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LABONE INC/
Form SC 13D/A
November 13, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 3)1

LabOne, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

50540L 10 5

(CUSIP Number)

Welsh, Carson, Anderson & Stowe
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New York, New York 10023
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Ropes & Gray LLP
45 Rockefeller Plaza
New York, New York 10111
Tel. (212) 841-5700

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 7, 2003

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

1The 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 disclosures provided in a prior cover page. The information required on 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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1) Name of Reporting Person: Welsh, Carson, Anderson & Stowe IX, L.P.

and I.R.S. Identification No. of Above Person, if
an Entity (Voluntary):

2) Check the Appropriate Box (a) [X]
if a Member of a Group (b) []

3) SEC Use Only

4) Source of Funds Not Applicable

5) Check if Disclosure of Legal Proceedings Is
Required Pursuant to Items 2(d) or 2(e) Not Applicable

6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Reporting Person: 7) Sole Voting Power 2,339,867 shares of Common Stock (issuable upon conversion of preferred stock)

8) Shared Voting Power -0-

9) Sole Dispositive Power 2,339,867 shares of Common Stock (issuable upon conversion of preferred stock)

10) Shared Dispositive Power -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,339,867 shares of Common Stock (issuable upon conversion of preferred stock)

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13) Percent of Class Represented by Amount in Row (11) 16.6%

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 14) Type of Reporting Person PN

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1) Name of Reporting Person: WCAS Management Corporation
 and I.R.S. Identification No. of Above Person,
 if an Entity (Voluntary):

2) Check the Appropriate Box (a) [X]
 if a Member of a Group (b) []

3) SEC Use Only

4) Source of Funds Not Applicable

5) Check if Disclosure of Legal Proceedings Is
 Required Pursuant to Items 2(d) or 2(e) Not Applicable

6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Reporting Person: 7) Sole Voting Power 3,189 shares of Common Stock (including shares issuable upon conversion of preferred stock)

8) Shared Voting Power -0-

9) Sole Dispositive Power 3,189 shares of Common Stock (including shares issuable upon conversion of preferred stock)

10) Shared Dispositive Power -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person 3,189 shares of Common Stock (including shares issuable upon conversion of preferred stock)

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12) Check if the Aggregate
Amount in Row (11)
Excludes Certain Shares

13) Percent of Class
Represented by less than 0.1%
Amount in Row (11)

14) Type of Reporting
Person CO

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Amendment No. 3 to Schedule 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on behalf of the Reporting Persons on September 10, 2001, Amendment No. 1 thereto filed on June 12, 2003 and Amendment No. 2 thereto filed on September 26, 2003 (as so amended, the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined.

The following items of the Schedule 13D are hereby amended as follows:

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated to read in its entirety as follows:

The following information is based on a total of 11,734,974 shares of Common Stock outstanding as of July 31, 2003, as reported in the Issuer's Report on Form 10-Q for the period ended June 30, 2003 filed with the Commission on August 14, 2003, and gives effect to the conversion of all shares of Series B-1 Preferred held by each entity and person named below, including dividends accrued through November 12, 2003.

(a)

WCAS IX and IX Associates

WCAS IX owns 2,339,867 shares of Common Stock, or approximately 16.6% of the Common Stock outstanding. IX Associates, as the general partner of WCAS IX, may be deemed to beneficially own the securities owned by WCAS IX.

WCAS Management

WCAS Management owns 3,189 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Managing Members of IX Associates and
Stockholders of WCAS Management

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(i) Patrick J. Welsh owns 21,348 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(ii) Russell L. Carson owns 21,560 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(iii) Bruce K. Anderson owns 21,202 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(iv) Thomas E. McInerney owns 21,573 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(v) Robert A. Minicucci owns 21,573 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(vi) Anthony J. de Nicola directly beneficially owns 15,787 shares of Common Stock, indirectly beneficially owns (through deNicola Holdings L.P.) 200 shares of Common Stock and indirectly beneficially owns (through three trusts for the benefit of his children) 111 shares of Common Stock, or in the aggregate 16,098 shares of Common Stock or approximately 0.1% of the Common Stock outstanding.

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(vii) Paul B. Queally owns 12,927 shares of Common Stock, or approximately 0.1% of the Common Stock outstanding.

(viii) Jonathan M. Rather owns 3,773 shares of Common Stock (including shares held in his IRA account), or less than 0.1% of the Common Stock outstanding.

(ix) D. Scott Mackesy owns 3,495 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(x) Sanjay Swani owns 928 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(xi) John D. Clark owns 928 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(xii) James R. Matthews owns 928 shares of Common Stock (including shares held in his IRA account), or less than 0.1% of the Common Stock outstanding.

(b) The managing members of IX Associates and the stockholders of WCAS Management may be deemed to share the power to vote or direct the voting of and to dispose or direct the disposition of the securities of the Issuer owned by WCAS IX and WCAS Management, respectively. Each of the managing members of IX Associates and the stockholders of WCAS Management disclaims beneficial ownership of all securities other than those he owns directly or by virtue of his indirect pro rata interest, as a managing member of IX Associates and/or a stockholder of WCAS Management, in the securities owned by WCAS IX and/or WCAS Management.

(c) On November 7, 2003 WCAS IX distributed 1,500,134 shares of Common Stock to its partners, including 14,999 shares to IX Associates, immediately followed by the distribution of such 14,999 shares to the members of IX Associates.

(d) Except as described in this statement, no person has the power to

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direct the receipt of dividends on or the proceeds of sales of the shares of Common Stock owned by WCAS IX or WCAS Management.

(e) Not applicable.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WELSH, CARSON, ANDERSON & STOWE IX, L.P.
By: WCAS IX Associates, LLC, General Partner

By: /s/ Jonathan M. Rather

Managing Member

WCAS MANAGEMENT CORPORATION

By: /s/ Jonathan M. Rather

Vice President, Secretary & Treasurer

Dated: November 13, 2003