

REPUBLIC SERVICES, INC.

Form 8-K

January 10, 2011



**TABLE OF CONTENTS**

|   |   |
|---|---|
| <u>Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year</u> | 3 |
| <u>Item 9.01 Financial Statements and Exhibits.</u>                                       | 3 |
| <u>SIGNATURES</u>   | 3 |
| <u>EX-3.3</u>   |   |

**Table of Contents**

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

As previously announced: (1) effective January 1, 2011, James E. O Connor retired from his position as Chief Executive Officer and Donald W. Slager succeeded Mr. O Connor as Chief Executive Officer, and (2) Mr. O Connor will continue to serve as a Director and as the Chairman of the Board until the next annual meeting of stockholders in May 2011.

At its regular meeting on January 6, 2011, the Board approved amendments to the Company's Bylaws that accommodate a separate Chairman of the Board and Chief Executive Officer and implement other, technical changes. Among other things, the amendments to the Bylaws:

eliminate the requirement that, unless otherwise specifically determined by resolution of the Board, the Chairman of the Board must be an officer of the Company;

provide that the Board shall elect one of its members to be Chairman of the Board for a term designated by the Board;

eliminate the position of Vice Chairman of the Board, which the Company has not used;

authorize compensation for the Chairman of the Board as set by the Board; and

provide for the Chairman of the Board (or such other officer or director as designated by the Board) to exercise the powers and perform the duties of the Chief Executive Officer during any extended absence or extended inability to act of the Chief Executive Officer.

A copy of the Company's newly approved Amended and Restated Bylaws is incorporated herein by reference as Exhibit 3.3.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|     |  |
|-----|--|
| 3.3 | Amended and Restated Bylaws of Republic Services, Inc. |
|-----|--|

**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: January 10, 2011

By: /s/ Tod C. Holmes  
Tod C. Holmes  
Executive Vice President and Chief  
Financial Officer (Principal Financial  
Officer)

By: /s/ Charles F. Serianni  
Charles F. Serianni  
Senior Vice President and Chief  
Accounting Officer (Principal  
Accounting Officer)