

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2018
Commission file number 001-12215

Quest Diagnostics Incorporated

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

Delaware
(State of Incorporation)

16-1387862
(I.R.S. Employer Identification Number)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

Accelerated filer

Non-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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 16, 2018, there were outstanding 136,072,105 shares of the registrant's common stock, \$.01 par value.

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QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017
(unaudited)
(in millions, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net revenues	\$ 1,889	\$ 1,856	\$ 5,692	\$ 5,537
Operating costs and expenses and other operating income:				
Cost of services	1,222	1,190	3,691	3,525
Selling, general and administrative	354	348	1,068	1,061
Amortization of intangible assets	22	19	66	54
Other operating (income) expense, net	(13)	1	(14)	1
Total operating costs and expenses, net	1,585	1,558	4,811	4,641
Operating income	304	298	881	896
Other income (expense):				
Interest expense, net	(41)	(38)	(124)	(112)
Other income (expense), net	3	(2)	2	12
Total non-operating expenses, net	(38)	(40)	(122)	(100)
Income before income taxes and equity in earnings of equity method investees	266	258	759	796
Income tax expense	(48)	(92)	(142)	(264)
Equity in earnings of equity method investees, net of taxes	9	9	32	25
Net income	227	175	649	557
Less: Net income attributable to noncontrolling interests	14	14	40	39
Net income attributable to Quest Diagnostics	\$ 213	\$ 161	\$ 609	\$ 518
Earnings per share attributable to Quest Diagnostics' common stockholders:				
Basic	\$ 1.56	\$ 1.18	\$ 4.46	\$ 3.77
Diluted	\$ 1.53	\$ 1.15	\$ 4.37	\$ 3.68
Weighted average common shares outstanding:				
Basic	136	137	136	137
Diluted	139	140	139	140
Dividends per common share	\$ 0.50	\$ 0.45	\$ 1.50	\$ 1.35

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017
(unaudited)
(in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income	\$ 227	\$ 175	\$ 649	\$ 557
Other comprehensive (loss) income:				
Currency translation	(2)	8	(10)	20
Investment adjustments, net of taxes	—	3	—	3
Net deferred loss on cash flow hedges, net of taxes	1	1	2	1
Other comprehensive (loss) income	(1)	12	(8)	24
Comprehensive income	226	187	641	581
Less: Comprehensive income attributable to noncontrolling interests	14	14	40	39
Comprehensive income attributable to Quest Diagnostics	<u>\$ 212</u>	<u>\$ 173</u>	<u>\$ 601</u>	<u>\$ 542</u>

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
SEPTEMBER 30, 2018 AND DECEMBER 31, 2017
(unaudited)
(in millions, except per share data)

	<u>September 30,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
<u>Assets</u>		
Current assets:		
Cash and cash equivalents	\$ 263	\$ 137
Accounts receivable, net of allowance for doubtful accounts of \$10 and \$13 as of September 30, 2018 and December 31, 2017, respectively	1,097	924
Inventories	95	95
Prepaid expenses and other current assets	148	150
Total current assets	1,603	1,306
Property, plant and equipment, net	1,194	1,145
Goodwill	6,447	6,335
Intangible assets, net	1,168	1,119
Investment in equity method investees	456	462
Other assets	118	136
Total assets	<u>\$ 10,986</u>	<u>\$ 10,503</u>
<u>Liabilities and Stockholders' Equity</u>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 1,085	\$ 1,021
Current portion of long-term debt	304	36
Total current liabilities	1,389	1,057
Long-term debt	3,394	3,748
Other liabilities	761	663
Commitments and contingencies		
Redeemable noncontrolling interest	77	80
Stockholders' equity:		
Quest Diagnostics stockholders' equity:		
Common stock, par value \$0.01 per share; 600 shares authorized as of both September 30, 2018 and December 31, 2017; 217 and 216 shares issued as of September 30, 2018 and December 31, 2017, respectively	2	2
Additional paid-in capital	2,656	2,612
Retained earnings	7,546	7,138
Accumulated other comprehensive loss	(58)	(48)
Treasury stock, at cost; 81 shares as of both September 30, 2018 and December 31, 2017	(4,829)	(4,783)
Total Quest Diagnostics stockholders' equity	5,317	4,921
Noncontrolling interests	48	34
Total stockholders' equity	5,365	4,955
Total liabilities and stockholders' equity	<u>\$ 10,986</u>	<u>\$ 10,503</u>

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017
(unaudited)
(in millions)

	Nine Months Ended September 30,	
	2018	2017
Cash flows from operating activities:		
Net income	\$ 649	\$ 557
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	228	197
Provision for doubtful accounts	2	5
Deferred income tax provision	52	90
Stock-based compensation expense	53	54
Other, net	7	(5)
Changes in operating assets and liabilities:		
Accounts receivable	(166)	(29)
Accounts payable and accrued expenses	51	(3)
Income taxes payable	(1)	—
Other assets and liabilities, net	30	(14)
Net cash provided by operating activities	905	852
Cash flows from investing activities:		
Business acquisitions, net of cash acquired	(219)	(299)
Capital expenditures	(232)	(170)
(Increase) decrease in investments and other assets	(4)	5
Net cash used in investing activities	(455)	(464)
Cash flows from financing activities:		
Proceeds from borrowings	1,630	—
Repayments of debt	(1,665)	(5)
Purchases of treasury stock	(150)	(350)
Exercise of stock options	95	125
Employee payroll tax withholdings on stock issued under stock-based compensation plans	(20)	(23)
Dividends paid	(198)	(186)
Distributions to noncontrolling interests	(41)	(38)
Sale of noncontrolling interest in subsidiaries	12	—
Other financing activities, net	13	55
Net cash used in financing activities	(324)	(422)
Net change in cash and cash equivalents and restricted cash	126	(34)
Cash and cash equivalents and restricted cash, beginning of period	137	384
Cash and cash equivalents and restricted cash, end of period	\$ 263	\$ 350
Cash and cash equivalents	\$ 263	\$ 350
Restricted cash	—	—
Cash and cash equivalents and restricted cash, end of period	\$ 263	\$ 350

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017
(unaudited)
(in millions)

	Quest Diagnostics Stockholders' Equity							Total Stock- holders' Equity	Redeemable Non- controlling Interest
	Shares of Common Stock Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Compre- hensive Loss	Treasury Stock, at Cost	Non- controlling Interests		
Balance, December 31, 2017	135	\$ 2	\$ 2,612	\$ 7,138	\$ (48)	\$ (4,783)	\$ 34	\$ 4,955	\$ 80
Net income				609			34	643	6
Other comprehensive loss, net of taxes					(8)			(8)	
Dividends declared				(203)				(203)	
Distributions to noncontrolling interests							(32)	(32)	(9)
Issuance of common stock under benefit plans			10			10		20	
Stock-based compensation expense			49			4		53	
Exercise of stock options	2		5			90		95	
Shares to cover employee payroll tax withholdings on stock issued under stock-based compensation plans			(20)					(20)	
Purchases of treasury stock	(1)					(150)		(150)	
Sale of noncontrolling interest in subsidiaries							12	12	
Reclassification of stranded tax effects resulting from enactment of the Tax Cuts and Jobs Act				2	(2)			—	
Balance, September 30, 2018	136	\$ 2	\$ 2,656	\$ 7,546	\$ (58)	\$ (4,829)	\$ 48	\$ 5,365	\$ 77
Balance, December 31, 2016	137	\$ 2	\$ 2,545	\$ 6,613	\$ (72)	\$ (4,460)	\$ 32	\$ 4,660	\$ 77
Net income				518			34	552	5
Other comprehensive income, net of taxes					24			24	
Dividends declared				(185)				(185)	
Distributions to noncontrolling interests							(34)	(34)	(4)
Issuance of common stock under benefit plans			9			9		18	
Stock-based compensation expense			51			3		54	
Exercise of stock options	3		3			122		125	
Shares to cover employee payroll tax withholdings on stock issued under stock-based compensation plans			(23)					(23)	
Purchases of treasury stock	(4)					(365)		(365)	
Other							2	2	
Balance, September 30, 2017	136	\$ 2	\$ 2,585	\$ 6,946	\$ (48)	\$ (4,691)	\$ 34	\$ 4,828	\$ 78

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)
(in millions, except per share data)

1. DESCRIPTION OF BUSINESS

Background

Quest Diagnostics Incorporated and its subsidiaries ("Quest Diagnostics" or the "Company") empower people to take action to improve health outcomes. The Company uses its 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. The Company's diagnostic information services business ("DIS") 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. The Company provides services to a broad range of customers, including patients, clinicians, hospitals, independent delivery networks ("IDNs"), health plans, employers and accountable care organizations ("ACOs"). The Company offers the broadest access in the United States to diagnostic information services through its nationwide network of laboratories, patient service centers and phlebotomists in physician offices and the Company's connectivity resources, including call centers and mobile paramedics, nurses and other health and wellness professionals. The Company is the world's leading provider of diagnostic information services. The Company provides interpretive consultation with one of the largest medical and scientific staffs in the industry and hundreds of M.D.s and Ph.D.s, many of whom are recognized leaders in their fields. The Company's Diagnostic Solutions businesses ("DS") are the leading provider of risk assessment services for the life insurance industry and offer healthcare organizations and clinicians robust information technology solutions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The interim unaudited consolidated financial statements reflect all adjustments which in the opinion of management are necessary for a fair statement of results of operations, comprehensive income, financial condition, cash flows and stockholders' equity for the periods presented. Except as otherwise disclosed, all such adjustments are of a normal recurring nature. Operating results for the interim periods are not necessarily indicative of the results that may be expected for the full year. These interim unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in the Company's 2017 Annual Report on Form 10-K. The year-end balance sheet data was derived from the audited consolidated financial statements as of December 31, 2017, but does not include all the disclosures required by accounting principles generally accepted in the United States ("GAAP").

The accounting policies of the Company are the same as those set forth in Note 2 to the consolidated financial statements contained in the Company's 2017 Annual Report on Form 10-K except for the impact of the adoption of new accounting standards discussed under *New Accounting Pronouncements*.

Reclassifications

As a result of the adoption of the new accounting standard associated with clarifying presentation and classification in the statement of cash flows, certain reclassifications have been made to the prior period financial statements to conform with the current period presentation. In addition, the Company adopted the new revenue recognition accounting standard on a full retrospective basis, which required the Company to restate certain previously reported results. For further details regarding the impact of these new accounting standards, see *New Accounting Pronouncements*.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED
(unaudited)
(in millions, except per share data)

Earnings Per Share

The Company's unvested restricted stock units that contain non-forfeitable rights to dividends are participating securities and, therefore, are included in the earnings allocation in computing earnings per share using the two-class method. Basic earnings per common share is calculated by dividing net income, adjusted for earnings allocated to participating securities, by the weighted average number of common shares outstanding. Diluted earnings per common share is calculated by dividing net income, adjusted for earnings allocated to participating securities, by the weighted average number of common shares outstanding after giving effect to all potentially dilutive common shares outstanding during the period. Potentially dilutive common shares include the dilutive effect of outstanding stock options and performance share units granted under the Company's Amended and Restated Employee Long-Term Incentive Plan and its Amended and Restated Non-Employee Director Long-Term Incentive Plan. Earnings allocable to participating securities include the portion of dividends declared as well as the portion of undistributed earnings during the period allocable to participating securities.

New Accounting Pronouncements

Adoption of New Accounting Standards

On January 1, 2018, the Company adopted a new accounting standard issued by the Financial Accounting Standards Board ("FASB") on revenue recognition using the full retrospective method. This new accounting standard outlines a single comprehensive model to use in accounting for revenue arising from contracts with customers. This standard supersedes existing revenue recognition requirements and eliminates most industry-specific revenue recognition guidance from GAAP. The core principle of the revenue recognition standard is to require an entity to recognize as revenue the amount that reflects the consideration to which it expects to be entitled in exchange for goods or services as it transfers control to its customers. As a result of the Company's adoption of this standard, the majority of the amounts that were historically classified as bad debt expense, primarily related to patient responsibility, are now considered an implicit price concession in determining net revenues. Accordingly, the Company reports uncollectible balances associated with patient responsibility as a reduction of the transaction price and therefore as a reduction in net revenues when historically these amounts were classified as bad debt expense within selling, general and administrative expenses. In addition, the adoption of this new accounting standard resulted in increased disclosure, including qualitative and quantitative disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. For further details, see Note 3.

Adoption of the standard impacted the Company's previously reported results as follows:

	<u>As Previously Reported</u>	<u>Adjustment for New Accounting Standard on Revenue Recognition</u>	<u>As Restated</u>
<u>Three Months Ended September 30, 2017</u>			
Consolidated Statement of Operations:			
Net revenues	\$ 1,931	\$ (75)	\$ 1,856
Selling, general and administrative expenses	\$ 423	\$ (75)	\$ 348
Net income attributable to Quest Diagnostics	\$ 161	\$ —	\$ 161

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED
(unaudited)
(in millions, except per share data)

	<u>As Previously Reported</u>	<u>Adjustment for New Accounting Standard on Revenue Recognition</u>	<u>As Restated</u>
<u>Nine Months Ended September 30, 2017</u>			
Consolidated Statement of Operations:			
Net revenues	\$ 5,773	\$ (236)	\$ 5,537
Selling, general and administrative expenses	\$ 1,297	\$ (236)	\$ 1,061
Net income attributable to Quest Diagnostics	\$ 518	\$ —	\$ 518
Consolidated Statements of Cash Flows:			
Provision for doubtful accounts	\$ 241	\$ (236)	\$ 5
Changes in operating assets and liabilities:			
Accounts receivable	\$ (265)	\$ 236	\$ (29)
<u>Balance, December 31, 2017</u>			
Consolidated Balance Sheets:			
Accounts receivable	\$ 1,193	\$ (256)	\$ 937
Allowance for doubtful accounts	\$ 269	\$ (256)	\$ 13
Accounts receivable, net of allowance for doubtful accounts	\$ 924	\$ —	\$ 924

On January 1, 2018, the Company adopted a new accounting standard issued by the FASB on the recognition and measurement of financial assets and financial liabilities. This new accounting standard requires that all equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) be measured at fair value with changes in fair value recognized in net income. However, companies may elect to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. In addition, the new accounting standard eliminated the requirement to disclose the method and significant assumptions used to estimate the fair value for financial instruments measured at amortized cost on the balance sheet. The adoption of this standard did not have a material impact on the Company's results of operations, financial position, or cash flows.

