

BIO REFERENCE LABORATORIES INC
Form SC 13G/A
February 12, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Bio-Reference Laboratories, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

09057G602

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 09057G602

1 NAME OF REPORTING PERSON

Manulife Financial Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiaries, Manulife Asset Management (US) LLC, Manulife Asset Management (North America) Limited and Manulife Asset Management Limited

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9 above.

12 TYPE OF REPORTING PERSON*

HC

***SEE INSTRUCTIONS**

CUSIP No. 09057G602

1 NAME OF REPORTING PERSON

Manulife Asset Management (US) LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

8,770

6 SHARED VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

7 SOLE DISPOSITIVE POWER

8,770

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,770

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.03%

12 TYPE OF REPORTING PERSON*

IA

***SEE INSTRUCTIONS**

CUSIP No. 09057G602

1 NAME OF REPORTING PERSON

Manulife Asset Management (North America) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

7,084

6 SHARED VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

7 SOLE DISPOSITIVE POWER

7,084

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,084

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.03%

12 TYPE OF REPORTING PERSON*

IA

***SEE INSTRUCTIONS**

CUSIP No. 09057G602

1 NAME OF REPORTING PERSON

Manulife Asset Management Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

-0-

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.00%

12 TYPE OF REPORTING PERSON*

FI

***SEE INSTRUCTIONS**

CUSIP No. 09057G602

- Item 1(a) Name of Issuer:
Bio-Reference Laboratories, Inc.
- Item 1(b) Address of Issuer's Principal Executive Offices:
481 Edward H. Ross Drive
Elmwood Park, New Jersey 07407
- Item 2(a) Name of Person Filing:
This filing is made on behalf of Manulife Financial Corporation ("MFC") and MFC's indirect, wholly-owned subsidiaries, Manulife Asset Management (US) LLC ("MAM (US)"), Manulife Asset Management (North America) Limited ("MAM (NA)") and Manulife Asset Management Limited ("MAML").
- Item 2(b) Address of Principal Business Office:
The principal business offices of MFC, MAM (NA), MAML are located at 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5.
The principal business office of MAM (US) is located at 197 Clarendon Street, Boston, Massachusetts 02116.
- Item 2(c) Citizenship:
MFC and MAM (NA) are organized and exist under the laws of Canada.
MAM (US) is organized and exists under the laws of the State of Delaware.
MAML is organized and exists under the laws of Ontario.
- Item 2(d) Title of Class of Securities:
Common Stock
- Item 2(e) CUSIP Number:
09057G602
- Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- | | | |
|-----------|---------|--|
| MFC: | (g) (X) | a parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G). |
| MAM (US): | (e) (X) | an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E). |
| MAM (NA): | (e) (X) | an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E). |
| MAML: | (j) (X) | a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J). |
-

Item 4

Ownership:

(a) Amount Beneficially Owned: MAM (US) has beneficial ownership of 8,770 shares of Common Stock, MAM (NA) has beneficial ownership of 7,084 shares of Common Stock and MAML has beneficial ownership of 0 shares of Common Stock. Through its parent-subsidary relationship to MAM (US), MAM (NA) and MAML, MFC may be deemed to have beneficial ownership of these same shares.

(b) Percent of Class: Of the 27,749,644 shares of Common Stock outstanding as of January 9, 2015, according to the Form 10-K filed by the issuer with the Securities and Exchange Commission on January 13, 2015, MAM (US) held 0.03%, MAM (NA) held 0.03% and MAML held 0.00%.

(c) Number of shares as to which the person has:

- (i) sole power to vote or to direct the vote:
MAM (US), MAM (NA) and MAML each has sole power to vote or to direct the voting of the shares of Common Stock beneficially owned by each of them.
- (ii) shared power to vote or to direct the vote: -0-
- (iii) sole power to dispose or to direct the disposition of:
MAM (US), MAM (NA) and MAML each has sole power to dispose or to direct the disposition of the shares of Common Stock beneficially owned by each of them.
- (iv) shared power to dispose or to direct the disposition of: -0-

Item 5

Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6

Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7

Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

See Items 3 and 4 above.

Item 8

Identification and Classification of Members of the Group:

Not applicable.

Item 9

Notice of Dissolution of Group:

Not applicable.

Item 10

Certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, (i) the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, and (ii) the foreign regulatory scheme applicable to MAML, is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution. The undersigned also undertakes to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Manulife Financial Corporation

Dated: February 11, 2015

By: /s/ Graham A. Miller
Name: Graham A. Miller
Title: Agent*

Manulife Asset Management (North America) Limited

Dated: February 11, 2015

By: /s/ Warren Rudick
Name: Warren Rudick
Title: Associate General Counsel and Assistant Secretary

Manulife Asset Management Limited

Dated: February 11, 2015

By: /s/ Warren Rudick
Name: Warren Rudick
Title: General Counsel and Secretary

Manulife Asset Management (US) LLC

Dated: February 11, 2015

By: /s/ William E. Corson
Name: William E. Corson
Title: Vice President and Chief Compliance Officer

* Signed pursuant to a Power of Attorney dated June 10, 2014 included as Exhibit A to Schedule 13F-NT filed with the Securities and Exchange Commission by Manulife Financial Corporation on August 27, 2014.

EXHIBIT A

JOINT FILING AGREEMENT

Manulife Financial Corporation, Manulife Asset Management (US) LLC, Manulife Asset Management (North America) Limited, and Manulife Asset Management Limited agree that the Schedule 13G (Amendment No. 2) to which this Agreement is attached, relating to the Common Stock of Bio-Reference Laboratories, Inc., is filed on behalf of each of them.

