

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: **1995-02-22**
SEC Accession No. **0000024741-95-000020**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

INTERNATIONAL TECHNOLOGY CORP

CIK: **731190** | IRS No.: **330001212** | State of Incorporation: **DE** | Fiscal Year End: **0331**
Type: **SC 13D** | Act: **34** | File No.: **005-35923** | Film No.: **95514278**
SIC: **4955** Hazardous waste management

Mailing Address
23456 HAWTHORNE BLVD
TORRANCE CA 90505

Business Address
23456 HAWTHORNE BLVD
TORRANCE CA 90505
3103789933

FILED BY

CORNING INC /NY

CIK: **24741** | IRS No.: **160393470** | State of Incorporation: **NY** | Fiscal Year End: **1228**
Type: **SC 13D**
SIC: **3220** Glass & glassware, pressed or blown

Business Address
ONE RIVERFRONT PLAZA
CORNING NY 14831
6079749000

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

INTERNATIONAL TECHNOLOGY CORPORATION
(Name of Issuer)

Common Stock, par value \$1.00
(Title of Class of Securities)

460465 10 7
(CUSIP Number)

Raymond C. Marier
Secretary and General Counsel
Corning Clinical Laboratories Inc.
One Malcolm Avenue
Teterboro, NJ 07608

Copy to:
William C. Ughetta
Senior Vice President &
General Counsel
Corning Incorporated
One Riverfront Plaza
Corning, NY 14831
Telephone: (607) 974-9000

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

June 28, 1994
(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(b) (3) or (4), check the following box _____ .

Check the following box if a fee is being paid with this
statement X.

Exhibit index appears on page 6.

CUSIP No. 460465 10 7

- (1) Name of Reporting Person
S. S. or IRS Identification No. of Above Person

Corning Incorporated
IRS Identification No.: 16-0393470

- (2) Check the Appropriate Box if a Member of a Group (See Instructions)

____ (a) _____

X (b) _____

(3) SEC Use Only _____

(4) Source of Funds (See Instructions): WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to item 2(d) or 2(e) _____

(6) Citizenship or Place of Organization: New York

Number of

Shares (7) Sole Voting Power: Corning Clinical Laboratories
Beneficially Inc. 2,333,000 * ; Corning Incorporated-0

Owned by (8) Shared Voting Power: 0

Each (9) Sole Dispositive Power: Corning Clinical
Reporting Laboratories Inc. 2,333,000 *; Corning
Person Incorporated - 0

With (10) Shared Dispositive Power 0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
2,333,000 * shares of Common Stock by Corning Clinical
Laboratories Inc.

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

(13) Percent of Class Represented by Amount in Row (11) _____
Approximately 6.2% * _____

(13) Percent of Class Represented by Amount in Row (11) _____
Approximately 6.2% ** _____

(14) Type of Reporting Person _____ CO _____

- - - - -

** This figure includes 2,000,000 shares of Common Stock that Corning Clinical Laboratories Inc. has a right to purchase pursuant to a warrant issued to it by the issuer.

Item 1. Security and Issuer.

This statement relates to the Common Stock, par value \$1.00 per share (the "Shares"), of International Technology Corporation, a Delaware corporation (the "Company"). The Company's principal executive offices are located at 23456 Hawthorne Boulevard, Torrance, CA 90508.

Item 2. Identity and Background.

(a) - (c)

This statement is filed by Corning Clinical Laboratories Inc., a Delaware corporation formerly known as MetPath Inc. ("CCL"), and Corning Incorporated, a New York corporation ("Corning"). CCL is an indirect wholly owned subsidiary of Corning. Corning and its subsidiaries engage principally in the manufacture and sale of products made from specialty glasses and related inorganics materials having special properties of chemical stability, electrical resistance, heat resistance, light transmission and mechanical strength. In addition, Corning, through subsidiaries and affiliates, engages in laboratory service businesses, including life and environmental sciences and clinical laboratory testing at more than 50 facilities in ten countries.

The principal executive office of CCL is One Malcolm Avenue, Teterboro, New Jersey 07608. The principal executive office of Corning is One Riverfront Plaza, MP-HQ E2-10, Corning, New York 14831.

The name, business or residence address and present principal occupation or employment of each of the executive officers and directors of CCL and Corning is as set forth in Appendix I hereto, which is incorporated by reference. Each of such individuals is a citizen of the United States.

(d) - (e)

During the last five years, neither CCL nor Corning, nor to the best knowledge of CCL and Corning, none of the persons set forth in Schedule I, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, neither CCL nor Corning, nor to the best of CCL's and Corning's knowledge, none of the persons set forth in Schedule I, was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amounts of Funds or Other Consideration.

