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): October 30, 2019

CLEAN HARBORS, INC.

(Exact name of registrant as specified in its charter)

Massachusetts (State or other jurisdiction of incorporation) **001-34223** (Commission File Number) **04-2997780** (IRS Employer Identification No.)

42 Longwater Drive, Norwell, Massachusetts

(Address of principal executive offices)

02061-9149 (Zip Code)

Registrant's telephone number, including area code (781) 792-5000

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 \Box

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value	CLH	New York Stock Exchange

Item 2.02 Results of Operations and Financial Condition

On October 30, 2019 Clean Harbors, Inc. (the "Company") issued a press release announcing the Company's results of operations for the third quarter ended September 30, 2019. A copy of that press release is furnished with this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibits are being filed herewith:

Exhibit No.	Description											
<u>99.1</u>	Press Release dated October 30, 2019											
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.											
SIGNATURES												
	t to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the unto duly authorized.											
	Clean Harbors, Inc. (Registrant)											

October 30, 2019

/s/ Michael L. Battles Executive Vice President and Chief Financial Officer

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Press Release

Clean Harbors Announces Third-Quarter 2019 Financial Results

- · Increases Q3 Revenues 6% to \$891.7 Million
- · Reports Net Income of \$36.4 Million, or \$0.65 per Diluted Share; Adjusted EPS of \$0.72
- Achieves 11% Increase in Q3 Adjusted EBITDA to \$156.6 Million on Strength in Incineration and Environmental Services
- Improves Adjusted EBITDA Margin by 80 Basis Points to 17.6%
- Increases Midpoint of 2019 Adjusted EBITDA Guidance Range to \$540 Million; Reiterates Adjusted Free Cash Flow Guidance of \$200 Million to \$220 Million

NORWELL, Mass. – October 30, 2019 – Clean Harbors, Inc. ("Clean Harbors") (NYSE: CLH), the leading provider of environmental, energy and industrial services throughout North America, today announced financial results for the third quarter ended September 30, 2019.

"We generated strong results in the third quarter, as we drove high-value waste streams into our network and achieved growth across our environmental businesses," said Alan S. McKim, Chairman, President and Chief Executive Officer. "We extended our 2019 momentum with a top-line increase of 6% and corresponding growth in Adjusted EBITDA of 11%. As a result, our Adjusted EBITDA margin grew year-over-year by 80 basis points to 17.6%."

Third-quarter revenues increased to \$891.7 million from \$843.2 million in the same period of 2018. Income from operations grew 22% to \$80.4 million from \$65.7 million in the year-earlier quarter.

Net income for the third quarter of 2019 was \$36.4 million, or \$0.65 per diluted share. This compares with net income for the same period in 2018 of \$31.1 million, or \$0.55 per diluted share. Adjusted for certain items in both periods, adjusted net income was \$40.7 million, or \$0.72 per diluted share, for the third quarter of 2019 compared with adjusted net income of \$33.3 million, or \$0.59 per diluted share, in the same period of 2018. (See reconciliation table below)

Adjusted EBITDA (see description below) in the third quarter of 2019 increased 11% to \$156.6 million from \$141.3 million in the same period of 2018.

"In our Environmental Services segment, we achieved a healthy revenue increase of 8% with significant Adjusted EBITDA growth of 19% as we capitalized on the leverage in our network to deliver a 180-basis-point margin improvement from a year ago," McKim said. "Incineration utilization climbed to 92% from 84% a year ago, as we saw a consistent flow of volumes throughout the quarter and our facilities ran efficiently. In addition, our average price per pound rose approximately 12% year-over-year due to our ability to capture a range of higher-margin waste. At the same time, our landfill volumes increased 6% from the prior year as steady base business was supported by project wins. We also benefitted from strong contributions from our Field Services team this quarter, which included \$8 million of large-scale emergency response projects.



"Within our Safety-Kleen segment, revenue increased 2% as growth in our core branch offerings and pricing initiatives offset slower-than-expected blended product sales in Safety-Kleen Oil," McKim said. "Profitability was a similar story, with 2% growth in Adjusted EBITDA and margins increasing 20 basis points from the third quarter of 2018. Waste oil collection remained strong at 63 million gallons, with a charge-for-oil rate that was slightly improved from last year's third quarter. This helped to partly offset a lower year-over-year price in base oil. Given the current volatility in the marketplace with IMO 2020 on the horizon, we continue to target markets where we can gather more waste oil at the best price."