On January 1, 2018, the Company adopted two new accounting standards issued by the FASB that clarify presentation and classification in the statement of cash flows on a retrospective basis. As a result of adoption:

- Amounts generally described as restricted cash and restricted cash equivalents are now presented with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. As a result of adoption, there was no impact to cash flows from operating, investing or financing activities for the nine months ended September 30, 2018 and no impact to cash flows from operating or financing activities for the nine months ended September 30, 2017. \$25 million of escrow proceeds associated with the disposition of the Focus Diagnostics products business in May 2016, which was previously reported as a cash inflow from investing activities for the nine months ended September 30, 2017, is no longer presented within the net change in cash and cash equivalents and restricted cash as it is included in the beginning-of-period balance of restricted cash. Refer to Note 6 to the consolidated financial statements contained in the Company's 2017 Annual Report on Form 10-K for more information regarding the disposition of the Focus Diagnostics products business.
- The classification of how certain cash receipts and payments are presented within the statement of cash flows has been clarified. As a result, cash payments for debt retirement costs are now presented as a financing cash outflow in the consolidated statement of cash flows. There were no debt retirement costs for the nine months ended September 30, 2018 and 2017.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED
(unaudited)
(in millions, except per share data)

On January 1, 2018, the Company adopted a new accounting standard issued by the FASB that provides a framework for evaluating whether a transaction should be accounted for as an acquisition (or disposal) of assets or a business. If an entity determines that substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets, then the set of transferred assets and activities is not a business. If this threshold is not met, in order to be considered a business the set of transferred assets and activities must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. The adoption of this standard, which was done on a prospective basis, will require future transactions to be evaluated under the new framework.

On April 1, 2018, the Company elected to adopt a new accounting standard issued by the FASB to reclassify stranded tax effects resulting from enactment of the Tax Cuts and Jobs Act ("TCJA") from accumulated other comprehensive income to retained earnings. The adoption of this standard did not have a material impact on the Company's results of operations, financial position or cash flows.

New Accounting Standards To Be Adopted

In August 2018, the FASB issued an Accounting Standard Update ("ASU") that aligns the requirements for deferring implementation costs incurred in a cloud computing arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. This ASU is effective for the Company in the first quarter of 2020 with early adoption permitted and can be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company is currently assessing the impact of the adoption of this ASU on the Company's results of operations, financial position and cash flows.

In February 2016, the FASB issued an ASU that amends accounting for leases. Under the new guidance, a lessee will recognize assets and liabilities for most leases on its balance sheet but will recognize expense on its statement of operations similar to current lease accounting. The ASU is effective for the Company in the first quarter of 2019 with early adoption permitted. The adoption of this ASU will result in a significant increase to the Company's balance sheet for lease liabilities and right-of-use assets, which has not yet been quantified. The Company is currently assessing the impact of the adoption of this ASU on the Company's results of operations, financial position and cash flows. Significant implementation matters being addressed by the Company include implementing an integrated third-party lease accounting application, assessing the impact to its internal controls over financial reporting and documenting the new lease accounting process. In July 2018, the FASB issued an ASU to provide an additional transition method to adopt the guidance by allowing entities to initially apply the new leases standard at the adoption date and recognize a cumulative effect to the opening balance of retained earnings.

In June 2016, the FASB issued an ASU that changes the impairment model for most financial instruments, including trade receivables, from an incurred loss method to a new forward-looking approach, based on expected losses. The estimate of expected credit losses will require entities to incorporate considerations of historical information, current information and reasonable and supportable forecasts. This ASU is effective for the Company in the first quarter of 2020 and must be adopted using a modified retrospective transition approach. The Company is currently assessing the impact of the adoption of this ASU on the Company's results of operations, financial position and cash flows.

3. REVENUE RECOGNITION

DIS

Net revenues in the Company's DIS business accounted for greater than 95% of the Company's total net revenues for both the three and nine months ended September 30, 2018 and 2017 and are primarily comprised of a high volume of relatively low-dollar transactions. The DIS business, which provides clinical testing services and other services, satisfies its performance obligation and recognizes revenues upon completion of the testing process or when services have been rendered. The Company estimates the amount of consideration it expects to be entitled to receive from customer groups, determined using the portfolio approach, in exchange for providing services. These estimates include the impact of contractual allowances and price concessions, as discussed below. The portfolios determined using the portfolio approach consist of the following groups of customers: healthcare insurers, government payers, client payers and patients. Contracts with customers in the DIS business do not contain significant financing components based on the typical period of time between performance of services and collection of consideration.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED
(unaudited)
(in millions, except per share data)

The following are descriptions of the DIS business' portfolios:

Healthcare Insurers

Reimbursements from healthcare insurers are based on negotiated fee-for-service schedules and on capitated payment rates. Revenues consist of amounts billed net of contractual allowances for differences between amounts billed and the estimated consideration the Company expects to receive from such payers, which considers historical denial and collection experience and the terms of the Company's contractual arrangements. Adjustments to the allowances, based on actual receipts from the third-party payers, are recorded upon settlement.

Collection of consideration the Company expects to receive is normally a function of providing complete and correct billing information to the healthcare insurers within the various filing deadlines and typically occurs within 30 to 60 days of billing. Provided the Company has billed healthcare insurers accurately with complete information prior to the established filing deadline, there has historically been little to no collection risk. If there has been a delay in billing, the Company determines if the amounts in question will likely go past the filing deadline, and if so, it will reserve accordingly for the billing.

Under capitated arrangements with healthcare insurers, the Company recognizes revenue based on a predetermined monthly reimbursement rate for each member of an insurer's health plan regardless of the number or cost of services provided by the Company. Healthcare insurers typically reimburse the Company under capitated arrangements in the same month services are performed, essentially giving rise to no outstanding accounts receivable at the end of a reporting period. If any capitated payments are not received on a timely basis, the Company determines the cause and makes a separate determination as to whether or not the collection of the amount from the healthcare insurer is at risk and, if so, would reserve accordingly.

Government Payers

Reimbursements from government payers are based on fee-for-service schedules set by governmental authorities, including traditional Medicare and Medicaid. Revenues consist of amounts billed net of contractual allowances for differences between amounts billed and the estimated consideration the Company expects to receive from such payers, which considers historical denial and collection experience and other factors. Adjustments to the allowances, based on actual receipts from the government payers, are recorded upon settlement.

Collection of consideration the Company expects to receive is normally a function of providing the complete and correct billing information within the various filing deadlines and typically occurs within 30 days of billing. Provided the Company has billed government payers accurately with complete information prior to the established filing deadline, there has historically been little to no collection risk. If there has been a delay in billing, the Company determines if the amounts in question will likely go past the filing deadline, and, if so, it will reserve for the billing accordingly.

Client Payers

Client payers include physicians, hospitals, ACOs, IDNs, employers, other commercial laboratories and institutions for which services are performed on a wholesale basis, and are billed based on negotiated fee schedules. Credit risk and ability to pay are more of a consideration for these payers than healthcare insurers and government payers. Collection of consideration the Company expects to receive typically occurs within 60 to 90 days of billing.

Patients

Uninsured patients are billed based on established patient fee schedules or fees negotiated with physicians on behalf of their patients. Insured patients (includes coinsurance and deductible responsibilities) are billed based on fees negotiated with healthcare insurers. Collection of billings from patients is subject to credit risk and ability of the patients to pay. Revenues consist of amounts billed net of discounts provided to uninsured patients in accordance with the Company's policies and implicit price concessions. Implicit price concessions represent differences between amounts billed and the estimated consideration the Company expects to receive from patients, which considers historical collection experience and other factors including current market conditions. Adjustments to the estimated allowances, based on actual receipts from the patients, are recorded upon settlement. Patient billings are generally fully reserved for when the related billing reaches 210 days

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED
(unaudited)
(in millions, except per share data)

outstanding. Balances are automatically written off when they are sent to collection agencies. Allowances are further adjusted for estimated recoveries of amounts sent to collection agencies based on historical collection experience, which is regularly monitored. Collection of consideration the Company expects to receive typically occurs within 30 to 60 days of billing.

DS

The Company's DS businesses primarily satisfy their performance obligations and recognize revenues when delivery has occurred or services have been rendered. Collection of consideration the Company expects to receive typically occurs within 30 to 60 days of billing.

The approximate percentage of net revenue by type of customer was as follows:

	Three Months Ended September		Nine Months Ended September	
	30,		30,	
	2018	2017	2018	2017
Healthcare insurers:				
Fee-for-service	32%	34%	32%	33%
Capitated	3	4	4	4
Total healthcare insurers	35	38	36	37
Government payers	16	17	16	16
Client payers	32	30	31	30
Patient	13	11	13	12
Total DIS	96	96	96	95
DS	4	4	4	5
Net revenues	100%	100%	100%	100%

For the three and nine months ended September 30, 2018 and 2017, substantially all of the Company's services were provided within the United States, see Note 14.

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4. EARNINGS PER SHARE

The computation of basic and diluted earnings per common share was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Amounts attributable to Quest Diagnostics' common stockholders:				
Net income attributable to Quest Diagnostics	\$ 213	\$ 161	\$ 609	\$ 518
Less: Earnings allocated to participating securities	1	1	2	2
Earnings available to Quest Diagnostics' common stockholders – basic and diluted	<u>\$ 212</u>	<u>\$ 160</u>	<u>\$ 607</u>	<u>\$ 516</u>
Weighted average common shares outstanding – basic	136	137	136	137
Effect of dilutive securities:				
Stock options and performance share units	3	3	3	3
Weighted average common shares outstanding – diluted	<u>139</u>	<u>140</u>	<u>139</u>	<u>140</u>
Earnings per share attributable to Quest Diagnostics' common stockholders:				
Basic	<u>\$ 1.56</u>	<u>\$ 1.18</u>	<u>\$ 4.46</u>	<u>\$ 3.77</u>
Diluted	<u>\$ 1.53</u>	<u>\$ 1.15</u>	<u>\$ 4.37</u>	<u>\$ 3.68</u>

The following securities were not included in the calculation of diluted earnings per share due to their antidilutive effect:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Stock options	<u>2</u>	<u>2</u>	<u>2</u>	<u>1</u>

5. RESTRUCTURING ACTIVITIES

Invigorate Program

The Company is committed to a program called Invigorate which is designed to reduce its cost structure and improve performance. Invigorate consists of several flagship programs, with structured plans in each, to drive savings and improve performance across the customer value chain. These flagship programs include: organization excellence; information technology excellence; procurement excellence; service excellence; lab excellence; and billing excellence. The Invigorate program is intended to partially offset reimbursement pressures and labor and benefit cost increases; free up additional resources to invest in science, innovation and other growth initiatives; and enable us to improve service quality and operating profitability. Additionally, the program is driving the standardization of processes, information technology systems and equipment and data; digitization of the Company's services; and enhancement of reimbursement for work performed.

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Restructuring Charges

The following table provides a summary of the Company's pre-tax restructuring charges for the three and nine months ended September 30, 2018 and 2017:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Employee separation costs	\$ 4	\$ 4	\$ 19	\$ 9
Facility-related costs	—	1	4	2
Total restructuring charges	<u>\$ 4</u>	<u>\$ 5</u>	<u>\$ 23</u>	<u>\$ 11</u>

The restructuring charges incurred for the three and nine months ended September 30, 2018 were primarily associated with various workforce reduction initiatives as the Company continues to simplify and restructure its organization. Of the total restructuring charges incurred during the three months ended September 30, 2018, \$2 million were recorded in both cost of services and selling, general and administrative expenses. Of the total restructuring charges incurred during the nine months ended September 30, 2018, \$9 million and \$14 million were recorded in cost of services and selling, general and administrative expenses, respectively.

The restructuring charges incurred for the three and nine months ended September 30, 2017 were primarily associated with various workforce reduction initiatives as the Company continues to simplify and restructure its organization. Of the total restructuring charges incurred during the three months ended September 30, 2017, \$4 million and \$1 million were recorded in cost of services and selling, general and administrative expenses, respectively. Of the total restructuring charges incurred during the nine months ended September 30, 2017, \$8 million and \$3 million were recorded in cost of services and selling, general and administrative expenses, respectively.

Charges for all periods presented were primarily recorded in the Company's DIS business.

The restructuring liability as of September 30, 2018 and December 31, 2017, which is included in accounts payable and accrued expenses, was \$18 million and \$22 million, respectively.

6. BUSINESS ACQUISITIONS

On February 1, 2018, the Company completed its acquisition of Mobile Medical Examination Services, Inc. ("MedXM"), in an all cash transaction for \$142 million, net of \$5 million cash acquired, which consisted of cash consideration of \$130 million and contingent consideration estimated at \$12 million. The contingent consideration arrangement is dependent upon the achievement of certain revenue targets. During the second quarter of 2018, the liability was remeasured to \$13 million resulting in a \$1 million loss recorded in other operating (income) expense, net. During the third quarter of 2018, the liability was reduced to \$0 based on updated revenue forecasts for 2018 compared to the earn-out revenue target included in the contingent consideration arrangement resulting in a \$13 million gain recorded in other operating (income) expense, net. MedXM is a leading national provider of home-based health risk assessments and related services. Through the acquisition, the Company acquired all of MedXM's operations. Based on the preliminary purchase price allocation, the assets acquired and liabilities assumed consist of \$77 million of intangible assets, \$57 million of goodwill (of which \$45 million is currently tax deductible), \$7 million of working capital and \$1 million of property, plant and equipment. The intangible assets consist primarily of customer related assets which are being amortized over a useful life of 15 years. For further details regarding the fair value of the contingent consideration, see Note 7.

On June 18, 2018, the Company completed the acquisition of the outreach laboratory service business of Cape Cod Healthcare, Inc., in an all-cash transaction for \$35 million. The assets acquired principally consist of tax deductible goodwill and customer-related intangible assets.

