

REPUBLIC SERVICES, INC.
Form 8-K
November 25, 2009

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): November 25, 2009 (November 25, 2009)

Republic Services, Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction of incorporation)

1-14267

(Commission File Number)

65-0716904

(IRS Employer Identification No.)

18500 North Allied Way

Phoenix, Arizona

(Address of principal executive offices)

85054

(Zip Code)

Registrant's telephone number, including area code (480) 627-2700

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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On November 25, 2009, Republic Services, Inc. (the "Company") completed the issuance and sale of \$600 million of Senior Notes due 2021 (the "Notes") in a previously announced private offering.

The Company intends to use the net proceeds of the offering, which are approximately \$595.6 million, as follows: approximately \$450 million to finance the Company's call of its 7.875% Senior Notes due 2013, of which \$450 million is outstanding, and approximately \$145.6 million to finance a portion of the Company's call of its 4.250% Senior Subordinated Convertible Debentures due 2034, of which \$230 million is outstanding. Cash on hand will be used to pay any accrued and unpaid interest and call premiums associated with these calls.

The Notes were sold only to qualified institutional buyers in accordance with Rule 144A of the Securities Act of 1933, as amended (the "Securities Act"), and outside the United States to non-U.S. persons, in reliance on Regulation S. The Notes are subject to restrictions on transfer and may only be offered or sold in transactions exempt from, or not subject to, the registration requirements of the Securities Act.

Indenture

The Notes were issued pursuant to the Indenture (the "Base Indenture"), dated as of November 25, 2009, by and between the Company and U.S. Bank National Association, as trustee (the "Trustee"), as supplemented by the First Supplemental Indenture (the "Supplemental Indenture" and, collectively with the Base Indenture, the "Indenture"), dated as of November 25, 2009, by and among the Company, the guarantors named therein and the Trustee. A copy of the Base Indenture and Supplemental Indenture are filed as Exhibits 4.1 and 4.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

The Notes are general senior unsecured obligations of the Company and will mature on November 15, 2021 with interest payable semi-annually on May 15 and November 15, beginning May 15, 2010. The Notes are guaranteed by each of the Company's subsidiaries that also guarantee the Company's revolving credit facility. These guarantees are general senior unsecured obligations of the subsidiary guarantors.

At the Company's option, it may redeem some or all of the Notes, at any time or from time to time at a redemption price equal to the greater of (i) 100% of the principal amount of the Notes to be redeemed and (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes to be redeemed discounted to the date of redemption on a semi-annual basis at the applicable Treasury Rate (as defined in the Indenture), plus 30 basis points. Additionally, if the Company experiences specific kinds of changes of control, each holder of the Notes will have the right to require the Company to purchase all or a portion of such holder's Notes, at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest.

The Indenture provides for certain limitations on the Company's ability and the ability of certain of its subsidiaries to (i) create liens on the capital stock or indebtedness of any principal subsidiary or certain property and (ii) enter into sale and leaseback transactions. Further, the Company may not consolidate, merge or sell substantially all of its assets as an entirety, unless, among other requirements: (i) the successor corporation assumes the Company's obligations on the Notes and (ii) no Event of Default (as defined in the Indenture) has occurred and is continuing. Failure by the Company to pay when due any of its obligations or any of its principal subsidiaries' obligations in the aggregate principal amount of at least \$25 million that continues for 25 days after notice to the Company by the Trustee or holders of at least 25% in principal amount of the Notes then outstanding constitutes a default under the Indenture.

Registration Rights Agreement

In addition, on November 25, 2009, the Company entered into a Registration Rights Agreement with the guarantors named therein and Banc of America Securities LLC, RBS Securities Inc., BNP Paribas Securities Corp. and Wells Fargo Securities, LLC, as representatives of the several initial purchasers named therein. A copy of the Registration Rights Agreement is filed as Exhibit 4.3 to this Current Report on Form 8-K and is incorporated herein by reference. Under the Registration Rights Agreement, the Company agreed to use its reasonable best efforts to cause to become effective a registration statement with respect to an offer to exchange the Notes for freely tradable notes issued by the Company, that are registered with the Securities and Exchange Commission and that have terms substantially identical in all material respects to the Notes. If the Company is unable to effect the exchange offer

and in other limited circumstances, the Company agreed to use its reasonable best efforts to file and cause to become effective a shelf registration statement relating to resales of the Notes. The Company will be obligated to pay additional interest on the Notes if it does not complete the exchange offer within 365 days after the issue date of the Notes, or in certain other circumstances if the Company is required to file a shelf registration statement.

The descriptions and provisions of the Base Indenture, the Supplemental Indenture and the Registration Rights Agreement set forth above are summaries only, are not necessarily complete, and are qualified in their entirety by reference to the full and complete terms contained in the Base Indenture, the Supplemental Indenture and the Registration Rights Agreement, copies of which are attached as Exhibits 4.1, 4.2 and 4.3, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to purchase the Notes.

ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

The information under Item 1.01 is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit No.	Description
4.1	Indenture, dated as of November 25, 2009, by and between the Company and U.S. Bank National Association, as trustee.
4.2	First Supplemental Indenture, dated as of November 25, 2009, by and among the Company, the guarantors named therein and U.S. Bank National Association, as trustee.
4.3	Registration Rights Agreement, dated as of November 25, 2009, by and among the Company, the guarantors named therein and Banc of America Securities LLC, RBS Securities Inc., BNP Paribas Securities Corp. and Wells Fargo Securities, LLC, as representatives of the several initial purchasers named therein.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 25, 2009

REPUBLIC SERVICES, INC.

By: /s/ Tod C. Holmes
Tod C. Holmes
Executive Vice President and Chief
Financial Officer (Principal Financial
Officer)

By: /s/ Charles F. Serianni
Charles F. Serianni
Senior Vice President and Chief
Accounting Officer (Principal
Accounting Officer)