

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**CHARLES RIVER LABORATORIES  
INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**06-1397316**  
(I.R.S. Employer  
Identification No.)

**251 Ballardvale St., Wilmington, MA**  
(Address of Principal Executive Offices)

**01887**  
(Zip Code)

**Charles River Laboratories International, Inc. 2007 Incentive Plan**  
(Full Title of the Plan)

**David P. Johst**  
Corporate Executive Vice President,  
General Counsel and  
Corporate Secretary  
Charles River Laboratories International, Inc.  
251 Ballardvale St.  
Wilmington, MA 01887  
(781) 222-6000  
(Name and Address of Agent for Service)

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

Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o  
(Do not check if a smaller reporting  
company)

Smaller reporting company  o

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, par value \$0.01 per share	3,364,000 shares	\$38.91	\$130,893,240	\$15,197

(1) Represents 3,364,000 shares issuable pursuant to the 2007 Incentive Plan, as amended, plus such indeterminate number of additional shares of Charles River Laboratories International, Inc. Common Stock as may be required pursuant to the 2007 Incentive Plan in the event of a

reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other similar change in the Registrant's capital stock.

(2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act of 1933, as amended, based on the average of the high (\$39.08) and low (\$38.79) prices of the Registrant's Common Stock, \$0.01 par value per share, reported on the New York Stock Exchange on June 13, 2011.

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## EXPLANATORY NOTE

On June 29, 2007, we filed a Registration Statement on Form S-8 (File No. 333-144177) (referred to in this document as, the "First Registration Statement") that registered under the Securities Act of 1933, as amended (the "Securities Act"), an aggregate of 6,300,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), issuable by us under our 2007 Incentive Plan (as amended, the "2007 Plan"). On August 4, 2009, we filed another Registration Statement on Form S-8 (File No. 333-161024) (referred to in this document as the "Second Registration Statement") that registered under the Securities Act an additional 2,500,000 shares of Common Stock issuable by us under the 2007 Plan. This Registration Statement on Form S-8 (this "Registration Statement") has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of an additional 3,364,000 shares of Common Stock issuable upon the exercise of awards granted, or to be granted, under the 2007 Plan at any time or from time to time after the date hereof. Pursuant to General Instruction E to Form S-8, we hereby incorporate by reference the contents of the First Registration Statement and the Second Registration Statement.

## PART II.

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 5. INTEREST OF NAMED EXPERTS AND COUNSEL

David P. Johst, Esq., who has issued the opinion of the Registrant's law department on the legality of the Common Stock of the Registrant offered hereby, is Corporate Executive Vice President, Human Resources, General Counsel, Chief Administrative Officer and Corporate Secretary of the Registrant. Mr. Johst owns shares of the Registrant's Common Stock and holds employee stock options to purchase the Registrant's Common Stock.

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**Item 8. EXHIBITS.**

The following exhibits are filed as part of this Registration Statement:

<b>Exhibit No.</b>	<b>Description of Documents</b>
4.1**	Form of certificate representing shares of common stock, \$0.01 par value per share.
4.2**	Second Amended and Restated Certificate of Incorporation of Charles River Laboratories International, Inc.
4.3***	Second Amended and Restated By-laws of Charles River Laboratories International, Inc.
5.1*	Opinion of David P. Johst, Esq. as to the legality of the securities being registered.
23.1*	Consent of David P. Johst, Esq. (included in Exhibit 5.1).
23.2*	Consent of PricewaterhouseCoopers LLP.
24.1*	Power of Attorney (included on the signature page of this Registration Statement).
99.1****	Charles River Laboratories International, Inc. 2007 Incentive Plan, as amended.

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\* Filed herewith.

\*\* Previously filed as an exhibit to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-35524) filed June 23, 2000, and incorporated by reference herein.

\*\*\* Previously filed as an exhibit to the Registrant's Current Report on Form 8-K (File No. 001-15943), as filed on December 5, 2008, and incorporated by reference herein.

\*\*\*\* Previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q (File No. 001-15943), as filed on May 6, 2009, and incorporated by reference herein.

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	<b>Signatures</b>	<b>Title</b>	<b>Date</b>
By:	<u>/s/ GEORGE M. MILNE, JR.</u> George M. Milne, Jr.	Director	June 17, 2011
By:	<u>/s/ C. RICHARD REESE</u> C. Richard Reese	Director	June 17, 2011
By:	<u>/s/ SAMUEL O. THIER</u> Samuel O. Thier	Director	June 17, 2011
By:	<u>/s/ RICHARD F. WALLMAN</u> Richard F. Wallman	Director	June 17, 2011
By:	<u>/s/ WILLIAM H. WALTRIP</u> William H. Waltrip	Director	June 17, 2011

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June 17, 2011

Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Ladies and Gentlemen:

I am Corporate Executive Vice President, Human Resources, General Counsel, Chief Administrative Officer and Corporate Secretary of Charles River Laboratories International, Inc., a Delaware corporation (the "Company"), and have acted as counsel in connection with the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance of up to 3,364,000 additional shares of the Company's common stock, par value \$0.01 (the "Shares"), in connection with the Charles River Laboratories International, Inc. 2007 Incentive Plan, as amended through the date hereof (the "Plan").

I have examined originals or copies, certified or otherwise identified to my satisfaction, of such corporate documents and records which I have deemed necessary or appropriate for the purposes of the opinion and have conducted such other investigations of fact and law as I have deemed necessary or advisable for purposes of this opinion. I have assumed that the signatures (other than those of officers of the Company) on all documents that I have examined are genuine.

I am an attorney admitted to practice in the Commonwealth of Massachusetts. I express no opinion concerning the laws of any jurisdiction other than the laws of the United States of America and the Delaware General Corporation Law.

Based upon the foregoing, I am of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan upon receipt by the Company of adequate consideration therefore, will be legally issued, fully paid and non-assessable.

The foregoing assumes that all requisite steps will be taken to comply with the requirements of the Securities Act, applicable requirements of state laws regulating the offer and sale of securities and applicable requirements of the New York Stock Exchange.

I hereby consent to the filing of the opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ David P. Johst

David P. Johst, Esq.  
Corporate Executive Vice President, Human Resources, General Counsel,  
Chief Administrative Officer and Corporate Secretary

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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-8 of our report dated February 23, 2011 relating to the financial statements, financial statement schedules, and the effectiveness of internal control over financial reporting, which appears in Charles River Laboratories International, Inc.'s Annual Report on Form 10-K for the year ended December 25, 2010.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts  
June 16, 2011

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