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On September 19, 2018, the Company completed the acquisition of ReproSource, Inc. ("ReproSource"), in an all cash transaction for \$35 million, which consisted of cash consideration of \$30 million and contingent consideration estimated at \$5 million. The contingent consideration arrangement is dependent on the achievement of certain revenue targets. ReproSource is a national leader in specialty fertility diagnostic services. Through the acquisition, the Company acquired all of ReproSource's operations. Based on the preliminary purchase price allocation, the assets acquired principally consist of goodwill, technology-related intangible assets and customer-related intangible assets. For further details regarding the fair value of the contingent consideration, see Note 7.

The acquisitions were accounted for under the acquisition method of accounting. As such, the assets acquired and liabilities assumed were recorded based on their estimated fair values as of the closing date. Supplemental pro forma combined financial information has not been presented as the impact of the acquisitions is not material to the Company's consolidated financial statements. The goodwill recorded primarily includes the expected synergies resulting from combining the operations of the acquired entities with those of the Company and the value associated with an assembled workforce and other intangible assets that do not qualify for separate recognition. All of the goodwill acquired in connection with these acquisitions has been allocated to the Company's DIS business. For further details regarding business segment information, see Note 14.

On September 25, 2018, the Company agreed to acquire the U.S. laboratory services business of Oxford Immunotec, Inc. The acquisition, once completed, will include laboratories in Tennessee and Massachusetts that provide tuberculosis and tick-borne disease testing services. As part of the transaction, Oxford Immunotec, Inc. will sell test kits and related accessories to the Company under a long-term supply agreement. Closing of the transaction, which is expected to occur during the fourth quarter of 2018, remains subject to customary closing conditions.

For details regarding the Company's 2017 acquisitions, see Note 5 to the consolidated financial statements in the Company's 2017 Annual Report on Form 10-K.

7. FAIR VALUE MEASUREMENTS

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table provides a summary of the recognized assets and liabilities that are measured at fair value on a recurring basis:

	Total	Basis of Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Assets / Liabilities Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
September 30, 2018				
Assets:				
Trading securities	\$ 57	\$ 57	\$ —	\$ —
Cash surrender value of life insurance policies	40	—	40	—
Total	\$ 97	\$ 57	\$ 40	\$ —
Liabilities:				
Interest rate swaps	\$ 131	\$ —	\$ 131	\$ —
Deferred compensation liabilities	104	—	104	—
Contingent consideration	12	—	—	12
Total	\$ 247	\$ —	\$ 235	\$ 12

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December 31, 2017	Basis of Fair Value Measurements			
	Total	Level 1	Level 2	Level 3
Assets:				
Trading securities	\$ 58	\$ 58	\$ —	\$ —
Cash surrender value of life insurance policies	37	—	37	—
Equity securities	2	2	—	—
Total	\$ 97	\$ 60	\$ 37	\$ —
Liabilities:				
Deferred compensation liabilities	\$ 103	\$ —	\$ 103	\$ —
Interest rate swaps	89	—	89	—
Contingent consideration	7	—	—	7
Total	\$ 199	\$ —	\$ 192	\$ 7

A full description regarding the Company's fair value measurements is contained in Note 7 to the consolidated financial statements in the Company's 2017 Annual Report on Form 10-K.

The Company offers certain employees the opportunity to participate in non-qualified supplemental deferred compensation plans. A participant's deferrals, together with Company matching credits, are invested in a variety of participant-directed stock and bond mutual funds that are classified as trading securities. The trading securities are classified within Level 1 because the changes in the fair value of these securities are measured using quoted prices in active markets based on the market price per unit multiplied by the number of units held, exclusive of any transaction costs. A corresponding adjustment for changes in fair value of the trading securities is also reflected in the changes in fair value of the deferred compensation obligation. The deferred compensation liabilities are classified within Level 2 because their inputs are derived principally from observable market data by correlation to the trading securities.

The Company offers certain employees the opportunity to participate in a non-qualified deferred compensation program. A participant's deferrals, together with Company matching credits, are "invested" at the direction of the employee in a hypothetical portfolio of investments which are tracked by an administrator. The Company purchases life insurance policies, with the Company named as beneficiary of the policies, for the purpose of funding the program's liability. Changes in the cash surrender value of the life insurance policies are based upon earnings and changes in the value of the underlying investments. Changes in the fair value of the deferred compensation obligation are derived using quoted prices in active markets based on the market price per unit multiplied by the number of units. The cash surrender value and the deferred compensation obligations are classified within Level 2 because their inputs are derived principally from observable market data by correlation to the hypothetical investments. The plan was amended effective January 1, 2018 so that future deferrals under the plan may only be made by participants who made deferrals under the plan in 2017.

The fair value measurements of the Company's interest rate swaps classified within Level 2 of the fair value hierarchy are model-derived valuations as of a given date in which all significant inputs are observable in active markets including certain financial information and certain assumptions regarding past, present and future market conditions.

Investment in equity securities represents an investment in registered shares of a publicly-held company. The Company's investment in equity securities is classified within Level 1 of the fair value hierarchy because the fair value is obtained from quoted prices in an active market. During 2018, the Company wrote off the remaining carrying value of its investment.

In April 2014, and as further discussed in Note 7 to the consolidated financial statements in the Company's 2017 Annual Report on Form 10-K, the Company completed the acquisition of Steward Health Care Systems, LLC's laboratory outreach business. In connection with the acquisition, the Company initially recorded a contingent consideration liability of \$4 million. The contingent consideration liability was classified within Level 3 of the fair value hierarchy measured at fair value using a probability weighted and discounted cash flow method. During 2018, the Company made the final payment associated with the contingent consideration arrangement.

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In December 2017, and as further discussed in Note 5 and Note 7 to the consolidated financial statements in the Company's 2017 Annual Report on Form 10-K, the Company completed the acquisition of Shiel Holdings, LLC ("Shiel") which provides for up to \$15 million of contingent consideration to be paid based on the achievement of certain testing volume benchmarks. In connection with the acquisition, the Company initially recorded a contingent consideration liability of \$6 million which was classified within Level 3 of the fair value hierarchy. The contingent consideration was measured at fair value using an option-pricing model. Significant inputs included management's estimate of volume and other market inputs including comparable company revenue volatility of 6.9% and a discount rate of 4.5%. The estimated fair value of the contingent consideration associated with Shiel was increased to \$7 million in 2018 as a result of the remeasurement of the liability. Any contingent consideration associated with Shiel will be paid in 2018.

In February 2018, the Company completed the acquisition of MedXM which provides for up to \$30 million of contingent consideration to be paid based on the achievement of certain revenue targets. In connection with the acquisition, the Company initially recorded a contingent consideration liability of \$12 million which was classified within Level 3 of the fair value hierarchy. The contingent consideration was measured at fair value using an option-pricing model. Significant inputs included management's estimate of revenue and other market inputs including comparable company revenue volatility of 12.7% and a discount rate of 5.4%. The estimated fair value of the contingent consideration associated with MedXM was increased to \$13 million in the first half of 2018 as a result of the remeasurement of the liability. During the third quarter of 2018, the estimated fair value of the contingent consideration was reduced to \$0 as a result of updated revenue forecasts for 2018 compared to the earn-out revenue target included in the contingent consideration arrangement. For further details regarding the MedXM acquisition, see Note 6.

In September 2018, the Company completed the acquisition of ReproSource which provides for up to \$10 million of contingent consideration to be paid based on the achievement of certain revenue targets. In connection with the acquisition, the Company initially recorded a contingent consideration liability of \$5 million which was classified within Level 3 of the fair value hierarchy. The contingent consideration was measured at fair value using an option-pricing model. Significant inputs included management's estimate of revenue and other market inputs including comparable company revenue volatility of 8.5% and a discount rate of 6.5%. The contingent consideration associated with ReproSource is expected to be paid in up to two installments in 2020 and 2021. For further details regarding the ReproSource acquisition, see Note 6.

The following table provides a reconciliation of the beginning and ending balances of liabilities using significant unobservable inputs (Level 3):

	Contingent Consideration
<i>Balance, December 31, 2017</i>	\$ 7
Purchases, additions and issuances	17
Settlements	(1)
Total gains/losses included in earnings - realized/unrealized	(11)
<i>Balance, September 30, 2018</i>	<u>\$ 12</u>

The \$11 million net gain included in earnings associated with the change in the fair value of contingent consideration for the nine months ended September 30, 2018 is reported in other operating (income) expense, net.

The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable and accrued expenses approximate fair value based on the short maturities of these instruments. As of September 30, 2018 and December 31, 2017, the fair value of the Company's debt was estimated at \$3.8 billion and \$4.0 billion, respectively. Principally all of the Company's debt is classified within Level 1 of the fair value hierarchy because the fair value of the debt is estimated based on rates currently offered to the Company with identical terms and maturities, using quoted active market prices and yields, taking into account the underlying terms of the debt instruments.

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8. GOODWILL AND INTANGIBLE ASSETS

The changes in goodwill for the nine months ended September 30, 2018 and for the year ended December 31, 2017 were as follows:

	September 30, 2018	December 31, 2017
<i>Balance, beginning of period</i>	\$ 6,335	\$ 6,000
Goodwill acquired during the period	112	335
<i>Balance, end of period</i>	\$ 6,447	\$ 6,335

Principally all of the Company's goodwill as of September 30, 2018 and December 31, 2017 was associated with its DIS business.

For the nine months ended September 30, 2018, goodwill acquired during the period was principally associated with the acquisition of MedXM, ReproSource and the outreach laboratory service business of Cape Cod Healthcare, Inc. (see Note 6). For the year ended December 31, 2017, goodwill acquired was principally associated with the acquisitions of the clinical and anatomic pathology laboratory business of Shiel Holdings, LLC, the outreach laboratory service business of PeaceHealth Laboratories, Med Fusion, LLC and Clearpoint Diagnostic Laboratories, LLC, Cleveland HeartLab, Inc. and the outreach laboratory service businesses of The William W. Backus Hospital and The Hospital of Central Connecticut. For details regarding the Company's 2017 acquisitions, see Note 5 to the consolidated financial statements in the Company's 2017 Annual Report on Form 10-K.

Intangible assets at September 30, 2018 and December 31, 2017 consisted of the following:

	Weighted Average Amortization Period (in years)	September 30, 2018			December 31, 2017		
		Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Amortizing intangible assets:							
Customer-related	18	\$ 1,309	\$ (458)	\$ 851	\$ 1,210	\$ (404)	\$ 806
Non-compete agreements	8	3	(2)	1	7	(5)	2
Technology	16	107	(48)	59	95	(45)	50
Other	10	92	(71)	21	105	(80)	25
Total	17	1,511	(579)	932	1,417	(534)	883
Intangible assets not subject to amortization:							
Trade names		235	—	235	235	—	235
Other		1	—	1	1	—	1
Total intangible assets		\$ 1,747	\$ (579)	\$ 1,168	\$ 1,653	\$ (534)	\$ 1,119

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The estimated amortization expense related to amortizable intangible assets for each of the five succeeding fiscal years and thereafter as of September 30, 2018 is as follows:

<u>Year Ending December 31,</u>		
Remainder of 2018	\$	23
2019		90
2020		89
2021		83
2022		79
2023		79
Thereafter		489
Total	<u>\$</u>	<u>932</u>

9. DEBT

Senior Unsecured Revolving Credit Facility

In March 2018, the Company amended and restated the agreement for its \$750 million senior unsecured revolving credit facility (the “Credit Facility” or “Senior Unsecured Revolving Credit Facility”). As a result, the Credit Facility will mature in March 2023. Under the Credit Facility, the Company can issue letters of credit totaling \$150 million (see Note 13). Issued letters of credit reduce the available borrowing capacity under the facility. Interest on the Credit Facility is based on certain published rates plus an applicable margin based on changes in the Company's public debt ratings. As of September 30, 2018, the Company's borrowing rate for LIBOR-based loans under the Credit Facility was LIBOR plus 1.125%. The Credit Facility contains various covenants, including the maintenance of a financial leverage ratio, which could impact the Company's ability to, among other things, incur additional indebtedness. As of September 30, 2018, there were no outstanding borrowings under the Credit Facility.

Secured Receivables Credit Facility

During the nine months ended September 30, 2018, there were \$1,630 million in cumulative borrowings under the secured receivables credit facility primarily associated with working capital requirements as well as the funding of the Company's 2018 business acquisitions. During the nine months ended September 30, 2018, there were \$1,660 million in repayments under the secured receivables credit facility.

10. FINANCIAL INSTRUMENTS

The Company uses derivative financial instruments to manage its exposure to market risks for changes in interest rates and, from time to time, foreign currencies. This strategy includes the use of interest rate swap agreements, forward starting interest rate swap agreements, treasury lock agreements and foreign currency forward contracts to manage its exposure to movements in interest and currency rates. The Company has established policies and procedures for risk assessment and the approval, reporting and monitoring of derivative financial instrument activities. These policies prohibit holding or issuing derivative financial instruments for speculative purposes. The Company does not enter into derivative financial instruments that contain credit-risk-related contingent features or requirements to post collateral.

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Interest Rate Risk

The Company is exposed to interest rate risk on its cash and cash equivalents and its debt obligations. Interest income earned on cash and cash equivalents may fluctuate as interest rates change; however, due to their relatively short maturities, the Company does not hedge these assets or their investment cash flows and the impact of interest rate risk is not material. The Company's debt obligations consist of fixed-rate and variable-rate debt instruments. The Company's primary objective is to achieve the lowest overall cost of funding while managing the variability in cash outflows within an acceptable range. In order to achieve this objective, the Company has entered into interest rate swaps. Interest rate swaps involve the periodic exchange of payments without the exchange of underlying principal or notional amounts. Net settlements between the counterparties are recognized as an adjustment to interest expense, net.

Interest Rate Derivatives – Cash Flow Hedges

From time to time, the Company has entered into various interest rate lock agreements and forward starting interest rate swap agreements to hedge part of the Company's interest rate exposure associated with the variability in future cash flows attributable to changes in interest rates.