On June 28, 1994, CCL (then known as MetPath Inc.) purchased directly from the Company 333,000 shares and a warrant to purchase 2,000,000 Shares identified in Item 5 of the Statement for approximately \$3.32 million of accounts receivable that had risen in the ordinary course of CCL's Enseco environmental testing services division (the "Enseco Receivables"). The purchase was part of the transaction in which CCL contributed the assets of its Enseco Division to Quanterra Incorporated, a newly organized Delaware corporation ("Quanterra"), for 1,056 shares of Class A Common Stock of Quanterra and IT Corporation, a California corporation and a wholly owned subsidiary of the Company ("IT"), contributed the assets of its environmental testing services division as well as the Enseco Receivables for 1,056 shares of Class B Common Stock of Quanterra. The shares of Class A Common Stock and Class B Common Stock that Quanterra issued to CCL and IT are the only outstanding shares of capital stock of Quanterra. In connection with the transaction, Quanterra assumed certain liabilities of CCL and IT.

Item 4. Purpose of Transaction.

CCL has purchased the Shares of the Company for investment purposes. Neither CCL nor Corning has any plans or proposals which relate to, or could result in any of the matters referred to, in paragraphs (a)-(-j) inclusive, of item 4 of Schedule 13D. Subject to CCL's contractual obligations described in Item 6, CCL reserves the right to review or reconsider its position with respect to any such matters.

Item 5. Interest in Securities of the Issuer.

(a) CCL, for purposes of the federal securities laws, is the beneficial owner of 2,333,000 Shares consisting of (1) 333,000 Shares purchased pursuant to a Securities Acquisition Agreement dated May 2, 1994 (the Securities Acquisition

Agreement) between the Company and CCL and (2) 2,000,000 Shares which CCL has the right to purchase for \$5.00 per share through June 28, 1999 pursuant to a warrant (the Warrant) issued by the Company to CCL pursuant to the Securities Acquisition Agreement. To the best knowledge of CCL and Corning, none of the persons listed on Schedule I beneficially owned at the time of the event set forth on the first page of this statement any of the Company s Shares. Based on the number of Shares of the Company outstanding as specified in the Company's Form 10-Q for the quarter ended September 30, 1994, and giving effect to the exercise of the Warrant, the aggregate number of 2,333,000 Shares of the Company would represent approximately 6.2% of the Company's outstanding Shares.

(b) Subject to the rights of the Company under the Securities Acquisition Agreement as summarized in Item 6, CCL has the sole power to vote and to dispose of the Shares set forth in paragraph (a) above.

(c) Neither CCL nor Corning, nor to the best knowledge of CCL and Corning, any of the persons listed on Schedule I hereto, has during the sixty days prior to the filing of this statement effected any transaction in the Company s Shares.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationship With Respect to Securities of the Issuer.

The 333,000 Shares purchased and the Warrant to purchase an additional 2,000,000 Shares were purchased by CCL on June 28, 1994 pursuant to the Securities Acquisition Agreement. See Item 3. The Securities Acquisition Agreement provides, among other things, that until May 2, 1999 or until CCL disposes of its Shares, CCL and its affiliates will not seek to acquire more than six percent (6%) of the outstanding Shares (calculated on a fully diluted basis), participate in a group seeking to acquire the Company, engage in a proxy contest with respect to the Company, or otherwise seek to control the management, directors, or affairs of the Company. The Securities Acquisition Agreement also provides generally that CCL may not sell its Shares to persons holding more than 1% of the outstanding shares, or 5% in the case of an institutional investor whose identity the Company has approved in advance and, under certain circumstances, for a right of first refusal in favor of the Company in the event CCL desires to sell its Shares prior to May 2, 1999. The Securities Acquisition Agreement generally requires CCL through May 2, 1999 to vote its Shares in accordance with the recommendation of the Company's management. The Securities Acquisition Agreement also provides CCL with certain rights to

cause the Company to register the Shares it acquired under the Securities Acquisition Agreement, including the Shares purchased under the Warrant.

Item 7. Material to be Filed as Exhibits.

1. Securities Acquisition Agreement dated as of May 2, 1994 between International Technology Corporation and MetPath Inc. (incorporated by reference to Exhibit 10(ii)(14) of the annual report on Form 10-K of the Company for the year ended March 31, 1994).

2. Warrant dated June 28, 1994 issued by International Technology Corporation in favor of MetPath to purchase 2,000,000 shares of the Company's common stock at an exercise price of \$5.00 per share (incorporated by reference to the exhibit to the Securities Acquisition Agreement filed as Exhibit 10(ii)(14) of the annual report on Form 10-K of the Company for the year ended March 31, 1994).

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

February 22, 1995

CORNING INCORPORATED

By: /s/ M. Ann Gosnell
M. Ann Gosnell
Assistant Secretary

CORNING CLINICAL LABORATORIES INC.

By: /s/ Leo C. Farrenkopf
Leo C. Farrenkopf
Associate General Counsel and
Assistant Secretary

SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS OF CORNING INCORPORATED

The following table sets forth the name and business address and principal occupation or employment of each director and executive officer of Corning Incorporated serving as such on January 31, 1995. Unless otherwise specified, the business address of each such person is Riverfront Plaza, Corning, New York 14831. Each occupation set forth opposite an individual's name, unless otherwise indicated, refers to employment with Corning. Each person is a citizen of the United States of America.