Business Outlook and Financial Guidance

"We anticipate capping 2019 with a strong performance and achieving profitable growth in the fourth quarter," McKim said. "While we have seen small pockets of industry-specific weakness, the overall outlook for our markets remains positive. Within Environmental Services, we continue to have a healthy backlog of waste in our disposal network. We anticipate a strong finish to the year through a combination of base business and projects. Our businesses that provide industrial, field and energy-related services enter the final quarter with momentum as well.

"Safety-Kleen's branch business continues to perform well with growth across its core offerings," McKim said. "At the same time, Safety-Kleen Oil continues to effectively manage the spread in our re-refinery business while our plants should generate record production this year. We are seeking opportunities to capitalize on the potential positive impact of IMO 2020 in the coming quarters.

"Given our current market outlook, we expect Adjusted EBITDA in the fourth quarter to grow in the mid- to high-single digit range compared with a year ago. We remain on track to deliver a record level of annual Adjusted EBITDA and adjusted free cash flow in 2019," McKim concluded.

Based on its year-to-date financial performance and current market conditions, Clean Harbors raised the lower end of its Adjusted EBITDA guidance by \$10 million, and now expects full-year 2019 Adjusted EBITDA in the range of \$530 million to \$550 million. On a GAAP basis, the Company's guidance is based on anticipated 2019 net income in the range of \$85 million to \$105 million. Clean Harbors also continues to expect its adjusted free cash flow in the range of \$200 million to \$220 million, which is based on anticipated 2019 net cash from operating activities in the range of \$390 million to \$430 million.

Non-GAAP Results

Clean Harbors reports Adjusted EBITDA, which is a non-GAAP financial measure and should not be considered an alternative to net income or other measurements under generally accepted accounting principles (GAAP), but viewed only as a supplement to those measurements. Adjusted EBITDA is not calculated identically by all companies, and therefore the Company's measurement of Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies. Clean Harbors believes that Adjusted EBITDA provides additional useful information to investors since the Company's loan covenants are based upon levels of Adjusted EBITDA achieved and management routinely evaluates the performance of its businesses based upon levels of Adjusted EBITDA. The Company defines Adjusted EBITDA in accordance with its existing revolving credit agreement, as described in the following reconciliation showing the differences between reported net income and Adjusted EBITDA for the three and nine months ended September 30, 2019 and 2018 (in thousands):

	For the Three Months Ended:					For the Nine M	onths Ended:		
	-	ember 30, 2019	Se	ptember 30, 2018	Se	ptember 30, 2019	Sep	otember 30, 2018	
Net income	\$	36,369	\$	31,089	\$	73,589	\$	49,205	
Accretion of environmental liabilities		2,490		2,450		7,624		7,328	
Depreciation and amortization		73,756		73,082		223,328		220,686	
Other expense (income), net		427		996		(1,992)		449	
Loss on early extinguishment of debt		6,119		2,469		6,119		2,469	
Interest expense, net		19,702		19,916		59,681		60,955	
Provision for income taxes		17,750		11,275		39,752		28,011	
Adjusted EBITDA	\$	156,613	\$	141,277	\$	408,101	\$	369,103	
Adjusted EBITDA Margin		17.6%		16.8%		16.1%		15.1%	

This press release includes a discussion of net income and earnings per share adjusted for the loss on early extinguishment of debt and the impacts of taxrelated valuation allowances as identified in the reconciliations provided below. The Company believes that discussion of these additional non-GAAP measures provides investors with meaningful comparisons of current results to prior periods' results by excluding items that the Company does not believe reflect its fundamental business performance. The following shows the difference between net income to adjusted net income, and earnings per share to adjusted earnings per share for the three and nine months ended September 30, 2019 and 2018 (in thousands, except per share amounts):

	For the Three Months Ended:					For the Nine Months Ende			
	September 30, 2019 September 30, 2018		September 30, 2019		Se	ptember 30, 2018			
Adjusted net income			-		-				
Net income	\$	36,369	\$	31,089	\$	73,589	\$	49,205	
Loss on early extinguishment of debt, net of tax		4,284		1,735		4,284		1,735	
Tax-related valuation allowances and other		-		492		4,762		6,593	
Adjusted net income	\$	40,653	\$	33,316	\$	82,635	\$	57,533	
Adjusted earnings per share									
Earnings per share	\$	0.65	\$	0.55	\$	1.31	\$	0.87	
Loss on early extinguishment of debt, net of tax		0.07		0.03		0.08		0.03	
Tax-related valuation allowances and other		-		0.01		0.08		0.12	
Adjusted earnings per share	\$	0.72	\$	0.59	\$	1.47	\$	1.02	

Adjusted Free Cash Flow Reconciliation

Clean Harbors reports adjusted free cash flow, which it considers to be a measurement of liquidity that provides useful information to investors about its ability to generate cash. The Company defines adjusted free cash flow as net cash from operating activities excluding cash impacts of items derived from non-operating activities, such as taxes paid in connection with divestitures, less additions to property, plant and equipment plus proceeds from sale and disposal of fixed assets. Adjusted free cash flow should not be considered an alternative to net cash from operating activities or other measurements under GAAP. Adjusted free cash flow is not calculated identically by all companies, and therefore our measurement of adjusted free cash flow may not be comparable to similarly titled measures reported by other companies.