The total net loss, net of taxes, recognized in accumulated other comprehensive loss, related to the Company's cash flow hedges was \$8 million and \$9 million as of September 30, 2018 and December 31, 2017, respectively. The net amount of deferred losses on cash flow hedges that is expected to be reclassified from accumulated other comprehensive loss into interest expense, net within the next twelve months is \$3 million.

Interest Rate Derivatives – Fair Value Hedges

The Company maintains various fixed-to-variable interest rate swaps to convert a portion of the Company's long-term debt into variable interest rate debt. A summary of the notional amounts of these interest rate swaps as of September 30, 2018 and December 31, 2017 was as follows:

Debt Instrument	Notional Amount	
	September 30, 2018	December 31, 2017
4.25% Senior Notes due April 2024	\$ 250	\$ 250
3.50% Senior Notes due March 2025	600	600
3.45% Senior Notes due June 2026	350	350
	<u>\$ 1,200</u>	<u>\$ 1,200</u>

The fixed-to-variable interest rate swap agreements in the table above have variable interest rates ranging from one-month LIBOR plus 2.2% to one-month LIBOR plus 3.0%.

As of September 30, 2018 and December 31, 2017, the following amounts were recorded on the consolidated balance sheet related to cumulative basis adjustments for fair value hedges included in the carrying amount of long-term debt:

Balance Sheet Classification	Carrying Amount of Hedged Long-Term Debt	Hedge Accounting Basis Adjustment (a)	Carrying Amount of Hedged Long-Term Debt	Hedge Accounting Basis Adjustment (a)
	September 30, 2018	September 30, 2018	December 31, 2017	December 31, 2017
Long-term debt	\$ 1,087	\$ (87)	\$ 1,132	\$ (33)

(a) The balance includes \$44 million and \$56 million of remaining unamortized hedging adjustment on a discontinued relationship as of September 30, 2018 and December 31, 2017, respectively.

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The following table presents the effect of fair value hedge accounting on the statement of operations for the three and nine months ended September 30, 2018 and 2017:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	Other income (expense), net	Other income (expense), net	Other income (expense), net	Other income (expense), net
Total for line item in which the effects of fair value hedges are recorded	\$ 3	\$ (2)	\$ 2	\$ 12
Gain (loss) on fair value hedging relationships:				
Hedged items (Long-term debt)	\$ 10	\$ (1)	\$ 42	\$ (12)
Derivatives designated as hedging instruments	\$ (10)	\$ 1	\$ (42)	\$ 12

A summary of the fair values of derivative instruments in the consolidated balance sheets was as follows:

Derivatives Designated as Hedging Instruments	September 30, 2018		December 31, 2017	
	Balance Sheet Classification	Fair Value	Balance Sheet Classification	Fair Value
	Interest rate swaps	Other liabilities	\$ 131	Other liabilities

A full description regarding the Company's use of derivative financial instruments is contained in Note 14 to the consolidated financial statements in the Company's 2017 Annual Report on Form 10-K.

11. STOCKHOLDERS' EQUITY AND REDEEMABLE NONCONTROLLING INTEREST

Stockholders' Equity

Changes in Accumulated Other Comprehensive Income (Loss) by Component

Comprehensive income (loss) includes:

- Foreign currency translation adjustments;
- Net deferred loss on cash flow hedges, which represents deferred losses, net of tax on interest rate related derivative financial instruments designated as cash flow hedges, net of amounts reclassified to interest expense (see Note 10).

Prior to adoption of the new accounting guidance on recognition and measurement of financial assets and liabilities, comprehensive income (loss) also included investment adjustments, which represented unrealized holding gains (losses), net of tax on available for sale securities, net of other-than-temporary impairment amounts reclassified to other income (expense), net. Refer to Note 2 for details regarding the adoption of the new accounting standard related to the recognition and measurement of financial assets and liabilities.

For the three and nine months ended September 30, 2018 and 2017, the tax effects related to the deferred losses on cash flow hedges were not material. Foreign currency translation adjustments related to indefinite investments in non-U.S. subsidiaries are not adjusted for income taxes.

Dividend Program

During each of the first three quarters of 2018, the Company's Board of Directors declared a quarterly cash dividend of \$0.50 per common share. During each of the four quarters of 2017, the Company's Board of Directors declared a quarterly cash dividend of \$0.45 per common share.

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Share Repurchase Program

As of September 30, 2018, \$767 million remained available under the Company's share repurchase authorizations. The share repurchase authorization has no set expiration or termination date.

Share Repurchases

For the nine months ended September 30, 2018, the Company repurchased 1.4 million shares of its common stock for \$150 million.

For the nine months ended September 30, 2017, the Company repurchased 3.6 million shares of its common stock for \$365 million, which included an accrual of \$15 million recorded in accounts payable and accrued expenses in the consolidated balance sheet for shares repurchased not settled.

Shares Reissued from Treasury Stock

For the nine months ended September 30, 2018 and 2017, the Company reissued 1.7 million shares and 2.3 million shares, respectively, from treasury stock for shares issued under the Employee Stock Purchase Plan and stock option plans. For details regarding the Company's stock ownership and compensation plans, see Note 16 to the consolidated financial statements in the Company's 2017 Annual Report on Form 10-K.

Redeemable Noncontrolling Interest

In connection with the sale of an 18.9% noncontrolling interest in a subsidiary to UMass Memorial Medical Center ("UMass") on July 1, 2015, the Company granted UMass the right to require the Company to purchase all of its interest in the subsidiary at fair value commencing July 1, 2020. The subsidiary performs diagnostic information services in a defined territory within the state of Massachusetts. Since the redemption of the noncontrolling interest is outside of the Company's control, it has been presented outside of stockholders' equity at the greater of its carrying amount or its fair value. The Company records changes in the fair value of the noncontrolling interest immediately as they occur. As of September 30, 2018, the redeemable noncontrolling interest was presented at its fair value.

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12. SUPPLEMENTAL CASH FLOW AND OTHER DATA

Supplemental cash flow and other data for the three and nine months ended September 30, 2018 and 2017 was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Depreciation expense	\$ 55	\$ 50	\$ 162	\$ 143
Amortization expense	22	19	66	54
Depreciation and amortization expense	<u>\$ 77</u>	<u>\$ 69</u>	<u>\$ 228</u>	<u>\$ 197</u>
Interest expense	\$ (42)	\$ (39)	\$ (126)	\$ (114)
Interest income	1	1	2	2
Interest expense, net	<u>\$ (41)</u>	<u>\$ (38)</u>	<u>\$ (124)</u>	<u>\$ (112)</u>
Interest paid	\$ 28	\$ 27	\$ 114	\$ 104
Income taxes paid	\$ 29	\$ 64	\$ 70	\$ 177
Assets acquired under capital leases	\$ —	\$ —	\$ 1	\$ —
Accounts payable associated with capital expenditures	\$ 13	\$ 14	\$ 13	\$ 14
Accounts payable associated with purchases of treasury stock	\$ —	\$ 15	\$ —	\$ 15
Dividends payable	\$ 68	\$ 62	\$ 68	\$ 62
Businesses acquired:				
Fair value of assets acquired	\$ 59	\$ 229	\$ 242	\$ 343
Fair value of liabilities assumed	—	40	1	40
Fair value of net assets acquired	<u>59</u>	<u>189</u>	<u>241</u>	<u>303</u>
Merger consideration paid (payable), net	<u>(5)</u>	<u>(2)</u>	<u>(17)</u>	<u>(4)</u>
Cash paid for business acquisitions	54	187	224	299
Less: Cash acquired	—	—	5	—
Business acquisitions, net of cash acquired	<u>\$ 54</u>	<u>\$ 187</u>	<u>\$ 219</u>	<u>\$ 299</u>

13. COMMITMENTS AND CONTINGENCIES
Letters of Credit

The Company can issue letters of credit totaling \$100 million under its secured receivables credit facility and \$150 million under its senior unsecured revolving credit facility. For further discussion regarding the Company's secured receivables credit facility and senior unsecured revolving credit facility, see Note 13 to the consolidated financial statements in the Company's 2017 Annual Report on Form 10-K and Note 9 to the interim unaudited consolidated financial statements.

In support of its risk management program, to ensure the Company's performance or payment to third parties, \$71 million in letters of credit under the secured receivables credit facility were outstanding as of September 30, 2018. The letters of credit primarily represent collateral for current and future automobile liability and workers' compensation loss payments.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED
(unaudited)
(in millions, except per share data)

Contingent Lease Obligations

The Company remains subject to contingent obligations under certain real estate leases, including leases that were entered into by certain predecessor companies of a subsidiary prior to the Company's acquisition of the subsidiary. No liability has been recorded for any of these potential contingent obligations. For further details, see Note 17 to the consolidated financial statements in the Company's 2017 Annual Report on Form 10-K.

Legal Matters

The Company is involved in various legal proceedings. Some of the proceedings against the Company involve claims that could be substantial in amount.

In the normal course of business, the Company has been named, from time to time, as a defendant in various legal actions, including arbitrations, class actions and other litigation, arising in connection with the Company's activities as a provider of diagnostic testing, information and services. These legal actions may include lawsuits alleging negligence or other similar legal claims. These actions could involve claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages, and could have an adverse impact on the Company's client base and reputation.

The Company is also involved, from time to time, in other reviews, investigations and proceedings by governmental agencies regarding the Company's business, including, among other matters, operational matters, which may result in adverse judgments, settlements, fines, penalties, injunctions or other relief. The number of these reviews, investigations and proceedings has increased in recent years with regard to many firms in the healthcare services industry, including the Company.

The federal or state governments may bring claims based on the Company's current practices, which it believes are lawful. In addition, certain federal and state statutes, including the *qui tam* provisions of the federal False Claims Act, allow private individuals to bring lawsuits against healthcare companies on behalf of government or private payers. The Company is aware of lawsuits, and from time to time has received subpoenas, related to billing practices based on the *qui tam* provisions of the Civil False Claims Act or other federal and state statutes, regulations or other laws. The Company understands that there may be other pending *qui tam* claims brought by former employees or other "whistle blowers" as to which the Company cannot determine the extent of any potential liability.

Management cannot predict the outcome of such matters. Although management does not anticipate that the ultimate outcome of such matters will have a material adverse effect on the Company's financial condition, given the high degree of judgment involved in establishing loss estimates related to these types of matters, the outcome of such matters may be material to the Company's results of operations or cash flows in the period in which the impact of such matters is determined or paid.

These matters are in different stages. Some of these matters are in their early stages. Matters may involve responding to and cooperating with various government investigations and related subpoenas. As of September 30, 2018, the Company does not believe that material losses related to legal matters are probable.

Reserves for legal matters totaled \$5 million and \$2 million as of September 30, 2018 and December 31, 2017, respectively.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED
(unaudited)
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Reserves for General and Professional Liability Claims

As a general matter, providers of clinical testing services may be subject to lawsuits alleging negligence or other similar legal claims. These suits could involve claims for substantial damages. Any professional liability litigation could also have an adverse impact on the Company's client base and reputation. The Company maintains various liability insurance coverages for, among other things, claims that could result from providing, or failing to provide, clinical testing services, including inaccurate testing results, and other exposures. The Company's insurance coverage limits its maximum exposure on individual claims; however, the Company is essentially self-insured for a significant portion of these claims. Reserves for such matters, including those associated with both asserted and incurred but not reported claims, are established on an undiscounted basis by considering actuarially determined losses based upon the Company's historical and projected loss experience. Such reserves totaled \$122 million and \$118 million as of September 30, 2018 and December 31, 2017, respectively. Management believes that established reserves and present insurance coverage are sufficient to cover currently estimated exposures. Management cannot predict the outcome of any claims made against the Company. Although management does not anticipate that the ultimate outcome of any such proceedings or claims will have a material adverse effect on the Company's financial condition, given the high degree of judgment involved in establishing accruals for loss estimates related to these types of matters, the outcome may be material to the Company's results of operations or cash flows in the period in which the impact of such claims is determined or paid.

14. BUSINESS SEGMENT INFORMATION

The Company's DIS business is the only reportable segment based on the manner in which the Chief Executive Officer, who is the Company's chief operating decision maker ("CODM"), assesses performance and allocates resources across the organization. The DIS business provides diagnostic information services to a broad range of customers, including patients, clinicians, hospitals, IDNs, health plans, employers and ACOs. The Company is the world's leading provider of diagnostic information services, which includes providing 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. The DIS business accounted for greater than 95% of net revenues in 2018 and 2017.

All other operating segments include the Company's DS businesses, which consist of its risk assessment services and healthcare information technology businesses. The Company's DS businesses are the leading provider of risk assessment services for the life insurance industry and offer healthcare organizations and clinicians robust information technology solutions.

As of September 30, 2018, substantially all of the Company's services were provided within the United States, and substantially all of the Company's assets were located within the United States.

