

REGISTRATION STATEMENT NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

REPUBLIC SERVICES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

4953
(Primary Standard Industrial
Classification Code Number)

65-0716904
(I.R.S. Employer
Identification No.)

REPUBLIC SERVICES, INC.
110 S.E. SIXTH STREET, 28TH FLOOR
FORT LAUDERDALE, FLORIDA 33301
(954) 769-2400
(Address, including zip code, and telephone number,
including
area code, of registrant's principal executive offices)

DAVID A. BARCLAY
SENIOR VICE PRESIDENT
AND GENERAL COUNSEL
REPUBLIC SERVICES, INC.
110 S.E. SIXTH STREET, 28TH FLOOR
FORT LAUDERDALE, FLORIDA 33301
(954) 769-2400
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

COPIES TO:

JONATHAN L. AWNER, ESQ.
AKERMAN, SENTERFITT & EIDSON, P.A.
ONE S.E. THIRD AVENUE, 28TH FLOOR
MIAMI, FLORIDA 33131-1704
(305) 374-5600

VALERIE FORD JACOB, ESQ.
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON
ONE NEW YORK PLAZA
NEW YORK, NEW YORK 10004
(212) 859-8000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] File No. 333-78137

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF ADDITIONAL REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES | AMOUNT TO BE | PROPOSED MAXIMUM AGGREGATE | AMOUNT OF REGISTRATION |
|-----------------------------------|--------------|----------------------------------|---------------------------|
|-----------------------------------|--------------|----------------------------------|---------------------------|

TO BE REGISTERED

REGISTERED

OFFERING PRICE

FEE

Notes..... \$100,000,000 \$100,000,000 \$27,800

INCORPORATION OF INFORMATION BY REFERENCE

The information in the Registration Statement filed by Republic Services, Inc. (File No. 333-78137) with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, which was declared effective by the Securities and Exchange Commission on May 19, 1999, is incorporated herein by reference.

PART II
INFORMATION NOT REQUIRED IN THE PROSPECTUS

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Exhibits.

| EXHIBITS | DESCRIPTION OF EXHIBIT |
|----------|---|
| ----- | ----- |
| 5.1 | -- Opinion of Akerman, Senterfitt & Eidson, P.A. |
| 23.1 | -- Consent of Arthur Andersen LLP. |
| 23.2 | -- Consent of Akerman, Senterfitt & Eidson, P.A. (included in Exhibit 5.1). |

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on May 19, 1999.

REPUBLIC SERVICES, INC.

By: /s/ HARRIS W. HUDSON

Harris W. Hudson
Vice Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| SIGNATURE ----- | TITLE ----- | DATE ---- |
|--|--|--------------|
| * ----- H. Wayne Huizenga | Chairman of the Board | May 19, 1999 |
| /s/ HARRIS W. HUDSON ----- Harris W. Hudson | Vice Chairman and Director | May 19, 1999 |
| * ----- James E. O'Connor | Chief Executive Officer and Director (principal executive officer) | May 19, 1999 |
| * ----- Tod C. Holmes | Senior Vice President and Chief Financial Officer (principal financial officer and principal accounting officer) | May 19, 1999 |
| * ----- John W. Croghan | Director | May 19, 1999 |
| * ----- Ramon A. Rodriguez | Director | May 19, 1999 |
| * ----- Allan C. Sorensen | Director | May 19, 1999 |
| *By: /s/ HARRIS W. HUDSON | | |
| ----- Harris W. Hudson, by power of attorney | | |

EXHIBIT INDEX

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Akerman, Senterfitt & Eidson, P.A.
Attorneys at Law
One Southeast Third Avenue
Miami, Florida 33131-1714
(305) 374-5600
Facsimile (305) 374-5095

May 19, 1999

Republic Services, Inc.
110 S.E. Sixth Street, 28th Floor
Fort Lauderdale, FL 33301

RE: \$225,000,000 Principal Amount of 6 5/8% Notes due 2004;
\$375,000,000 Principal Amount of 7 1/8% Notes due 2009.

Gentlemen:

We have acted as counsel to Republic Services, Inc., a Delaware corporation (the "Company"), in connection with the corporate proceedings (the "Corporate Proceedings") taken and to be taken relating to the public offering of an aggregate \$500,000,000 of the Company's 6 5/8% Notes due 2004 and the Company's 7 1/8% Notes due 2009 (collectively, the "Notes"). We have also participated in the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933 of a registration statement on Form S-1, as amended (File No. 333-78137) (the "Registration Statement"), relating to the Notes and the registration statement on Form S-1 filed on the date hereof pursuant to Rule 462(b) (the "462(b) Registration Statement") relating to an additional \$100,000,000 of the Notes (the "Additional Notes"). In this connection, we have examined such corporate and other records, instruments, certificates and documents as we considered necessary to enable us to express this opinion.

Based on the foregoing, it is our opinion that the Additional Notes have been duly authorized for issuance by the Company and, when the Indenture filed as Exhibit 4.2 to the Registration Statement has been duly executed and delivered by the parties thereto, and when the Additional Notes are duly executed, authenticated, issued and delivered in accordance with such Indenture and the Corporate Proceedings and under the circumstances contemplated by the Registration Statement, the Additional Notes will be legally issued and will constitute valid and legally binding obligations of the Company, subject to bankruptcy, insolvency, reorganization, moratorium, or other similar laws now or hereafter in effect relating to or affecting the enforcement of creditors' rights generally and by general equity principles.

Although we have acted as counsel to the Company in connection with the preparation and filing of the Registration Statement and the 462(b) Registration Statement, our engagement has been limited to certain matters about which we have been consulted. Consequently, there may exist matters of a legal nature

Republic Services, Inc.
May 19, 1999
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involving the Company in which we have not been consulted and have not represented the Company. We express no opinion as to laws of any jurisdiction other than the General Corporation Law of the State of Delaware and laws of the State of Florida. The opinions expressed herein concern only the effect of the General Corporation Law of the State of Delaware and of the laws (excluding the principles of conflict of laws) of the State of Florida as currently in effect. This opinion letter is limited to the matters stated herein and no opinions may be implied or inferred beyond the matters expressly stated herein. The opinions expressed herein are given as of this date, and we assume no obligation to update or supplement our opinions to reflect any facts or circumstances that may come to our attention or any change in law that may occur or become effective at a later date.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement. In giving such consent, we do not thereby admit that we are included within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations promulgated thereunder.

Sincerely,

AKERMAN, SENTERFITT & EIDSON, P.A.

/s/ Jonathan L. Awner

Jonathan L. Awner
For the Firm

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the use of our reports (and to all references to our Firm) included in or made a part of this registration statement.

ARTHUR ANDERSEN LLP

Fort Lauderdale, Florida,
May 19, 1999.