

**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): **June 18, 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

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 1.01. Entry into a Material Definitive Agreement.

On June 18, 2019, Clean Harbors, Inc. (the “Company”) entered into a purchase agreement dated June 18, 2019 (the “note purchase agreement”), between the Company, the Company’s domestic subsidiaries as guarantors, and the initial purchasers named therein (the “initial purchasers”), for which Goldman Sachs & Co. LLC is the representative. Pursuant to the note purchase agreement, the initial purchasers have agreed to purchase, and the Company has agreed to issue and sell, \$545.0 million aggregate principal amount of 4.875% senior notes due 2027 (the “2027 Notes”) and \$300.0 million aggregate principal amount of 5.125% senior notes due 2029 (the “2029 Notes” and, together with the 2027 Notes, the “Notes”), which the initial purchasers have agreed to purchase for purposes of resale to investors in an offering exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”). Under the note purchase agreement, each series of Notes was priced for purposes of such resale at 100.000% of its respective aggregate principal amount. The purchase and sale of the Notes is expected to close on or about July 2, 2019, subject to customary closing conditions. The Company intends to use the net proceeds of the offering as consideration to purchase any and all of the \$845.0 million aggregate principal amount of its outstanding 5.125% senior notes due 2021 (the “2021 Notes”) which are accepted for purchase in the tender offer and consent solicitation for the 2021 Notes which the Company commenced on June 18, 2019, to redeem any remaining 2021 Notes which are not purchased through such tender offer, and to pay related fees and expenses.

The note purchase agreement contains warranties, covenants and closing conditions that are customary for transactions of this type. In addition, the Company and the guarantors have agreed to indemnify the initial purchasers against certain liabilities arising from the transactions under the note purchase agreement, including liabilities under the federal securities laws. The note purchase agreement also contains customary contribution provisions.

The initial purchasers and their affiliates have from time to time provided various investment and commercial banking and financial advisory services to the Company and its affiliates for which they have received customary fees and commissions, and the initial purchasers and their affiliates may provide such services to the Company and its affiliates from time to time in the future, for which they would expect to receive customary fees and commissions. In addition, the representative of the initial purchasers is acting as dealer manager for the tender offer and consent solicitation for the Company’s outstanding 2021 Notes, for which the representative will be entitled to receive a customary fee and expense reimbursement.

Item 8.01. Other Events.

On June 19, 2019, the Company announced the pricing of the \$845.0 million aggregate principal amount of Notes described above. Pursuant to Rule 135c under the Securities Act, the Company is filing herewith the press release issued June 19, 2019 as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is being filed herewith:

Exhibit No.	Description
99.1	Press release issued June 19, 2019

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)

June 19, 2019

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

Clean Harbors Prices Offering of Senior Notes; Increases Deal Size to \$845 Million

Norwell, Mass - June 19, 2019 - Clean Harbors, Inc. (“Clean Harbors”) (NYSE: CLH) announced today that it has priced a private offering of \$845 million of senior notes. The offering size was increased from the previously announced aggregate principal amount of \$800 million. The offering consists of \$545 million aggregate principal amount of its 4.875% Senior Notes due 2027 (the “2027 Notes”) and \$300 million aggregate principal amount of its 5.125% Senior Notes due 2029 (the “2029 Notes,” and together with the 2027 Notes, the “Notes”).

Each series of Notes was priced for purposes of resale at 100.000% of its respective aggregate principal amount. The issuance and sale of the Notes is expected to close on or about July 2, 2019, subject to customary closing conditions. Clean Harbors intends to use the net proceeds of the offering as partial consideration to purchase any and all of its \$845.0 million aggregate principal amount of outstanding 5.125% senior notes due 2021 (the “2021 Notes”) which are accepted for purchase in the tender offer and consent solicitation for the 2021 Notes which Clean Harbors commenced on June 18, 2019, and to redeem any 2021 Notes which are not purchased through such tender offer.

The Notes will be sold to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States pursuant to Regulation S under the Securities Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The Notes will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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 with over 300,000 customers, including a majority of the Fortune 500, across the chemical, energy, manufacturing and additional markets, 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.

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 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 at www.sec.gov.

Contacts

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