The following table is a summary of segment information for the three and nine months ended September 30, 2018 and 2017. Segment asset information is not presented since it is not used by the CODM at the operating segment level. Operating earnings (loss) of each segment represents net revenues less directly identifiable expenses to arrive at operating income (loss) for the segment. General corporate activities included in the table below are comprised of general management and administrative corporate expenses, amortization and impairment of intangibles assets and other operating income and expenses, net of certain general corporate activity costs that are allocated to the DIS and DS businesses. The accounting policies of the segments are the same as those of the Company as set forth in Note 2 to the consolidated financial statements contained in the Company's 2017 Annual Report on Form 10-K and Note 2 to the interim unaudited consolidated financial statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED
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	Three Months Ended		Nine Months Ended September	
	September 30,		30,	
	2018	2017	2018	2017
Net revenues:				
DIS business	\$ 1,810	\$ 1,777	\$ 5,448	\$ 5,283
All other operating segments	79	79	244	254
Total net revenues	<u>\$ 1,889</u>	<u>\$ 1,856</u>	<u>\$ 5,692</u>	<u>\$ 5,537</u>
Operating earnings (loss):				
DIS business	\$ 333	\$ 334	\$ 982	\$ 987
All other operating segments	11	10	33	40
General corporate activities	(40)	(46)	(134)	(131)
Total operating income	<u>304</u>	<u>298</u>	<u>881</u>	<u>896</u>
Non-operating expenses, net	<u>(38)</u>	<u>(40)</u>	<u>(122)</u>	<u>(100)</u>
Income before income taxes and equity in earnings of equity method investees	266	258	759	796
Income tax expense	(48)	(92)	(142)	(264)
Equity in earnings of equity method investees, net of taxes	<u>9</u>	<u>9</u>	<u>32</u>	<u>25</u>
Net income	227	175	649	557
Less: Net income attributable to noncontrolling interests	14	14	40	39
Net income attributable to Quest Diagnostics	<u>\$ 213</u>	<u>\$ 161</u>	<u>\$ 609</u>	<u>\$ 518</u>

15. RELATED PARTIES

The Company's equity method investees primarily consist of its clinical trials central laboratory services joint venture and its diagnostic information services joint ventures, which are accounted for under the equity method of accounting. During the three months ended September 30, 2018 and 2017, the Company recognized net revenues of \$9 million and \$8 million, respectively, associated with diagnostic information services provided to its equity method investees. During the nine months ended September 30, 2018 and 2017, the Company recognized net revenues of \$27 million and \$28 million, respectively, associated with such services. As of both September 30, 2018 and December 31, 2017, there was \$3 million of accounts receivable from equity method investees related to such services.

During the three months ended September 30, 2018 and 2017, the Company recognized income of \$4 million and \$3 million, respectively, associated with the performance of certain corporate services, including transition services, for its equity method investees, classified within selling, general and administrative expenses. During both the nine months ended September 30, 2018 and 2017, the Company recognized income of \$12 million associated with the performance of such services classified within selling, general and administrative expenses. As of September 30, 2018 and December 31, 2017, there was \$3 million and \$7 million, respectively, of other receivables from equity method investees included in prepaid expenses and other current assets related to these service agreements and other transition related items. In addition, accounts payable and accrued expenses as of December 31, 2017 included \$1 million due to equity method investees.

During the nine months ended September 30, 2018, the Company contributed \$10 million to an equity method investee to fund its share of an acquisition made by the equity method investee.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED
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16. TAXES ON INCOME

For the three months ended September 30, 2018 and 2017, the effective income tax rate was 18.1% and 35.7%, respectively. The lower effective income tax rate was due primarily to the reduced corporate income tax rate as a result of the TCJA. In addition, during the three months ended September 30, 2018, the Company recognized a \$13 million income tax benefit due to the release of tax reserves associated with the expiration of the statute of limitations for certain income tax returns and \$4 million of excess tax benefits associated with stock-based compensation arrangements. During the three months ended September 30, 2017, the Company recognized \$7 million of excess tax benefits associated with stock-based compensation arrangements.

For the nine months ended September 30, 2018 and 2017, the effective income tax rate was 18.8% and 33.2%, respectively. The lower effective tax rate was due primarily to the reduced corporate income tax rate as a result of the TCJA. In addition, during the nine months ended September 30, 2018, the Company recognized \$17 million of excess tax benefits associated with stock-based compensation arrangements, a \$15 million income tax benefit associated with a change in a tax return accounting method that will enable the Company to accelerate the deduction of certain expenses on its 2017 tax return at the federal corporate statutory rate in effect during 2017, and a \$13 million income tax benefit due to the release of tax reserves associated with the expiration of the statute of limitations for certain income tax returns. During the nine months ended September 30, 2017, the Company recognized \$36 million of excess tax benefits associated with stock-based compensation arrangements.

The Company recognized the income tax effects of the TCJA in its audited consolidated financial statements included in the Company's 2017 Annual Report on Form 10-K in accordance with Staff Accounting Bulletin No. 118, which provides Securities and Exchange Commission staff guidance for the application of ASC Topic 740, Income Taxes, in the reporting period in which the TCJA was signed into law. The guidance also provides for a measurement period of up to one year from the enactment date for the Company to complete the accounting for the U.S. tax law changes. As such, the Company's 2017 financial results reflected the provisional estimate of the income tax effects of the TCJA. No subsequent adjustments have been made to the amounts recorded as of December 31, 2017, which continue to represent a provisional estimate of the impact of TCJA. The estimate of the impact of TCJA is based on certain assumptions and the Company's current interpretation, and may change, as the Company receives additional clarification and implementation guidance and as the interpretation of the TCJA evolves over time.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Our Company

Diagnostic Information Services

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 ("DIS") 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 ("IDNs"), health plans, employers and accountable care organizations ("ACOs"). 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 DIS business makes up over 95% of our consolidated net revenues.

Diagnostic Solutions

In our Diagnostic Solutions ("DS") businesses, which represents the balance of our consolidated net revenues, we are the leading provider of risk assessment services for the life insurance industry and we offer healthcare organizations and clinicians robust information technology solutions.

Third Quarter Highlights

- Our total net revenues of \$1.9 billion were 1.8% above the prior year period.
- In our DIS business:
 - Revenues of \$1.8 billion increased by 1.9% compared to the prior year period, which reflects the impact of recent acquisitions and weather in the prior year period. We estimate that reduced reimbursement due to the Protecting Access to Medicare Act ("PAMA") negatively impacted DIS revenue growth by 0.5%.
 - Volume, measured by the number of requisitions, increased 2.0% compared to the prior year period.
 - Revenue per requisition decreased by 0.8% compared to the prior year period.
- DS revenues of \$79 million increased by 0.3% compared to the prior year period primarily associated with our healthcare information technology solutions partially offset by certain royalty revenues received in 2017 related to a royalty agreement, retained from the sale of our products business, that has since expired.
- Net income attributable to Quest Diagnostics' stockholders was \$213 million, or \$1.53 per diluted share, in 2018, compared to \$161 million, or \$1.15 per diluted share, in the prior year period. For the three months ended September 30, 2018, net income attributable to Quest Diagnostics and diluted EPS benefited from the lower corporate income tax rate as a result of the Tax Cuts and Jobs Act ("TCJA").
- Net cash provided by operating activities was \$905 million in 2018, compared to \$852 million in the prior year period. The \$53 million increase in net cash provided by operating activities was primarily a result of a decrease in tax payments due to the impact of TCJA partially offset by timing of movements in our working capital accounts.

We adopted the new accounting standard for revenue recognition effective January 1, 2018 using the full retrospective method which required the restatement of certain previously reported financial results, as well as our days sales outstanding calculation. For further details on the impact of the new accounting standard, refer to Note 2 to the interim unaudited consolidated financial statements.

Pursuant to PAMA, which was implemented in 2018, the Centers for Medicare and Medicaid Services has promulgated revised Medicare reimbursement schedules for clinical laboratory tests under the Clinical Laboratory Fee Schedule ("CLFS") for 2018, 2019 and 2020. The Company expects the impact on our CLFS based revenues (in 2017 CLFS revenues comprised 12% of our consolidated net revenues) as a result of PAMA to be a reduction of approximately 4% in 2018, and approximately 10% in both 2019 and 2020. PAMA calls for further revision of the Medicare CLFS for years after 2020 based on future surveys of market rates; further reduction in reimbursement may result from such revisions.

Two Point Strategy

Our two point strategy is described in detail in "Item 1. Business: Our Strategy and Strengths" in our 2017 Annual Report on Form 10-K. During the nine months ended September 30, 2018, we continued to execute on our strategy as follows:

Long-term Strategic Partnership with UnitedHealthcare

On May 24, 2018, we established a long-term strategic partnership with UnitedHealthcare focused on ways to create more personalized care recommendations and a simpler consumer experience for the people enrolled in UnitedHealthcare plans. Effective January 1, 2019, we will be a contracted, participating provider of clinical laboratory testing services, on a nationwide basis, for all UnitedHealthcare plans, excluding existing lab capitation arrangements. We are currently in network for a limited number of UnitedHealthcare plans.

Acquisition of Mobile Medical Examination Services, Inc.

On February 1, 2018, we completed the acquisition of Mobile Medical Examination Services, Inc. ("MedXM"), in an all cash transaction for \$142 million, net of \$5 million cash acquired, which consisted of cash consideration of \$130 million and contingent consideration initially estimated at \$12 million. The contingent consideration arrangement is dependent upon the achievement of certain revenue targets. MedXM is a leading national provider of home-based health risk assessments and related services. The acquired business is included in our DIS business.

Acquisition of the Outreach Laboratory Service Business of Cape Cod Healthcare, Inc.

On June 18, 2018, we completed the acquisition of the outreach laboratory service business of Cape Cod Healthcare, Inc. in an all-cash transaction for \$35 million. The acquired business is included in our DIS business.

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For details regarding our acquisitions, see Note 6 to the interim unaudited consolidated financial statements and Note 5 to the consolidated financial statements in our 2017 Annual Report on Form 10-K.

Acquisition of ReproSource, Inc.

On September 19, 2018, we completed the acquisition of ReproSource, Inc. ("ReproSource"), in an all cash transaction for \$35 million, which consisted of cash consideration of \$30 million and contingent consideration estimated at \$5 million. The contingent consideration arrangement is dependent on the achievement of certain revenue targets. ReproSource is a national leader in specialty fertility diagnostic services. The acquired business is included in our DIS business.

Agreement to Acquire the U.S. Laboratory Services Business of Oxford Immunotec, Inc.

On September 25, 2018, we agreed to acquire the U.S. laboratory services business of Oxford Immunotec, Inc. The acquisition, once completed, will include laboratories in Tennessee and Massachusetts that provide tuberculosis and tick-borne disease testing services. As part of the transaction, Oxford Immunotec, Inc. will sell test kits and related accessories to the Company under a long-term supply agreement. Closing of the transaction, which is expected to occur during the fourth quarter of 2018, remains subject to customary closing conditions.

Invigorate Program

We are engaged in a multi-year program called Invigorate, which is designed to reduce our cost structure and improve our performance. We delivered more than \$700 million in run rate savings (compared to 2011) as we exited 2014 and delivered more than \$1.3 billion in run rate savings (compared to 2011) as we exited 2017.

Invigorate has consisted of several flagship programs, with structured plans in each, to drive savings and improve performance across the customer value chain. These flagship programs include: organization excellence; information technology excellence; procurement excellence; field and customer service excellence; lab excellence; and revenue services excellence. In addition to these programs, we identified key themes to change how we operate including standardizing our processes, information technology systems, equipment and data; enhancing electronic enabling services; and enhancing reimbursement for work we perform. We believe that our efforts to standardize our information technology systems, equipment and data also foster our efforts to strengthen our foundation for growth and support the value creation initiatives of our clinical franchises by enhancing our operational flexibility, empowering and enhancing the customer experience, facilitating the delivery of actionable insights and bolstering our large data platform.

For the nine months ended September 30, 2018, we incurred \$67 million of pre-tax charges under our Invigorate program including \$21 million of employee separation costs and other restructuring related costs with the remainder primarily consisting of systems conversion and integration costs, all of which result in cash expenditures. Additional restructuring charges may be incurred in future periods as the Company identifies additional opportunities to achieve further cost savings.

For further details of the Invigorate program and associated costs, see Note 5 to the interim unaudited consolidated financial statements.

Critical Accounting Policies

There have been no significant changes to our critical accounting policies from those disclosed in our 2017 Annual Report on Form 10-K except for the adoption of new accounting standards, including the new standard related to revenue recognition, as described in Note 2 to the interim unaudited consolidated financial statements. For further details regarding revenues and cash flows arising from contracts with customers, refer to Note 3 to the interim unaudited consolidated financial statements.

Results of Operations

The following tables set forth certain results of operations data for the periods presented:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2018	2017	Increase (Decrease)	% Increase (Decrease)	2018	2017	Increase (Decrease)	% Increase (Decrease)
(dollars in millions, except per share amounts)								
Net revenues:								
DIS business	\$ 1,810	\$ 1,777	\$ 33	1.9 %	\$ 5,448	\$ 5,283	\$ 165	3.1 %
DS businesses	79	79	—	0.3	244	254	(10)	(3.1)
Total net revenues	<u>\$ 1,889</u>	<u>\$ 1,856</u>	<u>\$ 33</u>	<u>1.8 %</u>	<u>\$ 5,692</u>	<u>\$ 5,537</u>	<u>\$ 155</u>	<u>2.8 %</u>
Operating costs and expenses and other operating income:								
Cost of services	\$ 1,222	\$ 1,190	\$ 32	2.7 %	\$ 3,691	\$ 3,525	\$ 166	4.7 %
Selling, general and administrative	354	348	6	1.9	1,068	1,061	7	0.7
Amortization of intangible assets	22	19	3	NM	66	54	12	NM
Other operating (income) expense, net	(13)	1	(14)	NM	(14)	1	(15)	NM
Total operating costs and expenses, net	<u>\$ 1,585</u>	<u>\$ 1,558</u>	<u>\$ 27</u>	<u>1.8 %</u>	<u>\$ 4,811</u>	<u>\$ 4,641</u>	<u>\$ 170</u>	<u>3.7 %</u>
Operating income	\$ 304	\$ 298	\$ 6	1.8 %	\$ 881	\$ 896	\$ (15)	(1.7)%
Other income (expense):								
Interest expense, net	\$ (41)	\$ (38)	\$ (3)	8.5 %	\$ (124)	\$ (112)	\$ (12)	11.1 %
Other income (expense), net	3	(2)	5	NM	2	12	(10)	NM
Total non-operating expenses, net	<u>\$ (38)</u>	<u>\$ (40)</u>	<u>\$ 2</u>	<u>(6.3)%</u>	<u>\$ (122)</u>	<u>\$ (100)</u>	<u>\$ (22)</u>	<u>21.5 %</u>
Income tax expense	\$ (48)	\$ (92)	\$ 44	(47.8)%	\$ (142)	\$ (264)	\$ 122	(46.1)%
Effective income tax rate	18.1%	35.7%	(1760) bps	NM	18.8%	33.2%	(1440) bps	NM
Equity in earnings of equity method investees, net of taxes								
	\$ 9	\$ 9	\$ —	(3.2)%	\$ 32	\$ 25	\$ 7	27.0 %
Net income attributable to Quest Diagnostics	\$ 213	\$ 161	\$ 52	32.1 %	\$ 609	\$ 518	\$ 91	17.5 %
Diluted earnings per common share attributable to Quest Diagnostics' common stockholders								
	\$ 1.53	\$ 1.15	\$ 0.38	32.7 %	\$ 4.37	\$ 3.68	\$ 0.69	18.8 %