Manulife Financial Corporation

Dated: February 11, 2015
By: /s/ Graham A. Miller
Name: Graham A. Miller
Title: Agent*

Manulife Asset Management (North America) Limited

Dated: February 11, 2015
By: /s/ Warren Rudick
Name: Warren Rudick
Title: Associate General Counsel and Assistant Secretary

Manulife Asset Management Limited

Dated: February 11, 2015
By: /s/ Warren Rudick
Name: Warren Rudick
Title: General Counsel and Secretary

Manulife Asset Management (US) LLC

Dated: February 11, 2015
By: /s/ William E. Corson
Name: William E. Corson
Title: Vice President and Chief Compliance Officer

* Signed pursuant to a Power of Attorney dated June 10, 2014 included as Exhibit A to Schedule 13F-NT filed with the Securities and Exchange Commission by Manulife Financial Corporation on August 27, 2014.

N="right">8,508

Ms. Edith Lutnick

179,071

Mr. Bisgay

0

Ms. Allison Lutnick

2,260,769

(c) See Item 4, which is incorporated by reference herein.

(d) The beneficiaries of the trusts for the benefit of Mr. Lutnick and his family have the right to receive any dividends

from, or the proceeds from any sale of, shares of Class A Common Stock held by such trusts. Mr. Fraser's children have the right to receive any dividends from, or the proceeds from any sale of, shares of Class A Common Stock held by trusts established for their benefit. The members of LFA have the right to receive any dividends from, or the proceeds from any sale of, shares of Class A Common Stock held by LFA. Each of CFLP and CFGM has the right to receive any dividends from, or the proceeds from any sale of, shares of Class A Common Stock held by it. The beneficiaries of the trusts for the benefit of Mr. Merkel's children, and Mr. Merkel's spouse, have the right to receive any dividends from, or the proceeds from any sale of, shares of Class A Common Stock held by each of them.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

See Items 4 and 5, which are incorporated by reference herein.

Item 6 is hereby amended and supplemented as follows:

Amended and Restated Separation and Distribution Agreement

On November 23, 2018, BGC Partners, BGC Holdings, BGC U.S. OpCo, Newmark, Newmark Holdings, Newmark OpCo and, solely for the provisions set forth therein, CFLP and BGC Global OpCo (collectively, the Parties) entered into the Amended and Restated Separation and Distribution Agreement. The Parties had previously entered into a Separation and Distribution Agreement, dated as of December 13, 2017 (the Original Separation and Distribution Agreement), which provided, among other things, for the terms and conditions on which (a) the real estate services business of Newmark would be separated from the other businesses of BGC Partners, (b) Newmark would conduct an initial public offering of Class A Common Stock and (c) BGC Partners would effect the Distribution. On November 8, 2018, the Parties entered into Amendment No. 1 to the Original Separation and Distribution Agreement (Amendment No. 1) to include certain amendments in light of, among other things, the purchase of 16,606,726 exchangeable limited partnership units of Newmark Holdings for approximately \$242.0 million by the BGC group in March 2018.

The Parties executed the Amended and Restated Separation and Distribution Agreement to amend the Original Separation and Distribution Agreement, as amended by Amendment No. 1, and to restate the entire agreement in the form of the Amended and Restated Separation and Distribution Agreement. The foregoing description of the Amended and Restated Separation and Distribution Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended and Restated Separation and Distribution Agreement, which is filed as Exhibit 53 hereto and incorporated herein by reference.

Amendment to Second Amended and Restated Agreement of Limited Partnership of BGC Holdings, L.P.

On November 8, 2018, the partners of BGC Holdings entered into Amendment No. 1 to the Second Amended and Restated Agreement of Limited Partnership of BGC Holdings to make certain changes to the Distribution Ratio and the Exchange Ratio (in each case, as defined therein). The foregoing description of Amendment No. 1 to the Second Amended and Restated Agreement of Limited Partnership of BGC Holdings does not purport to be complete and is qualified in its entirety by reference to the full text of Amendment No. 1 to the Second Amended and Restated Agreement of Limited Partnership of BGC Holdings, which is filed as Exhibit 54 hereto and incorporated herein by reference.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby amended and supplemented by adding the following:

- Exhibit 52 Joint Filing Agreement, dated as of December 12, 2018 among the Reporting Persons
- Exhibit 53 Amended and Restated Separation and Distribution Agreement, dated as of November 23, 2018, by and among Cantor Fitzgerald, L.P., BGC Partners, Inc., BGC Holdings, L.P., BGC Partners, L.P., BGC Global Holdings, L.P., Newmark Group, Inc., Newmark Holdings, L.P. and Newmark Partners, L.P. (incorporated by reference to Exhibit 2.1 to BGC Partners, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 27, 2018)
- Exhibit 54 Amendment No. 1, dated as of November 8, 2018, to the Second Amended and Restated Agreement of Limited Partnership of BGC Holdings, L.P. (incorporated by reference to Exhibit 10.6 to BGC Partners, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2018)

[The remainder of this page intentionally left blank.]

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this Amendment with respect to the undersigned is true, complete and correct.

Date: December 12, 2018

CANTOR FITZGERALD, L.P.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman and Chief Executive Officer

CF GROUP MANAGEMENT, INC.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman and Chief Executive Officer

/s/ Howard W. Lutnick
Howard W. Lutnick

[Signature Page to Schedule 13D/A dated December 12, 2018]