and complete. Any representation to the contrary is a criminal offense.

The date of this proxy statement is [], 2010, and it is first being mailed or otherwise delivered to Charles River shareholders on or about [], 2010.

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement incorporates important business and financial information about Charles River and WuXi from documents that are not included in or delivered with this proxy statement. You can obtain documents incorporated by reference in this proxy statement by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Charles River Laboratories International, Inc.
251 Ballardvale Street
Wilmington, Massachusetts 01887
Attention: General Counsel
Telephone: (781) 222-6000

WuXi PharmaTech (Cayman) Inc.
288 Fute Zhong Road
Waigaoqiao Free Trade Zone
Shanghai 200131
People's Republic of China
Attention: Genyong Qiu
Telephone: (86 21) 5046-1111

You will not be charged for any of these documents that you request. If you wish to request documents, we or WuXi must receive your request by [], 2010 (which is five business days before the scheduled date of the special meeting) in order for you to receive them before the special meeting.

See "Where You Can Find More Information," beginning on page 95.

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Charles River Laboratories International, Inc.

251 Ballardvale Street
Wilmington, Massachusetts 01887

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Dear Shareholder:

A special meeting of the shareholders of Charles River Laboratories International, Inc. will be held on [] at [] a.m., Eastern Time, at [].

The purpose of the special meeting is to consider and to vote upon the following proposals:

1. a proposal to issue shares of Charles River common stock in connection with the transaction contemplated by the Agreement and Plan of Arrangement (referred to in this proxy statement as the acquisition agreement), dated as of April 26, 2010 between Charles River Laboratories International, Inc. and WuXi PharmaTech (Cayman) Inc.; and
2. a proposal to approve an adjournment of the special meeting, if necessary, to solicit additional proxies in favor of the issuance of Charles River common stock in connection with the transaction.

Neither proposal to be voted upon at the special meeting is conditioned on the approval of the other proposal.

The Charles River board of directors recommends that Charles River shareholders vote **FOR** the issuance of Charles River common stock in connection with the transaction and **FOR** the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of such issuance.

In order to approve the issuance of Charles River common stock in connection with the transaction, the total number of votes cast either in person or by proxy at the special meeting must represent more than 50 percent of the outstanding Charles River common stock and a majority of those shares must vote in favor of the issuance. **Therefore, your vote is very important.**

All Charles River shareholders are cordially invited to attend this special meeting, although only those shareholders of record at the close of business on [], 2010 will be entitled to receive notice of and to vote at the special meeting or any adjournment or postponement thereof. Your attention is directed to the proxy statement accompanying this notice for a more complete statement regarding the matters proposed to be acted upon at the meeting.

PLEASE VOTE AS SOON AS POSSIBLE BY MAIL, BY TELEPHONE OR THROUGH THE INTERNET. INSTRUCTIONS ON THESE DIFFERENT WAYS TO VOTE YOUR PROXY ARE FOUND ON THE ENCLOSED PROXY FORM. YOU MAY REVOKE YOUR PROXY AT ANY TIME BEFORE IT IS VOTED AT THE SPECIAL MEETING.

James C. Foster
Chairman, Chief Executive Officer and President

[], 2010

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**QUESTIONS AND ANSWERS ABOUT THE TRANSACTION
AND THE APPROVAL OF THE TRANSACTION**

Q: Why is Charles River proposing the transaction?

A. The transaction has been designed to create the first and premier early-stage contract research organization to offer fully integrated drug research and development services from molecule creation to first-in-human testing. The combination of Charles River's expertise in *in vivo* biology and WuXi's expertise in chemistry will create a global partner with the ability to support pharmaceutical and biotechnology clients as no other contract research organization can. We also believe the acquisition of WuXi will create greater value for Charles River's shareholders than would be expected if the transaction did not occur.

Q: When is the shareholder meeting?

A: Charles River's special shareholder meeting will take place on [], 2010, at the time and location specified on the cover page of this proxy statement. Upon receipt of the required shareholder vote, we may adjourn the special meeting, if necessary, to solicit additional proxies. References to the special meeting in this proxy statement are to the special meeting as adjourned or postponed.

Q: What do I need to do now?