NM - Not Meaningful

The following table sets forth certain results of operations data as a percentage of net revenues for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net revenues:				
DIS business	95.8 %	95.7%	95.7 %	95.4%
DS businesses	4.2	4.3	4.3	4.6
Total net revenues	<u>100.0 %</u>	<u>100.0%</u>	<u>100.0 %</u>	<u>100.0%</u>
Operating costs and expenses and other operating income:				
Cost of services	64.6 %	64.1%	64.8 %	63.7%
Selling, general and administrative	18.8	18.8	18.8	19.1
Amortization of intangible assets	1.2	1.0	1.2	1.0
Other operating (income) expense, net	<u>(0.7)</u>	<u>—</u>	<u>(0.3)</u>	<u>—</u>
Total operating costs and expenses, net	<u>83.9 %</u>	<u>83.9%</u>	<u>84.5 %</u>	<u>83.8%</u>
Operating income	16.1 %	16.1%	15.5 %	16.2%

Operating Results

Results for the three months ended September 30, 2018 were affected by certain items that on a net basis reduced diluted earnings per share by \$0.02 as follows:

- pre-tax charges of \$19 million (\$10 million in cost of services and \$9 million in selling, general and administrative expenses), or \$0.10 per diluted share, primarily associated with workforce reductions, systems conversions and integration incurred in connection with further restructuring and integrating our business;
- net pre-tax benefit of \$12 million (\$13 million gain in other operating (income) expense, net partially offset by \$1 million of charges in cost of services), or \$0.06 per diluted share, primarily attributable to a gain associated with the decrease in the fair value of the contingent consideration accrual associated with our MedXM acquisition partially offset by non-cash asset impairment charges; and
- excess tax benefits associated with stock-based compensation arrangements of \$4 million, or \$0.02 per diluted share, recorded in income tax expense.

Results for the nine months ended September 30, 2018 were affected by certain items that on a net basis reduced diluted earnings per share by \$0.17 as follows:

- pre-tax charges of \$75 million (\$36 million in cost of services, \$38 million in selling, general and administrative expenses, and \$1 million in other operating (income) expense, net), or \$0.40 per diluted share, primarily associated with workforce reductions, systems conversions and integration incurred in connection with further restructuring and integrating our business;
- excess tax benefits associated with stock-based compensation arrangements of \$17 million, or \$0.12 per diluted share, recorded in income tax expense;
- an income tax benefit of \$15 million, or \$0.10 per diluted share, associated with a change in a tax return accounting method that will enable the Company to accelerate the deduction of certain expenses on its 2017 tax return at the federal corporate statutory tax rate in effect during 2017; and
- net pre-tax gain of \$2 million (\$14 million gain in other operating (income) expense, net partially offset by \$12 million in cost of services), or \$0.01 per diluted share, primarily attributable to a gain associated with the decrease in the fair value of the contingent consideration accrual associated with our MedXM acquisition and an insurance claim for hurricane related losses partially offset by costs incurred related to certain legal matters and non-cash asset impairment charges.

Results for the three months ended September 30, 2017 were affected by certain items that on a net basis reduced diluted earnings per share by \$0.10 as follows:

- pre-tax charges of \$23 million (\$12 million in cost of services and \$11 million in selling, general and administrative expenses), or \$0.10 per diluted share, primarily associated with systems conversions and integration incurred in connection with further restructuring and integrating our business;
- pre-tax charges of \$9 million (\$3 million in cost of services, \$1 million in selling, general and administrative expenses, and \$5 million in other income (expense), net), or \$0.04 per diluted share, primarily associated with non-cash asset impairment charges and incremental costs incurred as a result of hurricanes; and
- excess tax benefits associated with stock-based compensation arrangements of \$7 million, or \$0.04 per diluted share, recorded in income tax expense.

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Results for the nine ended September 30, 2017 were affected by certain items that on a net basis reduced diluted earnings per share by \$0.05 as follows:

- pre-tax charges of \$64 million (\$31 million in cost of services, \$32 million in selling, general and administrative expenses and \$1 million in equity earnings of equity method investees, net of taxes), or \$0.28 per diluted share, primarily associated with systems conversions and integration incurred in connection with further restructuring and integrating our business;
- excess tax benefits associated with stock-based compensation arrangements of \$36 million, or \$0.25 per diluted share, recorded in income tax expense; and
- net pre-tax charges of \$4 million (\$3 million in cost of services, \$3 million in selling, general and administrative expenses and \$(2) million in other income (expense), net), or \$0.02 per diluted share primarily associated with non-cash asset impairment charges, incremental costs incurred as a result of hurricanes, and costs incurred related to certain legal matters, partially offset by a gain on the sale of an interest in an equity method investment.

Net Revenues

Net revenues for the three months ended September 30, 2018 increased by 1.8% compared to the prior year period. We estimate that the impact of weather in the prior year period favorably affected the year-over-year revenue comparison by 1.2%.

DIS revenues for the three months ended September 30, 2018 increased by 1.9% compared to the prior year period, which reflects the impact of recent acquisitions and weather in the prior year period. We estimate that PAMA negatively impacted DIS revenue growth by 0.5%. Acquisitions contributed approximately 2.5% to DIS revenue growth with organic growth (growth excluding the impact of acquisitions) down 0.6%. DIS volume, measured by the number of requisitions, increased by 2.0%, with acquisitions and organic growth contributing approximately 1.3% and 0.7%, respectively, to DIS volume growth. Revenue per requisition decreased by 0.8% compared to the prior year period. Revenue per requisition decreased compared to prior period primarily from pricing pressure of 0.5% due to PAMA and 1% from all other factors as well as lower revenue per requisition associated with our growth in professional lab services engagements, partially offset by favorable test mix, driven in part by acquisitions.

Net revenues for the nine months ended September 30, 2018 increased by 2.8% compared to the prior year period.

DIS revenues for the nine months ended September 30, 2018 increased by 3.1% compared to the prior year period, which reflects the impact of recent acquisitions. We estimate that PAMA negatively impacted DIS revenue growth by 0.5%. Acquisitions contributed 3.1% to DIS revenue growth with organic growth (growth excluding the impact of acquisitions) flat. DIS volume increased by 2.3%, with acquisitions and organic growth contributing approximately 1.9% and 0.4%, respectively, to DIS volume growth. Revenue per requisition increased by 0.3% compared to the prior year period. Revenue per requisition benefited from favorable test mix, driven in part by acquisitions, partially offset by moderate pricing pressure of 0.5% due to PAMA and approximately 1% from all other factors as well as lower revenue per requisition associated with our growth in professional lab services engagements,.

Cost of Services

Cost of services consists principally of costs for obtaining, transporting and testing specimens as well as facility costs used for the delivery of our services.

For the three months ended September 30, 2018, cost of services increased by \$32 million compared to the prior year period. The increase was primarily driven by additional operating costs associated with our acquisitions, incremental expense associated with reinvestments in the business with savings from tax reform, and higher supplies expense.

For the nine months ended September 30, 2018, cost of services increased by \$166 million compared to the prior year period. The increase was primarily driven by additional operating costs associated with our acquisitions, \$17 million of incremental expense associated with reinvestments in the business with savings from tax reform, higher supplies expense, and costs associated with certain legal matters.

Selling, General and Administrative Expenses ("SG&A")

SG&A consist principally of the costs associated with our sales and marketing efforts, billing operations, bad debt expense and general management and administrative support as well as administrative facility costs.

SG&A increased by \$6 million for the three months ended September 30, 2018, compared to the prior year period primarily driven by incremental expense associated with reinvestments in the business with savings from tax reform and additional operating costs associated with our acquisitions.

SG&A increased by \$7 million for the nine months ended September 30, 2018, compared to the prior year period primarily driven by additional operating costs associated with our acquisitions, higher restructuring costs associated with workforce reductions, \$10 million of incremental expense associated with reinvestments in the business with savings from tax reform partially offset by lower performance-based compensation costs.

Amortization Expense

Amortization expense increased by \$3 million for the three months ended September 30, 2018, compared to the prior year period as a result of recent acquisitions.

Amortization expense increased by \$12 million for the nine months ended September 30, 2018, compared to the prior year period as a result of recent acquisitions.

Other Operating (Income) Expense, net

Other operating (income) expense, net includes miscellaneous income and expense items and other charges related to operating activities.

For the three and nine months ended September 30, 2018, other operating (income) expense, net includes a gain of \$13 million associated with a decrease in the fair value of the contingent consideration accrual associated with our MedXM acquisition.

Operating Income

Operating income was \$304 million or 16.1% of revenue for the three months ended September 30, 2018 compared to \$298 million or 16.1% in the prior year period. Operating income was \$881 million or 15.5% of revenue for the nine months ended September 30, 2018 compared to \$896 million or 16.2% in the prior year period.

In addition to the impact of the above items, operating income as a percentage of net revenues for the nine months ended September 30, 2018 decreased compared to the prior year period as certain acquisitions completed during 2017 and 2018 initially have lower operating income (including amortization of acquired intangibles) as compared to the overall business until such time as full cost synergies can be realized through integration of the acquired business.

Interest Expense, net

Interest expense, net increased for the three and nine months ended September 30, 2018 compared to the prior year period primarily driven by higher interest rates associated with our variable rate indebtedness.

Other Income (Expense), net

Other income (expense), net represents miscellaneous income and expense items related to non-operating activities, such as gains and losses associated with investments and other non-operating assets.

Other income (expense), net for the three months ended September 30, 2017 included non-cash asset impairment charges associated with certain investments of \$6 million.

Other income (expense), net for the nine months ended September 30, 2017 included a \$7 million gain on the sale of an interest in an equity method investment, which is partially offset by non-cash asset impairment charges associated with certain investments of \$6 million.

Income Tax Expense

Income tax expense and the effective income tax rate both decreased for the three months ended September 30, 2018 compared to the prior year period primarily driven by:

- the reduced corporate tax rate as a result of the TCJA; and
- a \$13 million income tax benefit during 2018 due to the release of tax reserves associated with the expiration of the statute of limitations for certain income tax returns; partially offset by
- a decrease in excess tax benefits associated with stock-based compensation arrangements. During the three months ended September 30, 2018 and 2017 we recognized \$4 million and \$7 million, respectively, of excess tax benefits associated with stock-based compensation arrangements.

Income tax expense and the effective income tax rate both decreased for the nine months ended September 30, 2018 compared to the prior year period primarily driven by:

- the reduced corporate tax rate as a result of the TCJA;
- a \$15 million income tax benefit during 2018 associated with a change in a tax return accounting method that will enable the Company to accelerate the deduction of certain expenses on its 2017 tax return at the federal corporate statutory rate in effect during 2017; and
- a \$13 million income tax benefit during 2018 due to the release of tax reserves associated with the expiration of the statute of limitations for certain income tax returns; partially offset by
- a decrease in excess tax benefits associated with stock-based compensation arrangements. During the nine months ended September 30, 2018 and 2017 we recognized \$17 million and \$36 million, respectively, of excess tax benefits associated with stock-based compensation arrangements.

Quantitative and Qualitative Disclosures About Market Risk

We address our exposure to market risks, principally the risk of changes in interest rates, through a controlled program of risk management that includes the use of derivative financial instruments. We do not hold or issue derivative financial instruments for speculative purposes. We seek to mitigate the variability in cash outflows that result from changes in interest rates by maintaining a balanced mix of fixed-rate and variable-rate debt obligations. In order to achieve this objective, we have entered into interest rate swaps. Interest rate swaps involve the periodic exchange of payments without the exchange of underlying principal or notional amounts. Net settlements are recognized as an adjustment to interest expense. We believe that our exposures to foreign exchange impacts and changes in commodity prices are not material to our consolidated financial condition or results of operations.

As of September 30, 2018 and December 31, 2017, the fair value of our debt was estimated at approximately \$3.8 billion and \$4.0 billion, respectively, using quoted prices in active markets and yields for the same or similar types of borrowings, taking into account the underlying terms of the debt instruments. As of September 30, 2018 and December 31, 2017, the estimated fair value exceeded the carrying value of the debt by \$133 million and \$247 million, respectively. A hypothetical 10% increase in interest rates (representing 38 basis points as of September 30, 2018 and 31 basis points as of December 31, 2017) would potentially reduce the estimated fair value of our debt by approximately \$90 million as of both September 30, 2018 and December 31, 2017.

Borrowings under our secured receivables credit facility and our senior unsecured revolving credit facility are subject to variable interest rates. Interest on our secured receivables credit facility is based on either a rate that is intended to approximate commercial paper rates for highly rated issuers, or LIBOR, plus a spread. Interest on our senior unsecured revolving credit facility is subject to a pricing schedule that can fluctuate based on changes in our credit ratings. As such, our borrowing cost under this credit arrangement will be subject to both fluctuations in interest rates and changes in our credit ratings. As of September 30, 2018, the borrowing rates under these debt instruments were: for our secured receivables credit facility, commercial paper rates for highly rated issuers, or LIBOR, plus a spread of 0.70% to 0.725%; and for our senior unsecured revolving credit facility, LIBOR plus 1.125%. As of September 30, 2018, there were no borrowings outstanding under either our \$600 million secured receivables credit facility or our \$750 million senior unsecured revolving credit facility.

The notional amount of fixed-to-variable interest rate swaps outstanding as of both September 30, 2018 and December 31, 2017 was \$1.2 billion. The aggregate fair value of the fixed-to-variable interest rate swaps was \$131 million, in a liability position, as of September 30, 2018.

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Based on our net exposure to interest rate changes, a hypothetical 10% change to the variable rate component of our variable rate indebtedness (representing 21 basis points) would not impact annual interest expense materially, assuming no changes to the debt outstanding as of September 30, 2018. A hypothetical 10% change in the forward one-month LIBOR curve (representing a 29 basis point change in the weighted average yield) would potentially change the fair value of our derivative liabilities by \$21 million.