An itemized reconciliation between net cash from operating activities and adjusted free cash flow is as follows (in thousands):

	F	or the Three M	Aonths	Ended:]	For the Nine N	Months Ended:		
	Sept	September 30, 2019 September 30, 2018			Sep	otember 30, 2019	Sep	otember 30, 2018	
Adjusted free cash flow									
Net cash from operating activities	\$	146,205	\$	117,545	\$	284,675	\$	247,215	
Additions to property, plant and equipment		(56,161)		(56,583)		(174,533)		(150,722)	
Proceeds from sale and disposal of fixed assets		1,559		3,470		8,948		6,111	
Adjusted free cash flow	\$	91,603	\$	64,432	\$	119,090	\$	102,604	

Adjusted EBITDA Guidance Reconciliation

An itemized reconciliation between projected net income and projected Adjusted EBITDA is as follows (in millions):

		he Year Er ember 31, 2	0	
Projected GAAP net income	\$ 85	to	\$	105
Adjustments:				
Accretion of environmental liabilities	10	to		10
Depreciation and amortization	300	to		295
Loss on early extinguishment of debt	6	to		6
Interest expense, net	80	to		79
Provision for income taxes	49	to		55
Projected Adjusted EBITDA	\$ 530	to	\$	550

Adjusted Free Cash Flow Guidance Reconciliation

An itemized reconciliation between projected net cash from operating activities and projected adjusted free cash flow is as follows (in millions):

		he Year Ei ember 31,	0	
Projected net cash from operating activities	\$ 390	to	\$	430
Additions to property, plant and equipment	(200)	to		(220)
Proceeds from sale and disposal of fixed assets	10	to		10
Projected adjusted free cash flow	\$ 200	to	\$	220



Conference Call Information

Clean Harbors will conduct a conference call for investors today at 9:00 a.m. (ET) to discuss the information contained in this press release. During the call, management will discuss Clean Harbors' financial results, business outlook and growth strategy. Investors who wish to listen to the webcast and view the accompanying slides should visit the Investor Relations section of the Company's website at www.cleanharbors.com. The live call also can be accessed by dialing 201.689.8881 or 877.709.8155 prior to the start time. If you are unable to listen to the live conference call, the webcast will be archived on the Company's website.

About Clean Harbors

Clean Harbors (NYSE: CLH) is North America's leading provider of environmental, energy and industrial services. The Company serves a diverse customer base, including a majority of Fortune 500 companies. Its customer base spans a number of industries, including chemical, energy and manufacturing, as well as numerous government agencies. These customers rely on Clean Harbors to deliver a broad range of services such as end-to-end hazardous waste management, emergency spill response, industrial cleaning and maintenance, and recycling services. Through its Safety-Kleen subsidiary, Clean Harbors also is North America's largest re-refiner and recycler of used oil and a leading provider of parts washers and environmental services to commercial, industrial and automotive customers. Founded in 1980 and based in Massachusetts, Clean Harbors operates throughout the United States, Canada, Mexico and Puerto Rico. For more information, visit www.cleanharbors.com.

Safe Harbor Statement

Any statements contained herein that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are generally identifiable by use of the words "believes," "expects," "intends," "anticipates," "plans to," "estimates," "projects," "may," "likely," or similar expressions. Such statements may include, but are not limited to, statements about future financial and operating results, and other statements that are not historical facts. Such statements are based upon the beliefs and expectations of Clean Harbors' management as of this date only and are subject to certain risks and uncertainties that could cause actual results to differ materially including, without limitation, those items identified as "Risk Factors" in Clean Harbors' most recently filed Form 10-K and Form 10-Q. Therefore, readers are cautioned not to place undue reliance on these forward-looking statements. Clean Harbors undertakes no obligation to revise or publicly release the results of any revision to these forward-looking statements other than through its filings with the Securities and Exchange Commission, which may be viewed in the "Investors" section of Clean Harbors' website at www.cleanharbors.com.