A: After you have carefully read this entire proxy statement, please vote your shares of Charles River common stock. You may do this either by completing, signing, dating and mailing the enclosed proxy card or by submitting your proxy by telephone or through the Internet, as explained in the proxy voting instructions attached to your proxy card. This will enable your shares to be represented and voted at the special meeting. If you submit a valid proxy and do not indicate how you want to vote, we will count your proxy as a vote in favor of the proposals described in this proxy statement submitted at the special meeting.

The Charles River board of directors recommends that Charles River shareholders vote FOR the issuance of Charles River common stock in connection with the transaction and FOR the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of such issuance.

Q: What shareholder votes are required?

A: Charles River shareholders are being asked to approve the issuance of Charles River common stock in connection with the transaction. The approval of this proposal, and therefore the consummation of the transaction, requires the affirmative vote of at least a majority of the votes cast in person or by proxy at the special meeting, in a vote in which the total number of votes cast represents more than 50 percent of the outstanding Charles River common stock.

Charles River shareholders may be asked to vote on a proposal to approve an adjournment of the special meeting to solicit, if necessary, additional proxies in favor of the issuance of Charles River common stock in connection with the transaction. This proposal will be approved if a majority of the outstanding shares of Charles River common stock present in person or represented by proxy at the special meeting are voted in favor of the proposal, whether or not a quorum exists.

Neither proposal to be voted upon at the special meeting is conditioned on the approval of the other proposal.

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Q: Why is my vote important?

A:

If you do not return your proxy card, submit your proxy by telephone or through the Internet or vote in person at the special meeting, it will be more difficult for Charles River to obtain the necessary quorum to hold the special meeting.

Because the total number of votes cast either in person or by proxy at the special meeting on the proposal to issue shares of Charles River common stock in connection with the transaction must represent more than 50 percent of the outstanding Charles River common stock, your failure to vote, including abstentions or broker non-votes (as described below), may have the same effect as a vote against that proposal. However, if the 50 percent requirement for votes cast is satisfied, your failure to vote, including abstentions or broker non-votes, will have the effect of reducing the aggregate number of shares voting with respect to the proposal, and as a result, the number of affirmative votes required to approve the proposal.

In the case of the proposal to adjourn the special meeting, if necessary, to solicit additional proxies, your failure to vote, other than by abstention or broker non-vote, will have the effect of reducing the aggregate number of shares voting with respect to the proposal and, as a result, the number of affirmative votes required to approve the proposal. However, both abstentions and broker non-votes will have the same effect as a vote against the adjournment proposal.

Q: If my shares are held in "street name" by my broker, will my broker automatically vote my shares for me?

A:

No. Your broker will only vote your shares if you provide your broker with voting instructions. You should instruct your broker to vote your shares by following the directions your broker provides you. Please check the voting information form used by your broker to see if it offers telephone or Internet voting.

Q: What if I fail to instruct my broker?

A:

Because the total number of votes cast either in person or by proxy at the special meeting on the proposal to issue shares of Charles River common stock in connection with the transaction must represent more than 50 percent of the outstanding Charles River common stock, if you fail to instruct your broker to vote your shares and the broker submits an unvoted proxy, the resulting "broker non-vote" will be counted toward a quorum at the special meeting, but otherwise will have the same effect as a failure to vote on the proposal.

In the case of Charles River's proposal to adjourn its special meeting, if necessary, to solicit additional proxies, broker non-votes will have the same effect as a vote against the proposal.

Q: Can I attend the special meeting and vote my shares in person?

A:

All Charles River shareholders are invited to attend the special meeting. However, only shareholders of record as of [], 2010 will be entitled to vote in person at the special meeting. If a bank, broker or other nominee holds your shares, then you are not the shareholder of record and you must ask your bank, broker or other nominee how you can vote in person at the special meeting.

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Q: Can I change my vote?

A:

Yes. If you are a record holder, you can change your proxy instructions after you have submitted your proxy card, or submitted your proxy by telephone or through the Internet, by:

submitting a written notice revoking your proxy to Charles River's corporate secretary;

submitting a new proxy card, or submitting a new proxy by telephone or through the Internet; or

if you have executed a proxy and are present at the special meeting, and you wish to vote in person, revoking your proxy as described above prior to voting in person.

For more detailed procedures on revoking a proxy, see the description under "The Special Meeting Proxies Revoking Your Proxy."

If you own your shares through a broker, you must follow the directions you receive from your broker in order to change or revoke your vote.

Q: Should I send in my stock certificates?

A:

No. Charles River shareholders will retain their current stock certificates after the transaction and should not send in their stock certificates.