For further details regarding our outstanding debt, see Note 9 to the interim unaudited consolidated financial statements and Note 13 to the consolidated financial statements included in our 2017 Annual Report on Form 10-K. For details regarding our financial instruments and hedging activities, see Note 10 to the interim unaudited consolidated financial statements and Note 14 to the consolidated financial statements included in our 2017 Annual Report on Form 10-K.

Risk Associated with Investment Portfolio

Our investment portfolio includes equity investments comprised primarily of strategic equity holdings in privately and publicly held companies. These securities are exposed to price fluctuations and are generally concentrated in the life sciences industry. We regularly evaluate the fair value measurements of our equity investments to determine if losses in value are other than temporary and if an impairment loss has been incurred. The carrying value of our equity investments (excluding investments accounted for under the equity method) was \$10 million as of September 30, 2018.

We do not hedge our equity price risk. The impact of an adverse movement in equity prices on our holdings in privately held companies cannot be easily quantified, as our ability to realize returns on investments depends on, among other things, the enterprises' ability to raise additional capital or derive cash inflows from continuing operations or through liquidity events such as initial public offerings, mergers or private sales.

Liquidity and Capital Resources

	Nine Months Ended September 30,		Increase (Decrease)
	2018	2017	
	(dollars in millions)		
Net cash provided by operating activities	\$ 905	\$ 852	\$ 53
Net cash used in investing activities	(455)	(464)	9
Net cash used in financing activities	(324)	(422)	98
Net change in cash and cash equivalents and restricted cash	<u>\$ 126</u>	<u>\$ (34)</u>	<u>\$ 160</u>

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and highly liquid short-term investments. Cash and cash equivalents as of September 30, 2018 totaled \$263 million, compared to \$137 million as of December 31, 2017.

As of September 30, 2018, approximately 22% of our \$263 million of consolidated cash and cash equivalents were held outside of the United States. Our current liquidity position does not require repatriation of these funds in order to fund operations in the United States. However, as a result of changes introduced by the TCJA, we may repatriate back to the United States the portion of these foreign funds not expected to be used to maintain or expand operations, including through acquisitions, outside of the United States.

Cash Flows from Operating Activities

Net cash provided by operating activities for the nine months ended September 30, 2018 and 2017 was \$905 million and \$852 million, respectively. The \$53 million increase in net cash provided by operating activities was primarily a result of a decrease in tax payments due to the impact of TCJA partially offset by timing of movements in our working capital accounts.

Days sales outstanding, a measure of billing and collection efficiency, was 52 days as of September 30, 2018, 47 days as of December 31, 2017 and 46 days as of September 30, 2017.

Cash Flows from Investing Activities

Net cash used in investing activities for the nine months ended September 30, 2018 and 2017 was \$455 million and \$464 million, respectively. This \$9 million decrease in cash used in investing activities was primarily a result of:

- a \$80 million decrease in net cash paid for business acquisitions; partially offset by
- a \$62 million increase in capital expenditures.

Cash Flows from Financing Activities

Net cash used in financing activities for the nine months ended September 30, 2018 and 2017 was \$324 million and \$422 million, respectively. This \$98 million decrease in cash used in financing activities was primarily a result of:

- a \$200 million decrease in repurchases of our common stock (see "*Share Repurchases*" for further details) in 2018; partially offset by
- \$35 million in net debt repayments in 2018 compared to \$5 million in 2017;
- a \$40 million decrease in bank overdrafts, which are generally settled in cash the following business day; and
- a \$30 million decrease in proceeds from the exercise of stock options, due to reduced volume of stock options exercised in 2018 as compared to 2017.

During the nine months ended September 30, 2018, there were \$1,630 million in cumulative borrowings under the secured receivables credit facility primarily associated with working capital requirements as well as the funding of our 2018 acquisitions. During the nine months ended September 30, 2018, there were \$1,660 million in repayments under our secured receivables credit facility. During the nine months ended September 30, 2018, there were no borrowings under our senior unsecured revolving credit facility.

During the nine months ended September 30, 2017, there were no borrowings under either our secured receivables credit facility or senior unsecured revolving credit facility.

Dividend Program

During each of the first three quarters of 2018, our Board of Directors declared a quarterly cash dividend of \$0.50 per common share. During each of the four quarters of 2017, our Board of Directors declared a quarterly cash dividend of \$0.45 per common share.

Share Repurchase Program

As of September 30, 2018, \$767 million remained available under our share repurchase authorizations. The share repurchase authorization has no set expiration or termination date.

Share Repurchases

For the nine months ended September 30, 2018, we repurchased 1.4 million shares of our common stock for \$150 million.

For the nine months ended September 30, 2017, we repurchased 3.6 million shares of our common stock for \$365 million, which included an accrual of \$15 million recorded in accounts payable and accrued expenses in the consolidated balance sheet for shares repurchased not settled.

Contractual Obligations and Commitments

The following table summarizes certain of our contractual obligations as of September 30, 2018:

Contractual Obligations	Payments due by period				
	Total	Remainder of 2018	1-3 years	3-5 years	After 5 years
	(dollars in millions)				
Outstanding debt	\$ 3,776	\$ —	\$ 1,100	\$ 550	\$ 2,126
Capital lease obligations	37	1	7	5	24
Interest payments on outstanding debt	1,515	59	312	221	923
Operating leases	664	50	301	155	158
Purchase obligations	1,803	77	544	445	737
Merger consideration obligations	12	7	2	3	—
Total contractual obligations	<u>\$ 7,807</u>	<u>\$ 194</u>	<u>\$ 2,266</u>	<u>\$ 1,379</u>	<u>\$ 3,968</u>

A full description of the terms of our indebtedness and related debt service requirements and future payments of our outstanding debt is contained in Note 13 to the consolidated financial statements in our 2017 Annual Report on Form 10-K.

Interest payments on our outstanding debt have been calculated after giving effect to our interest rate swap agreements, using the interest rates as of September 30, 2018 applied to the September 30, 2018 balances, which are assumed to remain outstanding through their maturity dates.

A full discussion and analysis regarding our minimum rental commitments under noncancelable operating leases is contained in Note 17 to the consolidated financial statements in our 2017 Annual Report on Form 10-K.

Purchase obligations include our noncancelable commitments to purchase products or services as described in Note 17 to the consolidated financial statements in our 2017 Annual Report on Form 10-K.

Merger consideration obligations include consideration owed on our business acquisitions. For details regarding our acquisitions, see Note 6 to the interim unaudited consolidated financial statements and Note 5 to the consolidated financial statements in our 2017 Annual Report on Form 10-K.

As of September 30, 2018, our total liabilities associated with unrecognized tax benefits were approximately \$97 million, which were excluded from the table above. We expect that these liabilities may decrease by less than \$35 million within the next twelve months, primarily as a result of payments, settlements, expiration of statutes of limitations and/or the conclusion of tax examinations on certain tax positions. For the remainder, we cannot make reasonably reliable estimates of the timing of the future payments of these liabilities. Additionally, it is reasonably possible that within the next 12 months, as a result of ongoing negotiations with tax authorities and the expiration of statutes of limitations, our total liabilities associated with unrecognized tax benefits will further decrease. See Note 8 to the consolidated financial statements in our 2017 Annual Report on Form 10-K for information regarding our contingent tax liability reserves.

In connection with the sale of an 18.9% noncontrolling interest in a subsidiary to UMass Memorial Medical Center ("UMass"), we granted UMass the right to require us to purchase all of its interest in the subsidiary at fair value commencing July 1, 2020. As of September 30, 2018, the fair value of the redeemable noncontrolling interest on the interim unaudited consolidated balance sheet was \$77 million, which was excluded from the table above. Since the redemption of the noncontrolling interest is outside of our control, we cannot make a reasonably reliable estimate of the timing of the future payment, if any, of the redeemable noncontrolling interest. For further details regarding the redeemable noncontrolling interest, see Note 11 to the interim unaudited consolidated financial statements and Note 15 to the consolidated financial statements in our 2017 Annual Report on Form 10-K.

Our credit agreements contain various covenants and conditions, including the maintenance of certain financial ratios, that could impact our ability to, among other things, incur additional indebtedness. As of September 30, 2018, we were in compliance with the various financial covenants included in our credit agreements and we do not expect these covenants to adversely impact our ability to execute our growth strategy or conduct normal business operations.

Equity Method Investees

Our equity method investees primarily consist of our clinical trials central laboratory services joint venture and our diagnostic information services joint ventures, which are accounted for under the equity method of accounting. Our investment in equity method investees equals less than 5% of our consolidated total assets. Our proportionate share of income before income taxes associated with our equity method investees is approximately 5% of our consolidated income before income taxes and equity in earnings of equity method investees. We have no material unconditional obligations or guarantees to, or in support of, our equity method investees and their operations.

For further details regarding related party transactions with our equity method investees, see Note 15 to the interim unaudited consolidated financial statements and Note 19 to the consolidated financial statements in our 2017 Annual Report on Form 10-K.

Requirements and Capital Resources

We estimate that we will invest approximately \$350 million to \$400 million during 2018 for capital expenditures, to support and grow our existing operations, principally related to investments in information technology, laboratory equipment and facilities, including the start of our multi-year new laboratory construction, additional investments in our advanced and consumer growth strategies, as well as final buildout costs associated with the relocation of our headquarters to a lower cost location.

We expect the reduction of the federal corporate statutory tax rate under TCJA to result in tax savings and have a positive impact on our cash from operations, a portion of which we are reinvesting back into the business and our people during 2018. The tax savings will also offset Medicare payment reductions as a result of PAMA during 2018.

As of September 30, 2018, \$1.3 billion of borrowing capacity was available under our existing credit facilities consisting of \$529 million available under our secured receivables credit facility and \$750 million available under our senior unsecured revolving credit facility. The secured receivables credit facility includes a \$250 million loan commitment which matures October 2018, and a \$250 million loan commitment and a \$100 million letter of credit facility which mature October 2019. The senior unsecured revolving credit facility matures in March 2023. For further details regarding the credit facilities, see Note 13 to the consolidated financial statements in our 2017 Annual Report on Form 10-K and Note 9 to the interim unaudited consolidated financial statements.

We believe the borrowing capacity under the credit facilities described above continues to be available to us. Should one or several banks no longer participate in either of our credit facilities, we would not expect it to impact our ability to fund operations. We expect that we will be able to replace our existing credit facilities with alternative arrangements prior to their expiration.

We believe that our cash and cash equivalents and cash from operations, together with our borrowing capacity under our credit facilities, will provide sufficient financial flexibility to fund seasonal and other working capital requirements, capital expenditures, debt service requirements and other obligations, cash dividends on common shares, share repurchases and additional growth opportunities for the foreseeable future. We believe that our credit profile should provide us with access to additional financing to refinance upcoming debt maturities and, if necessary, to fund growth opportunities that cannot be funded from existing sources.

Impact of New Accounting Standards

The impacts of recent accounting pronouncements not yet effective on our consolidated financial statements are discussed in Note 2 to the interim unaudited consolidated financial statements.

Forward-Looking Statements

Some statements and disclosures in this document 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. Risks and uncertainties that may affect our future results include, but are not limited to, adverse results from pending or future government investigations, lawsuits or private actions, the competitive environment, changes in government regulations, changing relationships with customers, payers, suppliers and strategic partners and other factors discussed in our most recently filed Annual Report on Form 10-K and subsequently filed Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, including those discussed in the “Business,” “Risk Factors,” “Cautionary Factors that May Affect Future Results” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of those reports.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 4. Controls and Procedures

Management, including our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

During the third quarter of 2018, there were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended) that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

See Note 13 to the interim unaudited consolidated financial statements for information regarding the status of legal proceedings involving the Company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The table below sets forth the information with respect to purchases made by or on behalf of the Company of its common stock during the third quarter of 2018.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in thousands)
July 1, 2018 – July 31, 2018				
Share Repurchase Program (A)	60,320	\$ 107.76	60,320	\$ 860,622
Employee Transactions (B)	564	\$ 110.23	N/A	N/A
August 1, 2018 – August 31, 2018				
Share Repurchase Program (A)	657,803	\$ 109.15	657,803	\$ 788,823
Employee Transactions (B)	1,329	\$ 110.80	N/A	N/A
September 1, 2018 – September 30, 2018				
Share Repurchase Program (A)	197,839	\$ 109.68	197,839	\$ 767,124
Employee Transactions (B)	151	\$ 109.67	N/A	N/A
Total				
Share Repurchase Program (A)	915,962	\$ 109.17	915,962	\$ 767,124
Employee Transactions (B)	2,044	\$ 110.56	N/A	N/A

(A) Since the share repurchase program's inception in May 2003, our Board of Directors has authorized \$8 billion of share repurchases of our common stock through September 30, 2018. The share repurchase authorization has no set expiration or termination date.

(B) Includes: (1) shares delivered or attested to in satisfaction of the exercise price and/or tax withholding obligations by holders of stock options (granted under the Company's Amended and Restated Employee Long-Term Incentive Plan and its Amended and Restated Non-Employee Director Long-Term Incentive Plan) who exercised options; and (2) shares withheld (under the terms of grants under the Amended and Restated Employee Long-Term Incentive Plan) to offset tax withholding obligations that occur upon the delivery of common shares underlying restricted stock units and performance share units.

