

REPUBLIC SERVICES, INC.

Form 8-K

May 11, 2018

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 3, 2018

Republic Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-14267
(Commission

File Number)

65-0716904
(I.R.S. Employer

Identification No.)

18500 North Allied Way

Phoenix, Arizona
(Address of principal executive offices)

85054
(Zip Code)

Registrant's telephone number, including area code: (480) 627-2700

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 Under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

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On May 3, 2018, Republic Services, Inc. (the Company) agreed to sell \$800,000,000 aggregate principal amount of its 3.950% notes due 2028 (the Notes), pursuant to the Underwriting Agreement, dated May 3, 2018 (the Underwriting Agreement), among the Company, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and U.S. Bancorp Investments, Inc., as representatives of the several underwriters listed on Schedule A of the Underwriting Agreement. The offering is expected to close on or about May 14, 2018, subject to customary closing conditions.

The Notes will be issued pursuant to that certain Indenture, dated November 25, 2009 (the Indenture), between the Company and U.S. Bank National Association, as trustee (the Trustee), as supplemented by the Seventh Supplemental Indenture, to be dated on or about May 14, 2018, between the Company and the Trustee (the Seventh Supplemental Indenture). The offer and sale of the Notes will be registered under the Securities Act of 1933, as amended, by a Registration Statement on Form S-3 (No. 333-216111).

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K. The form of Seventh Supplemental Indenture is filed as Exhibit 4.1 to this Current Report on Form 8-K. The form of Notes and the computation of the ratio of earnings to fixed charges are filed as Exhibits 4.2 and 12.1, respectively, to this Current Report on Form 8-K. In connection with the issuance of the Notes, the opinion of Covington & Burling LLP with respect to the validity of the Notes is being filed as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**(d) Exhibits**

| Exhibit No. | Description |
|----------------|---|
| 1.1 | <u>Underwriting Agreement, dated May 3, 2018, among Republic Services, Inc. and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and U.S. Bancorp Investments, Inc., as representatives of the underwriters named therein</u> |
| 4.1 | <u>Form of Seventh Supplemental Indenture to the Indenture between Republic Services, Inc. and U.S. Bank National Association, as trustee</u> |
| 4.2 | <u>Form of 3.950% Notes due 2028 (included as Exhibit A to Exhibit 4.1)</u> |
| 5.1 | <u>Opinion of Covington & Burling LLP, as to the validity of the Notes</u> |
| 12.1 | <u>Statement of computation of ratio of earnings to fixed charges</u> |
| 23.1 | <u>Consent of Covington & Burling LLP (contained in Exhibit 5.1 hereto)</u> |

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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 hereunto duly authorized.

REPUBLIC SERVICES, INC.

Date: May 11, 2018

By: /s/ Brian A. Goebel
Brian A. Goebel
Vice President and
Chief Accounting Officer