Q: When do you expect to complete the transaction?

A:

We expect to complete the transaction by the fourth calendar quarter of 2010. However, we cannot assure you when or if the transaction will be completed. We must first obtain the necessary approval of our shareholders at the special meeting, WuXi must obtain the necessary approval of its shareholders at its shareholders' meeting and the sanction of the Grand Court of the Cayman Islands, and Charles River and WuXi must also obtain any necessary regulatory approvals.

Q: Whom should I call with questions?

A:

Charles River shareholders with any questions about the transaction or about voting their shares should call Innisfree M&A Incorporated, Charles River's proxy solicitor, toll-free at 888-750-5834 (banks and brokers may call collect at 212-750-5833).

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SUMMARY

This summary highlights information from this proxy statement that we believe is important to you in deciding how to vote on the proposals described in this proxy statement. It does not contain all of the information that may be important to you. We urge you to read carefully the entire proxy statement and the other documents to which this proxy statement refers you in order for you to fully understand the proposed transaction. See "Where You Can Find More Information," beginning on page 95. Each item in this summary refers to the page of this proxy statement on which that subject is discussed in more detail.

The Companies (page 32)

Charles River Laboratories International, Inc.

251 Ballardvale Street
Wilmington, Massachusetts 01887
(781) 222-6000
<http://www.criver.com>

Charles River is a leading global provider of solutions which accelerate the drug discovery and development process, including research models and associated services and outsourced preclinical services. Charles River provides products and services to global pharmaceutical companies and biotechnology companies, as well as government agencies and leading hospitals and academic institutions throughout the world, in order to bring drugs to market faster and more efficiently. Employing approximately 8,000 people, including approximately 500 professionals with advanced degrees, including Ph.D.s, D.V.M.s and M.D.s, Charles River has approximately 70 facilities in 16 countries. Charles River's broad portfolio of products and services enables customers to reduce costs, increase speed in bringing products to market and enhance their productivity and effectiveness in drug discovery and development.

WuXi PharmaTech (Cayman) Inc.

WuXi PharmaTech (Cayman) Inc.
288 Fute Zhong Road
Waigaoqiao Free Trade Zone
Shanghai 200131
People's Republic of China
<http://www.wuxiapptec.com>

WuXi is a leading pharmaceutical, biotechnology, and medical device R&D outsourcing company, with operations in China and the United States. As a research-driven and customer-focused company, WuXi provides a broad and integrated portfolio of laboratory and manufacturing services throughout the drug and medical device R&D process. WuXi's services are designed to assist its global partners in shortening the cycle and lowering the cost of drug and medical device R&D.

Reasons for the Transaction (page 40)

Charles River is proposing to acquire WuXi because, among other things, the combined company will offer an expanded portfolio of products and outsourced services to multinational pharmaceutical companies and biotechnology companies, as well as government agencies and academic institutions who increasingly seek the flexibility to access high quality, early-stage drug development expertise from chemistry to man from one global company.

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Our board of directors believes that the combined company should benefit from:

The complementary nature of the service and product offerings, scientific capabilities and geographic reach of the two companies.

The diversification of service and product offerings and broadened geographic revenue bases that will result from the transaction.

The opportunity to be an attractive partner-of-choice for pharmaceutical and biotechnology companies by offering both upstream and downstream support for their efforts to bring new drugs to market.

The synergistic benefits that are expected to be realized from the transaction (these include cost savings and revenue enhancement).

We also recognize that there are risks associated with the transaction, as described under "Risk Factors."

Recommendation to Shareholders (page 40)

The Charles River board of directors has determined that the acquisition agreement and the transaction contemplated by the acquisition agreement are fair to and in the best interests of Charles River and its shareholders and has approved the issuance of Charles River common stock in connection with the transaction. The Charles River board of directors recommends that Charles River shareholders vote:

FOR the issuance of Charles River common stock in connection with the transaction; and

FOR the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of such issuance.

The Transaction (page 36)

We are proposing to acquire all of the outstanding ordinary shares of WuXi by way of a scheme of arrangement, which is referred to in this proxy statement as the scheme, under Section 86 of the Companies Law of the Cayman Islands (2009 Revision), which is referred to in this proxy statement as the Cayman Companies Law. Upon completion of the transaction, WuXi will be a wholly owned subsidiary of Charles River. Charles River will retain the name Charles River Laboratories International, Inc.