Item 6. Exhibits

Exhibits:

3.1	Restated Certificate of Incorporation
31.1	Rule 13a-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer
32.2	Section 1350 Certification of Chief Financial Officer
101.INS	dgx-20180930.xml
101.SCH	dgx-20180930.xsd
101.CAL	dgx-20180930_cal.xml
101.DEF	dgx-20180930_def.xml
101.LAB	dgx-20180930_lab.xml
101.PRE	dgx-20180930_pre.xml

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

October 24, 2018
Quest Diagnostics Incorporated

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

By /s/ Mark J. Guinan
Mark J. Guinan
Executive Vice President and
Chief Financial Officer

**RESTATED CERTIFICATE OF INCORPORATION
OF
QUEST DIAGNOSTICS INCORPORATED**

The present name of the corporation is Quest Diagnostics Incorporated. The corporation was incorporated under the name “Corning Lab Services Inc.” by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on December 12, 1990. This Restated Certificate of Incorporation of the corporation only restates and integrates and does not further amend the provisions of the corporation’s Certificate of Incorporation, as heretofore amended or supplemented, and there is no discrepancy between the provisions of the Certificate of Incorporation, as heretofore amended or supplemented, and the provisions of this Restated Certificate of Incorporation. This Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware. The Certificate of Incorporation of the corporation, as heretofore amended or supplemented, is hereby integrated and restated to read in its entirety as follows:

1. **Name.** The name of the Corporation is Quest Diagnostics Incorporated.
2. **Address.** The address of the Corporation’s registered office in the State of Delaware is 251 Little Falls Drive, Wilmington 19808, County of New Castle. The name of the Registered Agent at such address is Corporation Service Company.
3. **Corporate Purpose.** The purpose of the Corporation is (i) to own and operate medical, clinical, industrial and research laboratories, and (ii) to research, manufacture, design, construct, use, buy, sell, lease, hire and deal in and with articles and property of all kinds, to render services of all kinds, and (iii) generally to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. **Capitalization.** The total number of shares which the Corporation may henceforth have is 610,000,000, of which 10,000,000 shares are to have a par value of \$1.00 each and 600,000,000 shares are to have a par value of \$0.01 each, which shares shall be classified as follows:

10,000,000 shares, of the par value of \$1.00 each, are to be Series Preferred Stock; and

600,000,000 shares, of the par value of \$0.01 each, are to be Common Stock.

The relative voting, dividend, liquidation and other rights, preferences and limitations of the shares of each class are as follows:

I. The Preferred Stock may be issued from time to time in one or more series, each such series to have the number of shares and designation, and the shares of each such series to have such relative rights, preferences or limitations, as the Board of Directors, subject to the limitations prescribed by law or provided herein, may from time to time fix, before issuance, by filing an appropriate certificate (“Certificate of Designation”) with the Secretary of State pursuant to the General Corporation Law of the State of Delaware. The authority of the Board of Directors with respect to each series shall include, but not be limited to, the fixing of the following:

- (a) The number of shares to constitute the series and the distinctive designation thereof;
 - (b) The dividend rate on the shares of the series; whether dividends shall be cumulative, and, if so, from what date or dates;
-

- (c) Whether or not the shares of the series shall be redeemable and, if redeemable, the terms upon which the shares of the series may be redeemed and the premium, if any, over and above the par value thereof and any dividends accrued thereon which the share of the series shall be entitled to receive upon the redemption thereof;
- (d) Whether or not the shares of the series shall be subject to the operation of a retirement or sinking fund to be applied to the purchase or redemption of such shares for retirement and, if such retirement or sinking fund be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (e) Whether or not the shares of the series shall be convertible into shares of any class or classes of stock of the Corporation, with or without par value, or of any other series of the same class and, if convertible, the conversion price or prices or the rate at which such conversion may be made and the method, if any, of adjusting the same;
- (f) The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;
- (g) The restrictions, if any, on the payment of dividends upon, and the making of the distributions to any class of stock ranking junior to the shares of the series, and the restrictions, if any, on the purchase or redemption of the shares of any such junior class;
- (h) Whether the series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights; and
- (i) Any other relative rights, preferences and limitations of the series.

II. Holders of shares of Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, dividends at the rates fixed by the Board of Directors for the respective series, before any dividends shall be declared and paid, or set apart for payment, on any other class of stock of the Corporation ranking junior to the Preferred Stock either as to dividends or assets, with respect to the same dividend period.

III. Whenever, at any time, dividends on the then outstanding Preferred Stock as may be required by the terms of the certificate creating the series representing the shares outstanding shall have been paid or declared and set apart for payment on the then outstanding Preferred Stock and after complying with all the provisions with respect to any retirement or sinking fund or funds for any series of Preferred Stock, the Board of Directors may, subject to the provisions of any certificate creating any series of Preferred Stock with respect to the payment of dividends on any other class or classes of stock, declare and pay dividends on the Common Stock, and the Preferred Stock shall not be entitled to share therein.

IV. Upon any liquidation, dissolution or winding-up of the Corporation, after payment if any is required, shall have been made in full to the Preferred Stock as provided in any certificate creating any series thereof, but not prior thereto, the Common Stock shall, subject to the respective terms and provisions, if any, of any such certificate, be entitled to receive any and all assets remaining to be paid or distributed, and the Preferred Stock shall not be entitled to share therein.

V. No holder of Common Stock or any series of Preferred Stock shall, as such holder, have any preemptive or preferential right of subscription to any stock of any class of the Corporation or to any

obligations convertible into any such stock or to any right of subscription to, or to any warrant or option for, the purchase of any stock, other than such, if any, as the Board of Directors of the Corporation in its discretion may determine from time to time.

VI. The holders of the Common Stock shall have the right to vote on all questions to the exclusion of all other classes of stock, except as by law expressly provided or as otherwise expressly provided with respect to the holders of any other class or classes of stock.

5. Directors.

(a) The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three nor more than twelve persons. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a majority of the entire Board of Directors; and such exact number shall be six unless otherwise determined by a resolution so adopted by a majority of the entire Board of Directors. As used in this Certificate of Incorporation, the term "entire Board of Directors" means the total authorized number of directors which the Corporation would have if there were no vacancies.

As of the Distribution Date (as defined in the Transaction Agreement dated as of November 22, 1996 among Corning Incorporated, Corning Life Sciences Inc., the Corporation, Covance and Corning Clinical Laboratories Inc. (Michigan) (the "Distribution Date"), the directors shall be divided into three classes, as nearly equal in number as possible, with the term of office of the first class to expire at the 1998 Annual Meeting of Stockholders, the term of office of the second class to expire at the 1999 Annual Meeting of Stockholders, and the terms of office of the third class to expire at the 2000 Annual Meeting of Stockholders. Commencing with the 1998 Annual Meeting of Stockholders, directors elected to succeed those directors whose terms have thereupon expired shall be elected for a term of office to expire at the third succeeding Annual Meeting of Stockholders after their election. Notwithstanding the foregoing, at the 2014 Annual Meeting of Stockholders of the Corporation, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2015 Annual Meeting of Stockholders of the Corporation; at the 2015 Annual Meeting of Stockholders of the Corporation, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2016 Annual Meeting of Stockholders of the Corporation; and at each annual meeting of stockholders of the Corporation thereafter, the directors shall be elected for terms expiring at the next succeeding annual meeting of stockholders of the Corporation, with each director to hold office until his or her successor shall have been duly elected and qualified. Commencing with the 2016 Annual Meeting of Stockholders of the Corporation, the classification of the Board of Directors shall cease.

(b) Subject to the rights of the holders of any series of Preferred Stock or any other class of capital stock of the Corporation (other than the Common Stock) then outstanding, vacancies on the Board of Directors resulting from a newly created directorship, death, resignation, retirement, disqualification, removal from office or other cause shall be filled only by the affirmative vote of a majority of the remaining directors of the entire Board of Directors then in office, although less than a quorum, or by the sole remaining director. Any director so elected shall hold office until the next Annual Meeting of Stockholders of the Corporation (or, if so elected prior to the 2016 Annual Meeting of Stockholders of the Corporation, until the next election of the class for which such directors shall have been chosen) and until his successor is elected and qualified. No decrease in the number of directors shall shorten the term of any incumbent director.

(c) Whenever the holders of any one or more series of Preferred Stock issued by the Corporation shall have the right, voting separately by series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall

be governed by this Paragraph 5 unless expressly otherwise provided by the resolution or resolutions providing for the creation of such series.

(d) Until the 2016 Annual Meeting of Stockholders, subject to the rights of the holders of any series of Preferred Stock or any other class of capital stock of the Corporation (other than the Common Stock) then outstanding, any director, or the entire Board of Directors, may be removed by the stockholders from office at any time prior to the expiration of his term of office, but only for cause, and only by the affirmative vote of the holders of record of outstanding shares representing a majority of the voting power of all of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors.

(e) Notwithstanding any other provision of this Certificate of Incorporation and subject to the other provisions of this Paragraph 5, the Board of Directors shall determine the rules and procedures that shall affect the Directors' power to manage and direct the business and affairs of the Corporation. Without limiting the foregoing, the Board of Directors shall designate and empower committees of the Board of Directors, shall elect and empower the officers of the Corporation, may appoint and empower other officers and agents of the Corporation, and shall determine the time and place of, and the notice requirements for, Board meetings, as well as quorum and voting requirements for, and the manner of taking, Board actions.

6. Reserved.

7. Special Stockholder Meetings. Except as otherwise required by law, special meetings of the stockholders shall be called only by (a) the Board of Directors or (b) the Secretary, but only if a stockholder or group of stockholders owning at least twenty percent (20%) in the aggregate of the Common Stock issued, outstanding and entitled to vote, and who have held that amount in a net long position continuously for at least one year, so request in writing in accordance with, and subject to, all applicable provisions of the Bylaws (such request, a "Stockholder Meeting Request"). Any disposition by a requesting party after the date of the Stockholder Meeting Request of any shares of Common Stock shall be deemed a revocation of the Stockholder Meeting Request with respect to such shares.

For the purposes of this Paragraph 7, "net long position" shall be determined with respect to each stockholder requesting a special meeting and each beneficial owner who is directing a stockholder to act on such owner's behalf (each stockholder and owner, a "requesting party") in accordance with the definition thereof set forth in Rule 14e-4 under the Securities Exchange Act of 1934, as amended from time to time, provided that (x) for purposes of such definition, in determining such requesting party's "short position," the reference in Rule 14e-4 to "the date that a tender offer is first publicly announced or otherwise made known by the bidder to holders of the security to be acquired" shall be the record date fixed in accordance with the Bylaws to determine the stockholders entitled to deliver a written request for a special meeting, and the reference to the "highest tender offer price or stated amount of the consideration offered for the subject security" shall refer to the closing sales price of the Common Stock on the New York Stock Exchange (or such other securities exchange designated by the Board of Directors if the Common Stock is not listed for trading on the New York Stock Exchange) on such record date (or, if such date is not a trading day, the next succeeding trading day) and (y) the net long position of such requesting party shall be reduced by the number of shares as to which the Board of Directors determines that such requesting party does not, or will not, have the right to vote or direct the vote at the special meeting or as to which the Board of Directors determines that such requesting party has entered into any derivative or other agreement, arrangement or understanding that hedges or transfers, in whole or in part, directly or indirectly, any of the economic consequences of ownership of such shares.

8. Action by Unanimous Written Consent. From and after the Distribution Date, any action which may be taken at any annual or special meeting of stockholders may be taken without a meeting without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed, in person

or by proxy, by the holders of all outstanding stock entitled to vote thereon and no action by non-unanimous written consent shall be permitted.

9. **Bylaws.** The Board of Directors shall have the right to make, alter or repeal the Bylaws of the Corporation, subject to the right of the stockholders of the Corporation to alter or repeal any Bylaw made by the Board of Directors.

10. **Elections.** The election of directors of the Corporation need not be by written ballot, unless the Bylaws of the Corporation otherwise provide.

11. **Indemnification.**

(a) No director of the Corporation shall have any personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

(b) Each person 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 (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action either in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, 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), against all expenses, liability and loss (including attorneys' fees, judgments, fines, excise taxes pursuant to the Employee Retirement Income Security Act of 1974, as amended, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her 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 such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to be indemnified conferred in this Paragraph 11 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by the director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is to be rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan), in advance of the final disposition of proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Paragraph or otherwise. The Corporation may also provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(c) The indemnification provided by this Paragraph 11 shall not limit or exclude any rights, indemnities or limitations of liability to which any person may be entitled, whether as a matter of law, under

the By-Laws of the Corporation, by agreement, vote of the stockholders or disinterested directors of the Corporation or otherwise.

(d) If a claim under paragraph (b) of this Paragraph 11 is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard or conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including its Board, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall create a presumption that the claimant has not met the applicable standard of conduct.

(e) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

12. **Amendment or Repeal.** In addition to any other vote required by law or this Certificate of Incorporation (including any Certificate of Designation relating to a series of Preferred Stock), the affirmative vote of the holders of record of outstanding shares of capital stock of the Corporation representing at least a majority of the voting power of all the outstanding shares of capital stock of the Corporation shall be required to amend, alter or repeal, or adopt any provision of this Restated Certificate of Incorporation.

IN WITNESS WHEREOF, Quest Diagnostics Incorporated has caused this Restated Certificate of Incorporation to be executed by its duly authorized officer on this 17th day of August, 2018.

QUEST DIAGNOSTICS INCORPORATED

By: /s/ William J. O'Shaughnessy, Jr. _____
William J. O'Shaughnessy, Jr.
Secretary

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stephen H. Rusckowski, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Quest Diagnostics Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

October 24, 2018

By /s/ Stephen H. Rusckowski

Stephen H. Rusckowski
Chairman, President and
Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark J. Guinan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Quest Diagnostics Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

October 24, 2018

By /s/ Mark J. Guinan

Mark J. Guinan
Executive Vice President and
Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. § 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. § 1350, the undersigned certifies that, to the best of my knowledge, the Quarterly Report on Form 10-Q for the period ended September 30, 2018 of Quest Diagnostics Incorporated, as being filed with the Securities and Exchange Commission concurrently herewith, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. § 78m or 78o(d)) and that the information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of Quest Diagnostics Incorporated.

Dated: October 24, 2018

/s/ Stephen H. Rusckowski

Stephen H. Rusckowski
Chairman, President and
Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. § 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. § 1350, the undersigned certifies that, to the best of my knowledge, the Quarterly Report on Form 10-Q for the period ended September 30, 2018 of Quest Diagnostics Incorporated, as being filed with the Securities and Exchange Commission concurrently herewith, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. § 78m or 78o(d)) and that the information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of Quest Diagnostics Incorporated.

Dated: October 24, 2018

/s/ Mark J. Guinan

Mark J. Guinan
Executive Vice President and
Chief Financial Officer

