

**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 5, 2021

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 MA
(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

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:

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

Item 7.01 Regulation FD Disclosure

During the first quarter of 2021, the Company reorganized its Safety-Kleen business. The collection services for waste oil, used oil filters, antifreeze and related items and bulk blended oil sales operations were combined with the Safety-Kleen Oil business to form the Safety-Kleen Sustainability Solutions business. Under this structure, Safety-Kleen Sustainability Solutions will encompass both sides of the spread the Company manages in its re-refinery business, and the Company expects this change to drive additional growth in its sustainable lubricant products and related services.

Concurrently with this change, the Company consolidated the Safety-Kleen branches' core offerings, including containerized waste, parts washer and vacuum services, into the legacy Clean Harbors Environmental Services sales and service operations. The Company expects this change to foster enhanced cross-selling opportunities within the environmental businesses and increase market presence with small quantity generators of hazardous waste.

In restructuring the operations of the Company in this manner, the information that the chief operating decision maker regularly reviews for purposes of allocating resources and assessing performance changed to conform to this new operating structure of the business. The Company reevaluated the identification of its operating segments, in accordance with ASC 280, *Segment Reporting*, and concluded that Environmental Services and Safety-Kleen Sustainability Solutions are the Company's operating segments and reportable segments starting in the first quarter of 2021, with the operations not managed through the Company's operating segments described above continuing to be recorded as Corporate Items.

The primary financial measure by which the Company evaluates the performance of its segments is "Adjusted EBITDA" which consists of net income plus accretion of environmental liabilities, stock-based compensation, depreciation and amortization, net interest expense, loss on early extinguishment of debt, provision for income taxes and excludes other gains, losses or non-cash charges not deemed representative of fundamental segment results and other (income) expense, net.

Exhibit 99.1 to this report on Form 8-K provides an unaudited recast summary of the Company's historical reportable segment level operating results for the four fiscal quarters and full year ended December 31, 2020 and full year ended December 31, 2019. The information contained in this report and attached Exhibit 99.1 is being furnished pursuant to Regulation FD in order to provide the financial community with summary financial information and historical data that is on a basis consistent with how we report current financial information.

The recasting of previously issued financial information in attached Exhibit 99.1 does not represent a restatement of previously-issued financial statements and does not affect our reported net income, earnings per share, total assets, or stockholders' equity for any of the previously reported periods.

The information furnished in Item 7.01, including attached Exhibit 99.1, shall not be deemed "filed" for any purpose, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such filing. This report shall not be deemed an admission as to the materiality of any information in this report and attached Exhibit 99.1 that is provided in connection with Regulation FD.

Item 9.01 Financial Statements and Exhibits.

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

99.1 [Full Year 2020 by Quarter and Full Year 2019 Unaudited Segment Information](#)

104 The cover page from this Current Report on Form 8-K, formatted in iXBRL (Inline eXtensible Business Reporting Language)

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)

May 5, 2021

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

Full Year 2020 by Quarter and Full Year 2019 Unaudited Segment Information

The following table sets forth certain financial information associated with our results of operations (unaudited, in thousands):

	Summary of Operations					
	For the Three Months Ended				For the Twelve Months Ended	
	March 31, 2020	June 30, 2020	September 30, 2020	December 31, 2020	December 31, 2020	December 31, 2019
Direct Revenues⁽¹⁾:						
Environmental Services	\$ 705,192	\$ 612,594	\$ 650,560	\$ 667,555	\$ 2,635,901	\$ 2,795,994
Safety-Kleen Sustainability Solutions	153,281	97,350	128,712	128,563	507,906	615,060
Corporate Items	90	56	72	72	290	1,136
Total	858,563	710,000	779,344	796,190	3,144,097	3,412,190
Cost of Revenues⁽²⁾:						
Environmental Services	491,121	385,113	416,539	446,342	1,739,115	1,934,556
Safety-Kleen Sustainability Solutions	113,828	76,318	87,924	96,802	374,872	430,746
Corporate Items	1,717	9,250	7,166	5,631	23,764	22,517
Total	606,666	470,681	511,629	548,775	2,137,751	2,387,819
Selling, General and Administrative Expenses:						
Environmental Services	68,213	51,240	54,019	57,396	230,868	261,025
Safety-Kleen Sustainability Solutions	15,249	12,601	11,175	10,795	49,820	56,065
Corporate Items	45,845	39,998	41,350	43,163	170,356	166,964
Total	129,307	103,839	106,544	111,354	451,044	484,054
Adjusted EBITDA						
Environmental Services	145,858	176,241	180,002	163,817	665,918	600,413
Safety-Kleen Sustainability Solutions	24,204	8,431	29,613	20,966	83,214	128,249
Corporate Items	(44,181)	(46,406)	(41,782)	(42,959)	(175,328)	(170,529)
Total	\$ 125,881	\$ 138,266	\$ 167,833	\$ 141,824	\$ 573,804	\$ 558,133

(1) Direct revenue is revenue allocated to the segment performing the provided service.

(2) Cost of revenue is shown exclusive of items presented separately on the consolidated statements of operations, which consist of (i) accretion of environmental liabilities and (ii) depreciation and amortization.

The following is a reconciliation of net income to Adjusted EBITDA (unaudited, in thousands):

	For the Three Months Ended				For the Twelve Months Ended	
	March 31, 2020	June 30, 2020	September 30, 2020	December 31, 2020	December 31, 2020	December 31, 2019
Net income	\$ 11,572	\$ 29,023	\$ 54,910	\$ 39,332	\$ 134,837	\$ 97,740
Accretion of environmental liabilities	2,561	2,766	2,822	2,902	11,051	10,136
Stock-based compensation	3,291	2,786	6,662	5,763	18,502	17,816
Depreciation and amortization	74,533	72,494	74,470	71,418	292,915	300,725
Other expense (income), net	2,365	500	(2,268)	(307)	290	(2,897)
Loss on early extinguishment of debt	—	—	—	—	—	6,131
Loss (gain) on sale of businesses	3,074	184	118	—	3,376	(687)
Interest expense, net of interest income	18,787	18,654	17,407	18,272	73,120	78,670
Provision for income taxes	9,698	11,859	13,712	4,444	39,713	50,499
Adjusted EBITDA	\$ 125,881	\$ 138,266	\$ 167,833	\$ 141,824	\$ 573,804	\$ 558,133