

**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 14, 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.

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### Item 8.01 Other Events

On June 14, 2017, Clean Harbors, Inc. (the “Company”) issued a press release announcing that it is commencing a 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.

Under the terms of the Tender Offer, holders of Notes who validly tender their Notes pursuant to the offer by 5:00 p.m., New York City time, on June 27, 2017 (such date and time, as the same may be extended, the “Early Participation Date”), 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”). Holders who validly tender their Notes after the Early Participation Date but prior to 11:59 p.m., New York City time, on July 12, 2017 (such date and time, as the same may be extended, the “Expiration Date”) will be paid, for each \$1,000 principal amount of the Notes accepted for purchase, cash in an amount equal to the Total Consideration minus the Early Participation Payment, or \$965.75 (the “Tender Offer Consideration”). Tendered Notes may be withdrawn at or prior to 5:00 p.m., New York City time, on June 27, 2017, unless extended.

In addition to the applicable Total Consideration or Tender Offer Consideration, as applicable, 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 applicable payment date.

Subject to the terms and conditions of the Offer to Purchase (and any amendments or supplements thereto), the Company will accept for payment only validly tendered Notes up to an aggregate principal amount of Notes equal to \$400.0 million. If the aggregate principal amount of Notes validly tendered exceeds \$400.0 million, proration will occur if the Company accepts Notes for purchase pursuant to the Offer to Purchase. If the aggregate principal amount of Notes validly tendered as of the Early Participation Date is less than \$400.0 million, Notes validly tendered after the Early Participation Date may be subject to proration, whereas Notes validly tendered at or prior to the Early Participation Date will not be subject to proration. If the aggregate principal amount of Notes validly tendered on or prior to the Early Participation Date equals or exceeds \$400.0 million, the Company will not accept any Notes for purchase after the Early Participation Date and Notes tendered on or prior to the Early Participation Date will be subject to proration to the extent such tendered Notes exceed \$400.0 million.

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 Term Loan B facility debt financing on terms satisfactory to the Company in an amount that, together with available cash, will be sufficient to purchase \$400,000,000 aggregate principal amount of Notes and pay any premium, accrued and unpaid interest and fees and expenses in connection therewith.

For additional information concerning the foregoing, a copy of the Company’s press release dated June 14, 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):

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of the Company, dated June 14, 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 14, 2017

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

Press Release

**CLEAN HARBORS COMMENCES CASH TENDER OFFER  
FOR UP TO \$400,000,000 AGGREGATE PRINCIPAL AMOUNT  
OF ITS OUTSTANDING 5.25% SENIOR NOTES DUE 2020**

**NORWELL, MASSACHUSETTS**, June 14, 2017 - Clean Harbors, Inc. (NYSE: CLH) (“Clean Harbors,” the “Company” or “we”) has commenced an offer to purchase for cash up to \$400,000,000 aggregate principal amount of the Company’s outstanding 5.25% Senior Notes due 2020 (the “Notes”) upon terms and subject to the conditions set forth in an Offer to Purchase dated June 14, 2017, and a related Letter of Transmittal.

Information relative to the tender offer is set forth in the table below.

Title of Security	CUSIP/ISIN Numbers	Principal Amount Outstanding	Tender Offer Consideration*	Early Participation Payment**	Total Consideration*
5.25% Senior Notes Due 2020	Unrestricted: 184496AJ6/ US 184496AJ69  144A: 184496AH0/ US 184496AH04	\$800,000,000	\$965.75	\$50.00	\$1,015.75

\* For each \$1,000 principal amount of Notes, excluding any accrued and unpaid interest, which will be paid in addition to the Tender Offer Consideration or Total Consideration, as applicable.

\*\* For each \$1,000 principal amount of Notes validly tendered on or prior to the Early Participation Date (as defined below).

The tender offer will expire at 11:59 p.m., New York City time on July 12, 2017, unless extended (such date and time, as the same may be extended, the “Expiration Date”). Holders of Notes who validly tender their Notes pursuant to the offer by 5:00 p.m., New York City time, on June 27, 2017, unless extended (such date and time, as the same may be extended, the “Early Participation Date”), 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”). Holders who validly tender their Notes after the Early Participation Date but prior to the Expiration Date will be paid, for each \$1,000 principal amount of the Notes accepted for purchase, cash in an amount equal to the Total Consideration minus the Early Participation Payment, or \$965.75 (the “Tender Offer Consideration”). Tendered Notes may be withdrawn at or prior to 5:00 p.m., New York City time, on June 27, 2017, unless extended.

Notes that are tendered and accepted for purchase at or prior to the Early Participation Date will be settled only on the date that we refer to as the “Initial Payment Date,” which will promptly follow the Early Participation Date. We currently expect the Initial Payment Date to be June 30, 2017. Notes that are tendered and accepted for purchase after the Early Participation Date but before the Expiration Date will be settled only on the date that we refer to as the “Final Payment Date,” which will promptly follow the Expiration Date. We currently expect the Final Payment Date to be July 14, 2017. If no additional Notes are tendered after the Early Participation Date, or if the tender offer is fully subscribed as of the Early Participation Date, there will be no Final Payment Date.

In addition to the applicable Tender Offer Consideration or the Total Consideration, as applicable, 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 Initial Payment Date or the Final Payment Date, as applicable.

Subject to the terms and conditions of the Offer to Purchase (and any amendments or supplements thereto), we will accept for payment only validly tendered Notes up to an aggregate principal amount of Notes equal to \$400,000,000. If the aggregate principal amount of Notes validly tendered exceeds \$400,000,000, proration will occur if we accept Notes for purchase pursuant to the Offer to Purchase. If the aggregate principal amount of Notes validly tendered as of the Early Participation Date is less than \$400,000,000, Notes validly tendered after the Early Participation Date may be subject to proration, whereas Notes validly tendered at or prior to the Early Participation Date will not be subject to proration. If the aggregate principal amount of Notes validly tendered on or prior to the Early Participation Date equals or exceeds \$400,000,000, we will not accept any Notes for purchase after the Early Participation Date, there will be no Final Payment Date and Notes tendered on or prior to the Early Participation Date will be subject to proration to the extent such tendered Notes exceed \$400,000,000.

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 Term Loan B facility debt financing on terms satisfactory to the Company in an amount that, together with available cash, will be sufficient to purchase \$400,000,000 aggregate principal amount of Notes and pay any premium, accrued and unpaid interest and fees and expenses in connection therewith.

The Company reserves the right to increase the aggregate principal amount of Notes to be accepted at any time, subject to compliance with applicable law, which could result in purchasing a greater principal amount of Notes in the tender offer. There can be no assurance that we will exercise our right to increase the aggregate principal amount to be accepted.

The tender offer is not conditioned on any minimum amount of Notes being tendered but, if less than \$400,000,000 principal amount of Notes are purchased through the tender offer on the Initial Payment Date, the Company expects to redeem, in accordance with the terms of the indenture which governs the Notes, Notes having an aggregate principal amount equal to any difference between \$400,000,000 and the aggregate principal amount of the Notes repurchased through the tender offer on the Initial Payment Date. Under the indenture, the Notes may be redeemed on or after August 1, 2017 for 101.313% of their principal amount, plus accrued interest. However, there is no assurance that any such redemption will occur.

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 will be 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](http://www.cleanharbors.com).

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## 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](http://www.cleanharbors.com).

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