

**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): May 12, 2023**

**Republic Services, Inc.**

(Exact name of registrant as specified in its 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                      | Trading<br>Symbol(s) | Name of each exchange<br>on which registered |
|--|----------------------|--|
| Common Stock, par value \$0.01 per share | RSG                  | New York Stock Exchange                      |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§232.405 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 5.07 Submission of Matters to a Vote of Security Holders**

On May 12, 2023, Republic Services, Inc. (“Republic” or the “Company”) held its 2023 Annual Meeting of Shareholders (the “Annual Meeting”). The shareholders voted on the matters set forth below:

1. The nominees for election to the Board of Directors were elected, each for a one-year term, based on the following votes:

| <u>Nominee</u>        | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-----------------------|------------------|----------------------|--------------------|-------------------------|
| Manuel Kadre          | 276,540,742      | 3,160,986            | 124,320            | 13,371,194              |
| Tomago Collins        | 277,823,360      | 1,804,468            | 198,220            | 13,371,194              |
| Michael A. Duffy      | 278,201,044      | 1,502,308            | 122,696            | 13,371,194              |
| Thomas W. Handley     | 267,110,488      | 12,589,671           | 125,889            | 13,371,194              |
| Jennifer M. Kirk      | 273,609,655      | 6,079,254            | 137,139            | 13,371,194              |
| Michael Larson        | 248,714,525      | 30,987,469           | 124,054            | 13,371,194              |
| James P. Snee         | 272,262,531      | 7,439,841            | 123,676            | 13,371,194              |
| Brian S. Tyler        | 278,197,696      | 1,506,454            | 121,898            | 13,371,194              |
| Jon Vander Ark        | 278,684,547      | 1,015,943            | 125,558            | 13,371,194              |
| Sandra M. Volpe       | 273,896,542      | 5,814,861            | 114,645            | 13,371,194              |
| Katharine B. Weymouth | 242,522,432      | 37,187,590           | 116,026            | 13,371,194              |

2. The proposal to approve the compensation of the Company’s named executive officers was approved based on the following advisory, non-binding votes:

|                  |             |
|------------------|-------------|
| Votes for        | 272,146,201 |
| Votes against    | 6,594,662   |
| Abstentions      | 1,085,185   |
| Broker non-votes | 13,371,194  |

3. The advisory vote on the frequency of an advisory vote on named executive officer compensation was approved for ONE YEAR based on the following votes:

|                       |             |
|-----------------------|-------------|
| Votes for ONE YEAR    | 274,394,421 |
| Votes for TWO YEARS   | 75,218      |
| Votes for THREE YEARS | 5,204,260   |
| Abstentions           | 152,149     |
| Broker non-votes      | 13,371,194  |

4. The proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2023 approved based on the following votes:

|               |             |
|---------------|-------------|
| Votes for     | 284,440,942 |
| Votes against | 8,642,209   |
| Abstentions   | 114,091     |

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According to an Arizona statute, if a person or group acquires 20% or more of the stock of a public corporation, the shares in excess of the 20% threshold may not be voted on matters other than the election of directors (subject to limited exceptions). This statute, on its face, applies to any public company that is headquartered in Arizona, has assets of at least \$1 million in Arizona and has more than 500 Arizona employees. In a 2007 decision, a federal court in Arizona stated that the statute is unconstitutional and unenforceable in the case of an entity, like Republic, that is incorporated in Delaware. If the statute were deemed to be enforceable and applicable to us and to the shares of our common stock held by Cascade Investment, L.L.C. (“Cascade”) (which held approximately 34.8% of our common stock as of the record date for the Annual Meeting), approximately 46 million fewer shares would have been voted for each of proposals two through six, but the outcome of the decisions on those matters would not have been impacted. The Company does not currently take any position regarding the enforceability of the statute or its application to us or the common stock voted by Cascade.

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**SIGNATURES**

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

**REPUBLIC SERVICES, INC.**

Date: May 17, 2023

By: /s/ Catharine D. Ellingsen  
Catharine D. Ellingsen  
Executive Vice President, Chief Legal Officer,  
Chief Ethics & Compliance Officer and Corporate Secretary