

BIO REFERENCE LABORATORIES INC  
Form SC 13G  
February 13, 2013

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. )\***

**Bio-Reference Laboratories, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**09057G602**

(CUSIP Number)

**December 31, 2012**

(Date of Event Which Requires Filing of this Statement)

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

X 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).

PAGE 1 OF 10 PAGES

---

**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

Number of

Shares

-0-

**7** SOLE DISPOSITIVE POWER

Beneficially

Owned by

Each

-0-

**8** SHARED DISPOSITIVE POWER

Reporting

Person

-0-

With

**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**

PAGE 2 OF 10 PAGES

---

**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

11,752  
**6** SHARED VOTING POWER

Number of

Shares

-0-  
**7** SOLE DISPOSITIVE POWER

Beneficially

Owned by

Each

11,752  
**8** SHARED DISPOSITIVE POWER

Reporting

Person

-0-

With

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,752

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

N/A

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.04%

**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

8,899

**6** SHARED VOTING POWER

Number of

Shares

-0-

**7** SOLE DISPOSITIVE POWER

Beneficially

Owned by

Each

8,899

**8** SHARED DISPOSITIVE POWER

Reporting

Person

-0-

With

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,899

**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**

PAGE 4 OF 10 PAGES

---

**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

2,146,944

**6** SHARED VOTING POWER

Number of

Shares

-0-

**7** SOLE DISPOSITIVE POWER

Beneficially

Owned by

2,146,944

Each

**8** SHARED DISPOSITIVE POWER

Reporting

Person

-0-

With

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,146,944

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

N/A

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

7.75%

**12 TYPE OF REPORTING PERSON\***

FI

**\*SEE INSTRUCTIONS**

PAGE 5 OF 10 PAGES

---

**CUSIP No. 09057G602**

**1 NAME OF REPORTING PERSON**

Manulife Canadian Focused Fund

**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

-0-

**7** SOLE DISPOSITIVE POWER

Beneficially

Owned by

Each -0-  
Reporting 8 SHARED DISPOSITIVE POWER

Person

With

-0-

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,054,817 shares owned directly by the Fund. Manulife Asset Management Limited has sole voting and dispositive power over these shares.

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

N/A

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

7.42%

**12 TYPE OF REPORTING PERSON\***

FI

**\*SEE INSTRUCTIONS**

PAGE 6 OF 10 PAGES

---

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"), and is also made on behalf of Manulife Canadian Focused Fund.

Item 2(b)

Address of Principal Business Office:

The principal business offices of MFC, MAM (NA), MAML and Manulife Canadian Focused Fund are located at 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5.

The principal business office of MAM (US) is located at 101 Huntington Avenue, Boston, Massachusetts 02199.

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 and Manulife Canadian Focused Fund are organized and exist 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).

Manulife Canadian Focused Fund:

(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 11,752 shares of Common Stock, MAM (NA) has beneficial ownership of 8,899 shares of Common Stock and MAML has beneficial ownership of 2,146,944 shares of Common Stock, of which Manulife Canadian Focused Fund owns directly 2,054,817 shares. 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 27,709,382 shares outstanding as of January 9, 2013, according to the issuer's Annual Report filed on Form 10-K for the fiscal year ended October 31, 2012, MAM (US) held 0.04%, MAM (NA) held 0.03% and MAML held 7.75%, of which Manulife Canadian Focused Fund held directly 7.42%.

(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:

Not applicable.

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 schemes applicable to MAML and Manulife Canadian Focused Fund, respectively, are substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institutions. The undersigned also undertakes to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

PAGE 8 OF 10 PAGES

---

**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**

By: /s/ Kenneth G. Pogrin

Name: Kenneth G. Pogrin

Dated: February 13, 2013 Title: Attorney in Fact\*

**Manulife Asset Management (US) LLC**

By: /s/ William E. Corson

Name: William E. Corson

Dated: February 13, 2013 Title: Vice President and Chief Compliance Officer

**Manulife Asset Management (North America)  
Limited**

By: /s/ Kenneth G. Pogrin

Name: Kenneth G. Pogrin

Dated: February 13, 2013 Title: General Counsel and Secretary

**Manulife Asset Management Limited**

By: /s/ Kenneth G. Pogrin

Name: Kenneth G. Pogrin

Dated: February 13, 2013 Title: Vice President, Law

**Manulife Canadian Focused Fund**

By: /s/ Martin Guest

Name: Martin Guest

Dated: February 13, 2013 Title: VP and Chief Compliance Officer, MAML

\* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.

PAGE 9 OF 10 PAGES

---

**EXHIBIT A**

JOINT FILING AGREEMENT

Manulife Financial Corporation, Manulife Asset Management (US) LLC, Manulife Asset Management (North America) Limited, Manulife Asset Management Limited and Manulife Canadian Focused Fund agree that the Schedule 13G 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**

By: /s/ Kenneth G. Pogrín

Name: Kenneth G. Pogrín

Dated: February 13, 2013 Title: Attorney in Fact\*

**Manulife Asset Management (US) LLC**

By: /s/ William E. Corson

Name: William E. Corson

Dated: February 13, 2013 Title: Vice President and Chief Compliance Officer

**Manulife Asset Management (North America)  
Limited**

By: /s/ Kenneth G. Pogrín

Name: Kenneth G. Pogrín

Dated: February 13, 2013 Title: General Counsel and Secretary

**Manulife Asset Management Limited**

By: /s/ Kenneth G. Pogrín

Name: Kenneth G. Pogrín

Dated: February 13, 2013 Title: Vice President, Law

**Manulife Canadian Focused Fund**

By: /s/ Martin Guest

Name: Martin Guest

Dated: February 13, 2013 Title: VP and Chief Compliance Officer, MAML

\* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.