

REPUBLIC SERVICES, INC.

Form 8-K

June 21, 2016

Table of Contents

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): June 20, 2016 (June 20, 2016)

Republic Services, Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction of incorporation)

**1-14267
(Commission File Number)**

**65-0716904
(IRS 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))

Table of Contents

TABLE OF CONTENTS

| | | |
|---------------------|--|---|
| <u>Item 8.01</u> | <u>Other Events</u> | 3 |
| <u>Item 9.01</u> | <u>Financial Statements and Exhibits</u> | 3 |
| <u>SIGNATURES</u> | | 4 |
| <u>Exhibit 99.1</u> | | |
| <u>Exhibit 99.2</u> | | |
| <u>Exhibit 99.3</u> | | |

Table of Contents

Item 8.01 Other Events.

Tender Offers

On June 20, 2016, Republic Services, Inc. (Republic) issued a press release announcing the early tender results of its previously announced cash tender offers (the Tender Offers) to purchase up to \$500,000,000 combined aggregate principal amount (the Tender Cap) of the following series of outstanding notes: Republic s 6.200% Notes due March 1, 2040, 5.700% Notes due May 15, 2041 and 6.086% Notes due March 15, 2035 and Republic s subsidiary, Browning-Ferris Industries, LLC s 7.400% Debentures due September 15, 2035 (collectively, the Existing Notes), subject to the priority levels and the other terms and conditions set forth in the related Offer to Purchase. Republic also announced that it is increasing the Tender Cap from \$500 million to \$600 million. A copy of the press release announcing the early tender results and the increase to the Tender Cap is filed under Item 9.01 as Exhibit 99.1 and is incorporated herein by reference.

On June 20, 2016, Republic also issued a press release announcing the pricing for the Tender Offers. A copy of the press release announcing the pricing of the Tender Offers is filed under Item 9.01 as Exhibit 99.2 and is incorporated herein by reference.

Senior Notes Offering

Also on June 20, 2016, Republic announced the pricing of an offering of \$500 million of 2.900% senior notes due 2026 (the Notes). Republic intends to use the net proceeds of the offering, together with borrowing under its credit facilities, to purchase up to \$600 million combined aggregate principal amount of the Existing Notes tendered in the Tender Offers. The offering of the Notes is not conditioned upon the consummation of the Tender Offers.

A copy of the press release announcing the pricing of the offering is filed under Item 9.01 as Exhibit 99.3 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press release issued June 20, 2016 announcing early tender results |
| 99.2 | Press release issued June 20, 2016 announcing pricing of tender offers |
| 99.3 | Press release issued June 20, 2016 announcing pricing of senior notes offering |

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 20, 2016

REPUBLIC SERVICES, INC.

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

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