

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1
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)

6770
(PRIMARY STANDARD
INDUSTRIAL
CLASSIFICATION CODE
NUMBER)

06-139-7316
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

251 BALLARDVALE STREET
WILMINGTON, MASSACHUSETTS 01887
(978) 658-6000
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

THOMAS F. ACKERMAN, CHIEF FINANCIAL OFFICER
CHARLES RIVER LABORATORIES INTERNATIONAL, INC.
251 BALLARDVALE STREET
WILMINGTON, MASSACHUSETTS 01887
(978) 658-6000, EXT. 1225
(978) 694-9504 (FAX)
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE
NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:

MARY E. WEBER, ESQ.
Ropes & Gray
One International Place
Boston, Massachusetts 02110
(617) 951-7000
(617) 951-7050 (fax)

RICHARD D. TRUESDELL, JR., ESQ.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-4000
(212) 450-4800 (fax)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.

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, 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. /X/ 333-35524

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 post-effective amendment filed pursuant to Rule 462(d) 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$.01 per share.....	1,725,000	\$16.00	\$27,600,000	\$7,287

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933.

INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT ON FORM S-1, FILE NO.
333-35524

Charles River Laboratories International, Inc. (the "Company") hereby incorporates by reference into this Registration Statement on Form S-1 in its entirety the Registration Statement on Form S-1 (File No. 333-35524) declared effective on June 23, 2000 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

EXHIBITS

The following documents are filed as exhibits to this Registration Statement.

EXHIBIT NUMBER - - - - -	DESCRIPTION - - - - -
5.1	Opinion of Ropes & Gray
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Ropes & Gray (included in Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, State of Massachusetts, on the 23rd day of June, 2000.

CHARLES RIVER LABORATORIES INTERNATIONAL, INC.

By: /s/ THOMAS F. ACKERMAN

 Thomas F. Ackerman
 CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 23, 2000.

SIGNATURE -----	TITLE -----
* ----- James C. Foster	President, Chief Executive Officer (Principal Executive Officer) and Chairman
/s/ THOMAS F. ACKERMAN ----- Thomas F. Ackerman	Chief Financial Officer (Principal Financial Officer) and Senior Vice President, Finance and Administration (Principal Accounting Officer)
* ----- Robert Cawthorn	Director
* ----- Stephen D. Chubb	Director
* ----- Thompson Dean	Director
* ----- Stephen C. McCluski	Director
* ----- Reid S. Perper	Director
* ----- Douglas E. Rogers	Director

SIGNATURE

TITLE

*

Director

Samuel Thier

*

Director

William Waltrip

*

Director

Henry C. Wendt

By:

/s/ THOMAS F. ACKERMAN

Attorney-in Fact

Thomas F. Ackerman

EXHIBIT INDEX

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[ROPES & GRAY LETTERHEAD]

June 23, 2000

Charles River Laboratories International, Inc.
251 Ballardvale Street
Wilmington, MA 01887

Re: Charles River Laboratories International, Inc.

Ladies and Gentlemen:

This opinion is furnished to you in connection with a registration statement on Form S-1 (the "Rule 462(b) Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of 1,725,000 shares of Common Stock, \$.01 par value (the "Shares"), of Charles River Laboratories International, Inc., a Delaware corporation (the "Company"). The Shares are to be sold pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into among the Company and Donaldson, Lufkin & Jenrette Securities Corporation, Lehman Brothers Inc., ING Barings LLC, SG Cowen Securities Corporation, U.S. Bancorp Piper Jaffray Inc. and DLJDIRECT Inc., as representatives of the underwriters named therein, together with the shares of Common Stock registered pursuant to a Registration Statement on Form S-1 (File No. 333-35524) of the Company that was declared effective earlier today (the "Initial Registration Statement").

We have acted as counsel for the Company in connection with its proposed issuance and sale of the Shares. For purposes of this opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary.

We express no opinion as to the applicability of, compliance with or effect of Federal law or the law of any jurisdiction other than The Commonwealth of Massachusetts and the corporate laws of the State of Delaware.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold and the Company has received the consideration in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Rule 462(b) Registration Statement and to the use of our name therein under the caption "Legal Matters" in the prospectus included in the Initial Registration Statement and incorporated by reference in the Rule 462(b) Registration Statement.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Rule 462(b) Registration Statement is in effect.

Very truly yours,

/s/ Ropes & Gray

Ropes & Gray

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 29, 2000, except as to the exchange of shares which is as of June 21, 2000, relating to the consolidated financial statements of Charles River Laboratories International, Inc., as of December 25, 1999 and December 26, 1998 and for each of the three years in the period ended December 25, 1999, which appear in Charles River Laboratories International, Inc.'s Registration Statement on Form S-1 (File No. 333-35524).

PricewaterhouseCoopers LLP
June 23, 2000