Acquisition Consideration (page 54)

As a result of the transaction, each WuXi shareholder will have the right to receive a combination of \$1.40625 in cash, without interest, and a number of shares of Charles River common stock equal to \$1.25 divided by the weighted average closing price of Charles River common stock on the New York Stock Exchange, or NYSE, for the 20 trading days ending on the second business day prior to the closing (but in no event more than 0.0336 nor less than 0.0290 shares of Charles River common stock) for each outstanding WuXi ordinary share.

We expect that, upon completion of the transaction, Charles River shareholders will own approximately [] percent of the combined company and WuXi shareholders will own approximately [] percent of the combined company. Charles River will not issue any fractional shares in the transaction. WuXi shareholders will instead receive amounts in cash equal to the value of any fractional shares that would otherwise have been issued.

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Comparative Market Price Information (page 21)

Charles River common stock is listed on the NYSE under the symbol "CRL." WuXi American Depositary Shares, or ADSs, (each representing eight underlying ordinary shares) are currently listed on the NYSE under the symbol "WX." The following table sets forth the closing sale prices of Charles River common stock on the NYSE and the closing sale prices of WuXi ADSs as reported on the NYSE, on April 23, 2010, the last trading day before we announced the transaction, and on [], the most recent practicable trading day prior to the date of this proxy statement. The table also shows the implied value of one WuXi ordinary share, which we calculated by adding the cash portion of the acquisition consideration, or \$1.40625, to the product of the closing price of Charles River common stock on those dates and the exchange ratio which would have been in effect had the acquisition taken place on those dates, assuming that the closing price of Charles River common stock on those dates were equal to the Charles River average price.

	Closing Price of Charles River Common Stock	Closing Price of WuXi ADSs	Closing Price of WuXi Ordinary Shares(1)	Implied Value of WuXi ADSs	Implied Value of WuXi Ordinary Shares
April 23, 2010	\$ 39.77	\$ 16.57	\$ 2.07	\$ 21.25	\$ 2.66
[], 2010	\$ []	\$ []	\$ []	\$ []	\$ []

(1) Closing price of WuXi ordinary shares is determined by dividing the quoted price of WuXi ADSs on the NYSE as of the relevant date by eight (the number of WuXi ordinary shares underlying each WuXi ADS).

The market prices of Charles River common stock and WuXi ADSs will fluctuate before the special meeting and before the transaction is completed. Therefore, you should obtain current market quotations for Charles River common stock and WuXi ADSs.

Appraisal Rights (page 43)

Neither Charles River shareholders nor WuXi shareholders are entitled to appraisal rights in connection with the transaction.

Interests of Certain Persons in the Transaction (page 72)

When considering the recommendations of the Charles River board of directors that shareholders vote in favor of the proposals described in this proxy statement, you should be aware that some Charles River executive officers and directors may have interests in the transaction that may be different from, or in addition to, yours.

Opinion of Charles River's Financial Advisor (page 45)

Pursuant to an engagement letter dated December 7, 2009, Charles River retained J.P. Morgan Securities Inc., or J.P. Morgan, as its financial advisor in connection with the proposed transaction and to deliver a fairness opinion in connection with the transaction.

At the meeting of the Charles River board of directors on April 25, 2010, J.P. Morgan rendered its oral opinion, which opinion was confirmed by delivery of a written opinion dated April 26, 2010, to the Charles River board of directors that, as of such date and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its opinion, the consideration to be paid by Charles River in the proposed transaction was fair, from a financial point of view, to Charles River.

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The full text of the written opinion of J.P. Morgan which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by J.P. Morgan in connection with its opinion, is attached as Annex B to this proxy statement and is incorporated herein by reference. Charles River shareholders are urged to read the opinion carefully and in its entirety. J.P. Morgan's written opinion is addressed to the Charles River board of directors, is directed only to the consideration to be paid by Charles River in the transaction and does not constitute a recommendation to any Charles River shareholder as to how such shareholder should vote at the Charles River special meeting. The summary of the opinion of J.P. Morgan set forth in this proxy statement is qualified in its entirety by reference to the full text of such opinion.

The Acquisition Agreement (page 54)

The acquisition agreement is attached as Annex A to this proxy statement. We urge you to read the entire acquisition agreement, because it is the legal document governing the transaction.

