
**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): **August 13, 2012**

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))
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Item 1.02. Termination of a Material Definitive Agreement.

As previously reported in the report on Form 8-K filed by Clean Harbors, Inc. (the "Company") on July 30, 2012, the Company on July 30, 2012, (i) purchased the \$339.1 million aggregate principal amount of the Company's 7 5/8% previously outstanding senior secured notes due 2016 (the "2016 Notes") which had been tendered on or prior to 5:00 P.M., New York City time, on July 27, 2012 (the "Consent Date"), under the Company's previously announced tender offer and consent solicitation (collectively, the "Tender Offer") for any and all of the Company's \$490.0 million aggregate principal amount of then outstanding 2016 Notes, (ii) called for redemption on August 15, 2012 (the "Redemption Date") in accordance with the terms of the indenture for the 2016 Notes (as such indenture was supplemented by consent of the holders of 2016 Notes which had tendered their notes on or prior to the Consent Date, the "2016 Notes Indenture") the \$150.9 million aggregate principal amount of 2016 Notes which had not been tendered in the Tender Offer on or prior to the Consent Date, and (iii) deposited with the trustee under the 2016 Notes Indenture the funds required to make such redemption on the Redemption Date.

Under the terms of the Tender Offer, holders of 2016 Notes which had not tendered such notes on or prior to the Consent Date retained the right to tender such notes prior to the expiration of the Tender Offer at midnight, New York City time, on August 10, 2012 (the "Expiration Date"). To the extent any such holder elected to make such a tender, that holder would be entitled under the terms of the Tender Offer to receive \$1,011.38 per \$1,000.00 in principal amount of 2016 Notes, plus accrued but unpaid interest up to, but not including, the payment date. However, any holder which elected to tender its 2016 Notes to the Company would not be able to deliver such notes to the trustee on August 15, 2012, and therefore would not be entitled to receive the redemption price (plus accrued interest) which would become payable by the trustee on the Redemption Date for the 2016 Notes then being redeemed.

On August 13, 2012, the Company issued a press release announcing that (i) the Company had on August 13, 2012 completed the Tender Offer, (ii) holders of \$10,000.00 principal amount of 2016 Notes had tendered such notes in the Tender Offer after the Consent Date but prior to the Expiration Date, and (iii) the Company had on August 13, 2012 purchased those tendered notes in accordance with the terms of the Tender Offer. A copy of that press release is attached to this report as Exhibit 99.1.

On August 15, 2012, in accordance with the redemption notice which the Company had issued in July 30, 2012, the Company redeemed all of the \$150.9 million aggregate principal amount of 2016 Notes which then remained outstanding. The trustee also then returned to the Company the funds which the Company had deposited with the trustee on July 30, 2012 with respect to the proposed redemption of the \$10,000 principal amount of 2016 Notes which had been purchased by the Company on August 13, 2012 pursuant to the Tender Offer as described above.

The purchase and redemption of all of the previously outstanding 2016 Notes described above terminated the Company's obligations under the 2016 Notes Indenture and the related security agreement under which the trustee as notes collateral agent had held for the benefit of the holders of the 2016 Notes security interests in substantially all of the assets of the Company and its domestic subsidiaries, except for certain customary provisions relating to the compensation and indemnification of the trustee which will survive to the extent provided in the 2016 Notes Indenture.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

99.1 Press Release issued on August 13, 2012

SIGNATURES

Pursuant 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 undersigned hereunto duly authorized.

Clean Harbors, Inc.
(Registrant)

August 16, 2012

/s/ James M. Rutledge
Vice Chairman and
Chief Financial Officer

Press Release

Clean Harbors Announces Completion of Tender Offer and Consent Solicitation

Norwell, MA — August 13, 2012 — Clean Harbors, Inc. (“Clean Harbors”) (NYSE:CLH) announced today the completion of its previously announced tender offer and consent solicitation (collectively, the “Tender Offer”) to purchase any and all of its previously outstanding \$490.0 million aggregate principal amount of 7 5/8% senior secured notes due 2016 (the “2016 Notes”). As previously announced, Clean Harbors received, on or prior to 5:00 p.m., New York City time, on July 27, 2012 (the “Consent Date”), tenders and consents from the holders of an aggregate principal amount of \$339.1 million of 2016 Notes, or 69.2% of the total outstanding, and Clean Harbors paid on July 30, 2012 to the holders of such tendered notes \$1,041.38 per \$1,000.00 in principal amount of 2016 Notes validly tendered (the “Total Consideration”), plus accrued but unpaid interest up to, but not including, the payment date. The Total Consideration included a consent payment of \$30.00 per \$1,000.00 in principal amount of 2016 Notes validly tendered (the “Consent Payment”). The consents received exceeded the amount needed to approve the proposed amendments described in Clean Harbors’ Offer to Purchase and Consent Solicitation Statement dated July 16, 2012 (the “Offer to Purchase”) to the indenture under which the 2016 Notes were issued (the “Indenture”).

Under the terms of the Offer to Purchase, any holders which validly tendered after the Consent Date but prior to the expiration of the Tender Offer at midnight, New York City time, on August 10, 2012 (the “Expiration Date”), would be entitled to receive \$1,011.38 per \$1,000.00 in principal amount of 2016 Notes validly tendered, plus accrued but unpaid interest up to, but not including, the payment date. Such payment would represent the Total Consideration less the Consent Payment.

Holders of \$10,000.00 principal amount of the 2016 Notes validly tendered their 2016 Notes in the Tender Offer after the Consent Date but prior to the Expiration Date and the Company purchased those tendered 2016 Notes on August 13, 2012 in accordance with the terms of the Offer to Purchase described above. The Company intends to redeem all of the remaining 2016 Notes which were not tendered in the Tender Offer on August 15, 2012 for a redemption price equal to \$1,038.13 per \$1,000.00 principal amount, plus accrued but unpaid interest up to, but not including, the redemption date, in accordance with the terms of the Indenture, as amended pursuant to the amendments approved through the consents received on or prior to the Consent Date, and the notice of redemption which the Company issued on July 30, 2012.

Requests for copies of the Offer to Purchase and other documents relating to the Tender Offer may be directed to Global Bondholder Services Corp., the Information Agent, at (866) 794-2200 or (212) 430-3774. Goldman, Sachs & Co. acted as Dealer Manager and Solicitation Agent for the Tender Offer. Questions regarding the Tender Offer may be directed to Goldman, Sachs & Co. at (800) 828-3182 and (212) 357-0345.

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,” or similar expressions. Such statements may include, but are not limited to, statements



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about Clean Harbors' business outlook and financial guidance 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 various filings with the Securities and Exchange Commission, which may be viewed in the "Investors" section of Clean Harbors' website at www.cleanharbors.com.

About Clean Harbors

Clean Harbors is the leading provider of environmental, energy and industrial services throughout North America. Clean Harbors serves more than 60,000 customers, including a majority of the Fortune 500 companies, thousands of smaller private entities and numerous federal, state, provincial and local governmental agencies.

Headquartered in Norwell, Massachusetts, Clean Harbors has more than 200 locations, including over 50 waste management facilities, throughout North America in 37 U.S. states, seven Canadian provinces, Mexico and Puerto Rico. For more information, visit www.cleanharbors.com.

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