

**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 28, 2017**

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.

Item 8.01 Other Events

On June 28, 2017, Clean Harbors, Inc. (the “Company”) issued a press release announcing the early tender results for its previously announced cash tender offer (the “Tender Offer”) to purchase up to \$400.0 million aggregate principal amount of the Company’s outstanding \$800.0 million aggregate principal amount of 5.25% senior notes due 2020 (the “Notes”). The terms of the Tender Offer are detailed in the Company’s Offer to Purchase dated June 14, 2017 (the “Offer to Purchase”) and a related Letter of Transmittal.

An aggregate of approximately \$296.2 million principal amount of Notes were validly tendered and not validly withdrawn as of 5:00 p.m., New York City time, on June 27, 2017 (such date and time, the “Early Participation Date”). Of those validly tendered Notes, the Company has accepted for purchase all of the approximately \$296.2 million principal amount of Notes which were validly tendered and not validly withdrawn as of the Early Participation Date.

The Company expects to redeem, in accordance with the terms of the indenture which governs the Notes, Notes having an aggregate principal amount of approximately \$103.8 million. Under the indenture, the Notes may be redeemed on or after August 1, 2017 for 101.313% of their principal amount, plus accrued interest.

The Company will not be required to purchase any of the Notes tendered unless certain conditions have been satisfied, including the receipt of proceeds from a proposed debt financing on terms satisfactory to the Company in an amount that, together with available cash, will be sufficient to purchase or redeem \$400.0 million aggregate principal amount of Notes and pay any premium, accrued and unpaid interest and fees and expenses in connection therewith. The Company now expects to satisfy that condition through a proposed Term Loan B debt financing to be completed on June 30, 2017.

Under the terms of the Tender Offer, holders of the \$296.2 million aggregate principal amount of Notes which the Company anticipates will be accepted for purchase will be paid, for each \$1,000 principal amount of Notes accepted for purchase, cash in an amount equal to \$1,015.75 (the “Total Consideration”), which includes an early participation payment of \$50.00 per \$1,000 principal amount of Notes accepted for purchase (the “Early Participation Payment”). The Company now expects to make payment for the accepted Notes on June 30, 2017 (the “Early Payment Date”). In addition to the Total Consideration, all Notes accepted for purchase will also receive accrued and unpaid interest on such Notes from the last interest payment date to, but not including, the Early Payment Date.

For additional information concerning the foregoing, a copy of the Company’s press release dated June 28, 2017 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Neither this Current Report on Form 8-K nor the press release attached as an exhibit hereto is an offer to purchase any Notes. The Tender Offer is only being made pursuant to the Offer to Purchase and the related Letter of Transmittal.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibit is being filed herewith (furnished solely for purposes of Item 8.01 of this Form 8-K):

Exhibit No.	Description
99.1	Press Release of the Company, dated June 28, 2017

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 28, 2017

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

Press Release

CLEAN HARBORS ANNOUNCES EARLY RESULTS OF TENDER OFFER AND INTENDED REDEMPTION OF 5.25% SENIOR NOTES DUE 2020

Tender Offer and Early Redemption Expected to be Funded by Proposed \$400 Million Term Loan B Debt Financing to be Completed on June 30, 2017

NORWELL, MASSACHUSETTS, June 28, 2017 - Clean Harbors, Inc. (NYSE: CLH) (“Clean Harbors” or the “Company”) today announced the early tender results for its previously announced cash tender offer to purchase up to \$400.0 million aggregate principal amount of the Company’s outstanding \$800.0 million aggregate principal amount of 5.25% senior notes due 2020 (the “Notes”). The terms of the Tender Offer are detailed in the Company’s Offer to Purchase dated June 14, 2017 (the “Offer to Purchase”) and a related Letter of Transmittal.

An aggregate of approximately \$296.2 million principal amount of Notes were validly tendered and not validly withdrawn as of 5:00 p.m., New York City time, on June 27, 2017 (such date and time, the “Early Participation Date”). Of those validly tendered Notes, the Company has accepted for purchase all of the approximately \$296.2 million principal amount of Notes which were validly tendered and not validly withdrawn as of the Early Participation Date.

The Company expects to redeem, in accordance with the terms of the indenture which governs the Notes, Notes having an aggregate principal amount of approximately \$103.8 million. Under the indenture, the Notes may be redeemed on or after August 1, 2017 for 101.313% of their principal amount, plus accrued interest.

The Company will not be required to purchase any of the Notes tendered unless certain conditions have been satisfied, including the receipt of proceeds from a proposed debt financing on terms satisfactory to the Company in an amount that, together with available cash, will be sufficient to purchase or redeem \$400.0 million aggregate principal amount of Notes and pay any premium, accrued and unpaid interest and fees and expenses in connection therewith. The Company expects to satisfy that condition through a proposed Term Loan B debt financing to be completed on June 30, 2017.

Under the terms of the tender offer, holders of the approximately \$296.2 million aggregate principal amount of Notes which the Company has accepted for purchase will be paid, for each \$1,000 principal amount of Notes accepted for purchase, cash in an amount equal to \$1,015.75 (the “Total Consideration”), which includes an early participation payment of \$50.00 per \$1,000 principal amount of Notes accepted for purchase (the “Early Participation Payment”). The Company now expects to make payment for the accepted Notes on June 30, 2017 (the “Early Payment Date”). In addition to the Total Consideration, all Notes accepted for purchase will also receive accrued and unpaid interest on such Notes from the last interest payment date to, but not including, the Early Payment Date.

This announcement is not an offer to purchase or a solicitation of an offer to sell with respect to any Notes. Any offer to purchase the Notes is made by means of the Offer to Purchase and related Letter of Transmittal. No offer to purchase will be made in any jurisdiction in which such an offer to purchase would be unlawful.

In connection with the tender offer, Clean Harbors has retained Goldman Sachs & Co. LLC as the Dealer Manager. Questions regarding the tender offer should be directed to the Dealer Manager at (800) 828-3182 (toll free) or (212) 357-1057 (collect). The complete terms and conditions of the offer are set forth in the Offer to Purchase and the related Letter of Transmittal, each dated June 14, 2017. Holders are urged to read those documents carefully. Requests for documents should be directed to Global Bondholder Services Corporation, the Information Agent for the tender offer, at (866) 794-2200 (toll free) or (212) 430-3774.

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 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. 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," 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.

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