The Voting Agreements (page 69)

On April 26, 2010, concurrently with Charles River's entry into the acquisition agreement, each of Dr. Ge Li (the Chairman and Chief Executive Officer of WuXi) and a related family trust, certain investment entities affiliated with General Atlantic LLC and certain investment entities affiliated with Warburg Pincus LLC, being shareholders of WuXi and collectively holding approximately 14.5% of WuXi's outstanding ordinary shares (and collectively holding stock options (both vested and unvested), restricted stock units (both vested and unvested) and convertible notes collectively exercisable (when all fully vested) for an additional approximately 4.6% of the outstanding WuXi ordinary shares), entered into voting agreements with Charles River. Pursuant to the voting agreements, the shareholders party thereto agreed, subject to the terms and conditions set forth therein, to vote all of their outstanding WuXi ordinary shares in favor of the consummation of the acquisition and against, among other things, any alternative business combination involving WuXi. These voting agreements are attached to this proxy statement as Annexes C, D and E.

The Employment Agreements (page 71)

In connection with entering into the acquisition agreement, Charles River, WuXi and WuXi AppTec Co., Ltd. (a subsidiary of WuXi) entered into new employment agreements with Drs. Li, Shuhui Chen and Suhan Tang and Mr. Edward Hu, each dated April 26, 2010, that replaced each such individual's existing employment agreement (if any), effective as of and contingent upon the closing. These agreements generally provide for (1) an initial award of stock options and restricted stock following the closing, (2) compensation and benefits during the term of employment, (3) compensation and benefits following termination of employment under certain circumstances (including vesting of all stock options and restricted stock units granted prior to the closing) and (4) certain restrictive covenants during and following the executive's employment period.

Conditions that Must be Satisfied or Waived for the Transaction to Occur (page 64)

As more fully described in this proxy statement and the acquisition agreement, the completion of the transaction depends on a number of conditions being satisfied or waived, including receipt of shareholder approvals, regulatory approvals and the sanction of the Grand Court of the Cayman Islands, referred to in this proxy statement as the Grand Court.

Although we expect to complete the transaction by the fourth calendar quarter of 2010, we cannot be certain when, or if, the conditions to the transaction will be satisfied or waived, or that the transaction will in fact be completed.

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Termination of the Acquisition Agreement (page 65)

The acquisition agreement may be terminated at any time before completing the transaction, even after the receipt of the required approvals from Charles River shareholders and WuXi shareholders, by mutual agreement of the parties or by either party if:

the transaction has not been completed on or prior to the earlier of (1) the date which is two business days after the date on which all conditions to closing are satisfied or waived (such date is referred to in this proxy statement as the preliminary date) and (2) January 26, 2011 (such earlier date is referred to in this proxy statement as the end date); provided that if a financial market event (as defined below under "The Acquisition Agreement Termination") exists on the preliminary date and all conditions to closing are satisfied or waived, each party has the right to extend the end date by 30 days;

any law, regulation, judgment, injunction, order or decree of any court or other governmental entity having competent jurisdiction makes consummation of the transaction illegal or enjoins Charles River or WuXi from consummating the transaction and such injunction becomes final and nonappealable, provided that neither party may terminate the acquisition agreement under this clause if such party has not complied in all material respects with its obligations under the acquisition agreement;

either the Charles River shareholders or the WuXi shareholders fail to give the necessary approvals at their respective special meetings;

the other party has intentionally and materially breached certain obligations in the acquisition agreement concerning the solicitation of alternate transactions, holding a shareholder meeting to obtain the required shareholder approvals or, in the case of WuXi, making the required filings with the Grand Court to obtain the Grand Court's sanction of the transaction;

the other party breaches any representation or warranty or fails to perform any covenant that would prevent satisfaction of the terminating party's conditions to closing; or

the other party's board of directors changes its recommendation to its shareholders to approve the transaction.

In addition, the acquisition agreement may be terminated by WuXi if, prior to the WuXi shareholder approval, the board of directors of WuXi authorizes WuXi to enter into a written agreement concerning a superior proposal (as defined below under "The Acquisition Agreement Principal Covenants No Solicitation").