Contacts:

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CLEAN HARBORS, INC. AND SUBSIDIARIES UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS (in thousands, except per share amounts)

	F	For the Three I	Months	Ended:	For the Nine Months Ended				
	Sep	tember 30, 2019	Sep	tember 30, 2018	Se	ptember 30, 2019	Sej	otember 30, 2018	
Revenues	\$	891,668	\$	843,181	\$	2,541,185	\$	2,442,099	
Cost of revenues (exclusive of items shown separately below)		612,754		580,685		1,772,051		1,710,694	
Selling, general and administrative expenses		122,301		121,219		361,033		362,302	
Accretion of environmental liabilities		2,490		2,450		7,624		7,328	
Depreciation and amortization		73,756		73,082		223,328		220,686	
Income from operations		80,367		65,745		177,149		141,089	
Other (expense) income, net		(427)		(996)		1,992		(449)	
Loss on early extinguishment of debt		(6,119)		(2,469)		(6,119)		(2,469)	
Interest expense, net		(19,702)		(19,916)		(59,681)		(60,955)	
Income before provision for income taxes		54,119		42,364		113,341		77,216	
Provision for income taxes		17,750		11,275		39,752		28,011	
Net income	\$	36,369	\$	31,089	\$	73,589	\$	49,205	
Earnings per share:									
Basic	\$	0.65	\$	0.55	\$	1.32	\$	0.88	
Diluted	\$	0.65	\$	0.55	\$	1.31	\$	0.87	
Shares used to compute earnings per share — Basic		55,850		56,059		55,858		56,222	
Shares used to compute earnings per share — Diluted		56,165		56,291		56,109		56,360	



CLEAN HARBORS, INC. AND SUBSIDIARIES UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands)

	September 30, 2019		Dec	cember 31, 2018
Current assets:				
Cash and cash equivalents	\$	282,233	\$	226,507
Short-term marketable securities		46,877		52,856
Accounts receivable, net		641,667		606,952
Unbilled accounts receivable		58,842		54,794
Deferred costs		21,939		18,770
Inventories and supplies		210,827		199,479
Prepaid expenses and other current assets		38,199		42,800
Total current assets		1,300,584		1,202,158
Property, plant and equipment, net		1,593,993		1,561,978
Other assets:				
Operating lease right-of-use assets		164,302		
Goodwill		524,581		514,189
Permits and other intangibles, net		425,863		441,875
Other		12,539		18,121
Total other assets		1,127,285		974,185
Total assets	\$	4,021,862	\$	3,738,321
Current liabilities:				
Current portion of long-term obligations	\$	7,535	\$	7,535
Accounts payable		277,545		276,461
Deferred revenue		73,157		61,843
Accrued expenses		253,455		233,405
Current portion of closure, post-closure and remedial liabilities		26,986		23,034
Current portion of operating lease liabilities		41,364		
Total current liabilities		680,042		602,278
Other liabilities:				
Closure and post-closure liabilities, less current portion		64,263		60,339
Remedial liabilities, less current portion		100,179		107,575
Long-term obligations, less current portion		1,555,257		1,565,021
Operating lease liabilities, less current portion		122,668		
Deferred taxes, unrecognized tax benefits and other long-term liabilities		263,658		233,352
Total other liabilities		2,106,025		1,966,287
Total stockholders' equity, net		1,235,795		1,169,756
Total liabilities and stockholders' equity	\$	4,021,862	\$	3,738,321



CLEAN HARBORS, INC. AND SUBSIDIARIES UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands)