Name and Title	Principal Occupation
James R. Houghton (Chairman of the Board Chief Executive officer)	Chairman of the Board and Chief Executive Officer
Roger G. Ackerman (President, Chief Operating Officer and Director)	President, Chief Operating Officer and Director
Van C. Campbell (Vice Chairman and Director)	Vice Chairman and Director
Dr. David A. Duke (Vice Chairman and Director)	Vice Chairman and Director
Kenneth W. Freeman (Executive Vice President)	Executive Vice President
Norman E. Garrity (Executive Vice President)	Executive Vice President
John W. Loose (Executive Vice President)	Executive Vice President
James M. Ramich (Executive Vice President)	Executive Vice President
Jan H. Suwinski (Executive Vice President)	Executive Vice President
Peter Booth (Senior Vice President)	Senior Vice President

Robert L. Ecklin (Senior Vice President)	Senior Vice President
Robert C. Forrest (Senior Vice President)	Senior Vice President
Larry Aiello, Jr. (Vice President and Controller)	Vice President and Controller
Sandra L. Helton (Senior Vice President and Treasurer)	Senior Vice President and Treasurer
A. John Peck, Jr. (Secretary)	Secretary
William C. Ughetta (Senior Vice President and General Counsel)	Senior Vice President and General Counsel
Robert Barker (Director)	Director, Center for the Environment Cornell University 425 Hollister Hall Ithaca, NY 14853
Mary L. Bundy (Director)	Clinical Social Worker 170 East 79th Street New York, New York 10021-0436
Barber B. Conable, Jr. (Director)	Retired President, The World Bank P.O. Box 213 10532 Alexander Road Alexander, New York 14005
John H. Foster (Director)	Chairman and Chief Executive Officer NovaCare, Inc. 1016 W. Ninth Avenue King of Prussia, PA 19406
Gordon Gund (Director)	President and Chief Executive Officer, Gund Investment Corporation 14 Nassau Street P.O. Box 449 Princeton, NJ 08542-0449

John M. Hennessy (Director)	Chairman of Executive Board and Chief Executive Officer CS First Boston Group Park Avenue Plaza New York, NY 10055
Vernon E. Jordan, Jr., Esq. (Director)	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Avenue, NW Suite 400 Washington, D.C. 20036
James W. Kinnear (Director)	Retired President and Chief Executive Officer, Texaco Inc. 10 Stamford Forum P.O. Box 120 Stamford, CT 06904
James J. O Connor (Director)	Chairman of the Board and Chief Executive Officer, Commonwealth Edison Company One First National Plaza P.O. Box 767 Chicago, IL 60690
Catherine A. Rein (Director)	Executive Vice President Metropolitan Life Insurance Company One Madison Avenue New York, NY 10010
Dr. Henry Rosovsky (Director)	Harvard University Littauer Center 218 Cambridge, MA 02138
William D. Smithburg (Director)	Chairman and Chief Executive Officer, The Quaker Oats Company 321 N. Clark Street Quaker Tower Chicago, IL 60610
Robert G. Stone, Jr. (Director)	Chairman of the Board Kirby Corporation 405 Lexington Avenue Chrysler Building 39th Floor New York, NY 10174-0039

DIRECTORS AND EXECUTIVE OFFICERS OF
CORNING CLINICAL LABORATORIES INC.

The following table sets forth the name and business address and principal occupation or employment of each director and executive officer of Corning Clinical Laboratories Inc. serving as of January 31, 1995. Unless otherwise specified, the business address of each person is Riverfront Plaza, Corning, New York, 14831. Each occupation set forth opposite an individual's name, unless otherwise indicated, refers to employment with CCL. Each person is a citizen of the United States of America.

Name and Title	Principal Occupation
Randy H. Thurman (Chairman of the Board and CEO of Corning Clinical Laboratories Inc.) One Malcolm Avenue Teterboro, NJ 07608	President and Chief Executive Officer of Corning Life Sciences Inc. 450 Park Avenue New York, NY 10022
James R. Houghton (Director)	Chairman of the Board and Chief Executive Officer of Corning
Van C. Campbell (Director)	Vice Chairman of Corning
Roger G. Ackerman (Director)	President and Chief Operating Officer of Corning
David A. Duke (Director)	Vice Chairman of Corning
Kim D. Lamon, M.D.	Executive Vice President and Chief Medical Officer
Alister W. Reynolds	Executive Vice President and Director of Operations
S. Raymond Gambino, M.D.	Executive Vice President and Chief Medical Officer Emeritus
Douglas M. VanOort	Senior Vice President
Michael J. Bachich	Senior Vice President and Chief Information Officer
Raymond C. Marier	Senior Vice President,

General Counsel and
Secretary

Joseph E. O'Brien, M.D.

Senior Vice President, Lab Medicine
and Lab Director

James D. Utterback

Senior Vice President,
Human Resources

Lydia J. Zinzi

Senior Vice President
Strategic Marketing

James D. Chambers

Senior Vice President, Treasurer
and Chief Financial Officer