Termination Fees (page 67)

WuXi has agreed to pay a termination fee of \$50 million in cash to Charles River if any of the following things happen:

Charles River terminates the agreement by reason of WuXi's board of directors changing its recommendation to its shareholders to approve the transaction;

Charles River terminates the agreement by reason of WuXi's intentional and material breach of certain obligations in the acquisition agreement concerning the solicitation of alternate transactions, holding a shareholder meeting to obtain the required shareholder approvals or making the required filings with the Grand Court to obtain the Grand Court's sanction of the transaction;

WuXi terminates the agreement by reason of its board of directors authorizing it to enter into a written agreement concerning a superior proposal (as defined below under "The Acquisition Agreement Principal Covenants No Solicitation"); or

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(1) either party terminates the agreement by reason of WuXi's failure to obtain its required shareholder approval or the acquisition failing to close by the end date (except where the financing reverse termination fee or the specified regulatory condition reverse termination fee (each as described below) is payable by Charles River), (2) an acquisition proposal for WuXi had been made prior to termination and (3) WuXi enters into a definitive agreement with respect to or consummates an acquisition proposal (for more than 50% of WuXi's stock or assets) within 12 months of the termination.

Charles River has agreed to pay WuXi a reverse termination fee (in the amount specified below) in cash if any of the following things happen:

a fee of \$50 million if WuXi terminates the agreement by reason of Charles River's board of directors changing its recommendation to its shareholders;

a fee of \$50 million if WuXi terminates the agreement by reason of Charles River's intentional and material breach of certain obligations in the acquisition agreement concerning the solicitation of alternate transactions or holding a shareholder meeting to obtain the required shareholder approvals;

a fee of \$50 million if (1) either party terminates the agreement by reason of the acquisition failing to close by the end date (except where the financing reverse termination fee or the specified regulatory condition reverse termination fee (each as described below) is payable by Charles River), (2) an acquisition proposal for Charles River had been made prior to termination and (3) Charles River enters into a definitive agreement with respect to or consummates an acquisition proposal (for more than 50% of Charles River's stock or assets) within 12 months of the termination;

a "financing reverse termination fee" of \$75 million if (1) (x) either party terminates the agreement by reason of the acquisition failing to close by the end date (subject to each party's right to extend the deadline for closing by 30 days in the event of a financial market event), (y) a financial market event exists on the preliminary date and all conditions to closing are satisfied or waived and (z) neither party exercises its right to extend the end date by 30 days or (2) a party exercises its right to extend the end date by 30 days due to the existence of a financial market event and the agreement is subsequently terminated for any reason;

a "specified regulatory condition reverse termination fee" of \$75 million if (1) (x) either party terminates the agreement by reason of the acquisition failing to close by the end date, (y) on the end date, all conditions to closing have been satisfied or waived except that (a) the Chinese antitrust authorities have notified Charles River that their approval is required to consummate the acquisition and such approval has not been obtained or (b) the Chinese antitrust authorities have initiated an investigation with respect to the acquisition that could reasonably be expected to have material adverse effect on Charles River or WuXi and such investigation remains pending or (2) either party terminates the agreement solely by reason of a final and nonappealable injunction, judgment, order or decree enjoining or otherwise prohibiting the consummation of the transaction under Chinese antitrust law; or

a fee of \$25 million if either party terminates the agreement by reason of Charles River's failure to obtain its required shareholder approval, and an additional \$25 million if (1) an acquisition proposal for Charles River had been made prior to termination and (2) Charles River enters into a definitive agreement with respect to or consummates an acquisition proposal (for more than 50% of Charles River's stock or assets) within 12 months of the termination.

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In no event shall Charles River be required to pay more than one termination fee to WuXi, except for the potential payment of two \$25 million termination fees as described in the immediately preceding bullet point.

Treatment of WuXi Stock Options and Stock-Based Awards (page 55)

At the closing, each outstanding option to purchase WuXi ordinary shares granted under any equity compensation plan or arrangement of WuXi, collectively referred to in this proxy statement as WuXi stock options, whether or not exercisable or vested, will be converted into an option to purchase Charles River common stock on the same terms and conditions in effect at the closing and each unvested and outstanding WuXi restricted share unit will be converted into a restricted share unit with respect to Charles River common stock on the same terms and conditions in effect at the closing. The number of shares of Charles River common stock subject to each such replacement stock option or restricted share unit will be determined by multiplying the number of WuXi ordinary shares subject to such stock option or restricted share unit by the equity award exchange ratio and rounding down to the nearest whole number of shares. The "equity award exchange ratio" is determined by dividing (1) the sum of (x) \$1.40625 and (y) the product of the exchange ratio for the stock portion of the acquisition consideration and the closing price of Charles River common stock on the last trading day before closing by (2) the closing price of Charles River common stock on the last trading day before closing.