	For the Nine M	Aonths Ended:		
	September 30, 2019	September 30, 2018		
Cash flows from operating activities:	2019	2010		
Net income	\$ 73,589	\$ 49,205		
Adjustments to reconcile net income to net cash from operating activities:		, .,		
Depreciation and amortization	223,328	220,686		
Allowance for doubtful accounts	(745)	6,869		
Amortization of deferred financing costs and debt discount	2,908	2,841		
Accretion of environmental liabilities	7,624	7,328		
Changes in environmental liability estimates	(585)	(301)		
Deferred income taxes	(973)	61		
Other (income) expense, net	(1,992)	449		
Stock-based compensation	14,664	10,726		
Loss on early extinguishment of debt	6,119	2,469		
Environmental expenditures	(12,804)	(7,238)		
Changes in assets and liabilities, net of acquisitions				
Accounts receivable and unbilled accounts receivable	(31,408)	(76,249)		
Inventories and supplies	(11,982)	(20,534)		
Other current and non-current assets	(5,425)	(523)		
Accounts payable	3,035	22,041		
Other current and long-term liabilities	19,322	29,385		
Net cash from operating activities	284,675	247,215		
Cash flows used in investing activities:				
Additions to property, plant and equipment	(174,533)	(150,722)		
Proceeds from sale and disposal of fixed assets	8,948	6,111		
Acquisitions, net of cash acquired	(29,479)	(151,023)		
Additions to intangible assets including costs to obtain or renew permits	(2,896)	(3,500)		
Proceeds from sale of available-for-sale securities	41,612	20,123		
Purchases of available-for-sale securities	(30,761)	(20,471)		
Net cash used in investing activities	(187,109)	(299,482)		
Cash flows used in financing activities:				
Change in uncashed checks	(3,516)	(3,476)		
Tax payments related to withholdings on vested restricted stock	(5,505)	(2,566)		
Repurchases of common stock	(16,390)	(33,581)		
Deferred financing costs paid	(10,053)	(3,938)		
Premiums paid on early extinguishment of debt	(2,689)	(1,219)		
Payments on finance lease	(327)	—		
Principal payments on debt	(850,652)	(403,884)		
Issuance of unsecured senior notes	845,000	—		
Issuance of secured senior notes, net of discount	—	348,250		
Borrowing from revolving credit facility	<u> </u>	50,000		
Net cash used in financing activities	(44,132)	(50,414)		
Effect of exchange rate change on cash	2,292	(1,221)		
Increase (decrease) in cash and cash equivalents	55,726	(103,902)		
Cash and cash equivalents, beginning of period	226,507	319,399		
Cash and cash equivalents, end of period	\$ 282,233	\$ 215,497		
Supplemental information:				
Cash payments for interest and income taxes:				
Interest paid	\$ 52,440	\$ 58,312		
Income taxes paid	23,797	16,071		
Cash paid for amounts included in the measurement of lease liabilities:				
Operating cash flows from operating leases	42,105	_		
Operating cash flows from finance lease	979			
Financing cash flows from finance lease	327	_		
Non-cash investing activities:				
Property, plant and equipment accrued	14,875	13,834		
ROU assets obtained in exchange for new operating lease liabilities	8,008			
ROU asset obtained in exchange for new finance lease liabilities	31,011			



Supplemental Segment Data (in thousands)

	For the Three Months Ended:													
			Septer	nber 30, 2019	019 September 30, 2018									
			Int	ersegment					Intersegment					
	Т	hird Party	F	Revenues	nues Direct Third Party		Third Party]	Revenues		Direct			
Revenue		Revenues		pense), net	Revenues			Revenues	<u>`</u>	kpense), net		Revenues		
Environmental Services	\$	550,122	\$	36,750	\$	586,872	\$	508,813	\$	34,167	\$	542,980		
Safety-Kleen		341,417		(35,272)		306,145		333,901		(33,016)		300,885		
Corporate Items		129		(1,478)	_	(1,349)		467		(1,151)		(684)		
Total	\$	891,668	\$	_	\$	891,668	\$	843,181	\$	_	\$	843,181		
					F	or the Nine M	onth	s Ended:						
			Septer	nber 30, 2019				5	Septe	mber 30, 2018	1			
			Int	ersegment					In	tersegment	t			
	Т	hird Party	F	Revenues		Direct	Т	hird Party	Revenues		Direct			
Revenue		Revenues	(Ex	pense), net	•	Revenues		Revenues	(Ex	kpense), net	Revenues			
Environmental Services	\$	1,550,114	\$	108,856	\$	1,658,970	\$	1,468,417	\$	101,824	\$	1,570,241		
Safety-Kleen		990,146		(105,540)		884,606		972,534		(99,250)		873,284		
Corporate Items		925		(3,316)	_	(2,391)		1,148		(2,574)		(1,426)		
Total	\$	2,541,185	\$		\$	2,541,185	\$	2,442,099	\$	_	\$	2,442,099		
					F	or the Three M	Iont	hs Ended:	I	For the Nine M	lont	hs Ended:		
					Sep	otember 30,	Se	ptember 30,	Sep	otember 30,	Se	ptember 30,		
Adjusted EBITDA						2019		2018		2019		2018		
Environmental Services					\$	121,658	\$	102,419	\$	329,036	\$	273,035		
Safety-Kleen						81,326		79,502		215,578		214,455		
Corporate Items						(46,371)		(40,644)		(136,513)		(118,387)		
Total					\$	156,613	\$	141,277	\$	408,101	\$	369,103		