Governance After the Transaction (page 42)

At the closing of the transaction, the Charles River board of directors will consist of 13 directors, 10 of whom will be the Charles River directors prior to the transaction and three of whom will be designated by WuXi. WuXi has selected Dr. Ge Li as one of its designees to the Charles River board and will select two other individuals prior to the closing. In connection with its two annual shareholder meetings following the closing, Charles River is required to include WuXi's three designees (or, if Charles River's Corporate Governance and Nominating Committee determines that any of them does not meet Charles River's director qualification requirements, replacement nominees designated by Dr. Li) in its proxy statement as part of the "management slate" recommended for election to its board.

At the closing of the transaction, James C. Foster will continue to be Chairman, President and Chief Executive Officer of the combined company and Dr. Li, currently Chairman and Chief Executive Officer of WuXi, is expected to be Corporate Executive Vice President and President, Global Discovery and China Services, of the combined company. Thomas F. Ackerman is expected to continue as Chief Financial Officer of Charles River after the closing of the transaction.

Headquarters (page 42)

After completion of the transaction, Charles River will retain the name Charles River Laboratories International, Inc. and will continue to have its headquarters and principal executive offices in Wilmington, Massachusetts.

Regulatory and Other Approvals Required for the Transaction (page 34)

The Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, referred to as the HSR Act, and the rules and regulations thereunder, provide that the transaction may not be completed until pre-merger notification filings have been made with the Federal Trade Commission and the Antitrust Division of the Department of Justice, and the specified waiting period thereunder has expired or is terminated. Even after the waiting period expires or is terminated, the Justice Department and the Federal Trade Commission retain the authority to challenge the transaction on antitrust grounds before or after the transaction is completed. Each of Charles River and WuXi filed a notification and report

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form for the transaction with the Federal Trade Commission and the Justice Department on May 11, 2010.

Charles River voluntarily withdrew this May 11, 2010 Pre-Merger Notification and Report Form and refiled on June 10, 2010. The refiled information is a procedural step to provide the staff at the Federal Trade Commission with an additional 30 days following the refiled information to review the information submitted by Charles River and WuXi. The new waiting period under the HSR Act will expire at 11:59 p.m., New York City time, on July 12, 2010, unless terminated earlier or extended by request for additional information.

The transaction cannot be completed without the approval of the Grand Court. Subject to the necessary meeting of the WuXi shareholders being convened by the Grand Court, which meeting is referred to in this proxy statement as the scheme meeting, and the shareholders of WuXi approving the transaction with the vote required pursuant to the Cayman Companies Law, a subsequent Grand Court hearing, which is referred to in the proxy statement as the sanction hearing, will be held to seek the Grand Court's sanction of the transaction. Assuming that the scheme meeting is conducted in accordance with the Grand Court's orders, and that the WuXi shareholders approve the scheme of arrangement proposal to consummate the transaction by the majorities required pursuant to the Cayman Companies Law, we are not aware of any reason why the Grand Court would not sanction the scheme. Nevertheless, the Grand Court's sanction is a matter for its discretion and there is no absolute assurance if or when such sanction will be obtained.

If obtained, the Grand Court's sanction of the scheme will constitute the basis for an exemption under section 3(a)(10) of the United States Securities Act of 1933, as amended, or Securities Act, from the registration requirements of the Securities Act, with respect to the issuance of the Charles River common stock in exchange for the WuXi ordinary shares in connection with the acquisition.

Listing of Charles River Common Stock (page 42)

The shares of Charles River common stock to be issued to WuXi shareholders in the transaction will be listed on the NYSE.

Accounting Treatment of the Transaction (page 73)

The transaction will be accounted for as a purchase by Charles River under accounting principles generally accepted in the United States. Under the purchase method of accounting, the assets and liabilities of WuXi will be recorded, as of the date the transaction is completed, at their respective fair values and added to those of Charles River. Charles River's financial statements issued after the completion of the transaction will reflect WuXi's assets, liabilities and operating results after the completion of the transaction, but will not be restated retroactively to reflect the historical pre-closing financial position or results of operations of WuXi. Following the completion of the transaction, the earnings of the combined company will reflect the impact from fair value adjustments in purchase accounting, including amortization and depreciation expense for acquired assets and related tax benefits, and incremental stock-based compensation expense from the conversion of unvested stock options held by WuXi employees into Charles River stock options. In accordance with the applicable accounting rules, the goodwill resulting from the transaction will not be amortized, but will be reviewed for impairment at least annually, and to the extent goodwill is determined to be impaired in value, its carrying value will be written down to its implied fair value and a charge will be made to earnings in the amount of the write-down.

The Special Meeting (page 28)

Meeting. The special meeting will be held on [], 2010, at [] a.m., Eastern Time, at []. At the special meeting, Charles River shareholders will be asked to approve the issuance of

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shares of Charles River common stock in connection with the transaction and, if necessary, the related adjournment proposal.

Record Date. Charles River has fixed the close of business on [], 2010 as the record date for determining the Charles River shareholders entitled to receive notice of and to vote at the special meeting. As of that date, there were [] shares of Charles River common stock outstanding. Only holders of record of Charles River common stock on the record date are entitled to receive notice of and to vote at the special meeting, and any adjournment or postponement thereof. Each share of Charles River common stock is entitled to one vote.

Required Vote. The approval of the proposal to issue shares of Charles River common stock in connection with the transaction, and therefore the consummation of the transaction, requires the affirmative vote of at least a majority of the votes cast in person or by proxy at the special meeting, in a vote in which the total number of votes cast represents more than 50 percent of the outstanding Charles River common stock. The failure of a Charles River shareholder to vote on this proposal, including abstentions or broker non-votes, may have the same effect of a vote against the proposal. However, if the 50 percent requirement is satisfied, failure to vote on this proposal, including abstentions or broker non-votes, will have the effect of reducing the aggregate number of shares voting with respect to the proposal, and, as a result, the number of affirmative votes required to approve the proposal.

The proposal to approve an adjournment of the special meeting to solicit additional proxies will be approved if a majority of the outstanding shares of Charles River common stock present in person or represented by proxy at the special meeting are voted in favor of the proposal, whether or not a quorum exists. The failure of a Charles River shareholder to vote on this proposal, other than by abstention or broker non-vote, will have the effect of reducing the aggregate number of shares voting with respect to the proposal, and, as a result, the number of affirmative votes required to approve the proposal. However, both abstentions and broker non-votes will have the same effect as a vote against Charles River's adjournment proposal.

Neither proposal to be voted upon at the special meeting is conditioned on the approval of the other proposal.

As of the record date, directors and executive officers of Charles River and their affiliates beneficially owned or otherwise had the right to vote [] shares of Charles River common stock, or approximately [] percent of the outstanding Charles River common stock entitled to be voted at the special meeting. At that date, directors and executive officers of WuXi and their affiliates, including WuXi, did not beneficially own or otherwise have the right to vote any shares of Charles River common stock. To Charles River's knowledge, the directors and executive officers of Charles River and their affiliates intend to vote their Charles River common stock in favor of the issuance of Charles River common stock in connection with the transaction.

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SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF CHARLES RIVER

Charles River is providing the following financial information to aid you in your analysis of the financial aspects of the transaction. Charles River derived the summary selected historical consolidated balance sheet data and consolidated statement of income data as of and for the years ended December 31, 2005 through December 26, 2009 from the audited consolidated financial statements of Charles River for those periods. Charles River derived the statement of income data for the three months ended March 27, 2010 and March 28, 2009 and the balance sheet data as of March 27, 2010 and March 28, 2009 from the unaudited condensed consolidated financial statements of Charles River for those periods. In the opinion of Charles River management, the unaudited condensed consolidated financial statements of Charles River for the three months ended March 27, 2010 and March 28, 2009 have been prepared on a basis consistent with its audited consolidated financial statements and include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the financial position and results of operations for these periods. The operating results for the three months ended March 27, 2010 are not necessarily indicative of the results that may be expected for the entire fiscal year of Charles River or the combined company.

The table below represents summary selected historical consolidated statements of income and consolidated balance sheet data of Charles River, and you should read it together with the historical financial statements and related notes contained in the Annual Report on Form 10-K for the year ended December 26, 2009 and the Quarterly Report on Form 10-Q for the period ended March 27, 2010 and other information that Charles River has filed with the Securities and Exchange Commission, or SEC, and incorporated by reference into this proxy statement. See "Where You Can Find More Information," beginning on page 95.

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