

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-3  
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)

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

REPUBLIC SERVICES, INC.  
110 S.E. SIXTH STREET  
FORT LAUDERDALE, FLORIDA 33301  
(954) 769-6000  
(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) 769-6000  
(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

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement as determined by market conditions.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-58058

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

CALCULATION OF REGISTRATION FEE

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 PROPOSED PROPOSED AMOUNT  
 MAXIMUM MAXIMUM AMOUNT OF TO BE  
 OFFERING PRICE AGGREGATE  
 REGISTRATION REGISTERED PER  
 UNIT(1) OFFERING PRICE(1) FEE -  
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 Senior

Notes.....  
 \$50,000,000 100% \$50,000,000  
 \$12,500 - -----  
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(1) Estimated solely for the purpose of determining the registration fee under Rule 457(o) of the Securities Act of 1933, as amended.

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This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.

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## INFORMATION INCORPORATED BY REFERENCE

This Registration Statement on Form S-3 is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Republic Services, Inc. with the Securities and Exchange Commission. This Registration Statement hereby incorporates by reference in its entirety the contents of the Registration Statement on Form S-3 (Registration No. 333-58058) filed by Republic Services on March 30, 2001.

## CERTIFICATION

Republic Services hereby certifies to the Commission that it has instructed its bank to pay to the Commission's account at Mellon Bank the filing fee of \$20,000 for the additional securities being registered hereby as soon as practicable (but in any event no later than the close of business on August 10, 2001); that it will not revoke such instructions; that it has sufficient funds in the relevant account to cover the amount of the filing fee; and that it undertakes to confirm receipt of such instructions by the bank by no later than August 10, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and 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 August 9, 2001.

Republic Services, Inc.

By: /s/ JAMES E. O'CONNOR

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Name: James E. O'Connor  
Title: Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-3 has been signed by the following persons in their capacities and on the dates indicated.

SIGNATURE  
TITLE DATE

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Chairman  
of the  
Board  
August 9,  
2001 - - - -

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H. Wayne  
Huizenga \*  
Vice  
Chairman  
and  
Director  
August 9,  
2001 - - - -

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Harris W.  
Hudson /s/  
JAMES E.  
O'CONNOR  
Chief  
Executive  
Officer  
and August  
9, 2001 - - - -

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Director  
(principal  
executive  
James E.  
O'Connor  
officer)  
/s/ TOD C.  
HOLMES  
Senior  
Vice  
President  
and Chief  
August 9,  
2001 - - - -

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Financial  
Officer  
(principal  
Tod C.  
Holmes  
financial  
officer) \*  
Chief  
Accounting  
Officer  
August 9,  
2001 - ---  
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(principal  
Charles F.  
Serianni  
accounting  
officer) \*  
Director  
August 9,  
2001 - ---  
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John W.  
Croghan \*  
Director  
August 9,  
2001 - ---  
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Ramon A.  
Rodriguez  
\* Director  
August 9,  
2001 - ---  
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Allan C.  
Sorensen

\* James E. O'Connor, by power of attorney

## EXHIBIT INDEX

EXHIBIT  
NUMBER  
DESCRIPTION  
OF EXHIBIT -  
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---- 5.1

Opinion of  
Akerman,  
Senterfitt &  
Eidson, P.A.

5.2 Opinion  
of Fried,  
Frank,  
Harris,  
Shriver &  
Jacobson, (a  
partnership  
including  
professional  
corporations).

23.1 Consent  
of Arthur  
Andersen LLP.

23.2 Consent  
of Akerman,  
Senterfitt &  
Eidson, P.A.  
(included in  
Exhibit 5.1).

23.3 Consent  
of Fried,  
Frank,  
Harris,  
Shriver &  
Jacobson  
(included in  
Exhibit 5.2).

AKERMAN, SENTERFITT & EIDSON, P.A.  
ATTORNEYS AT LAW

ONE SOUTHEAST THIRD AVENUE, 28TH FLOOR  
MIAMI, FLORIDA 33131-1714  
PHONE (305) 374-5600 o FAX (305) 374-5095

August 9, 2001

Republic Services, Inc.  
110 S.E. 6th Street, 28th Floor  
Ft. Lauderdale, FL 33301

RE: SENIOR NOTES

Ladies and Gentlemen:

We have acted as counsel to Republic Services, Inc., a Delaware corporation (the "Company"), in connection with the corporate proceedings taken and to be taken relating to the public offering of up to \$450,000,000 in aggregate principal amount of the Company's senior notes (the "Senior Notes"), to be issued from time to time in one or more series pursuant to an indenture (the "Indenture") proposed to be entered into between the Company and The Bank of New York, as trustee, as may be amended by one or more Supplemental Indentures to be entered into in connection with the creation and issuance of each series of Senior Notes (each, a "Supplemental Indenture"). We have also acted as counsel to the Company in connection with the preparation and filing with the Securities and Exchange Commission, pursuant to Rule 462(b), under the Securities Act of 1933, as amended (the "Act"), of a Registration Statement on Form S-3 (the "Registration Statement") relating to \$50,000,000 of the Senior Notes.

We have examined originals, or copies certified to our satisfaction, of such corporate records of the Company, certificates of public officials, certificates of officers and representatives of the Company and other documents as we have deemed necessary as a basis for the opinions hereinafter expressed. In our examination we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

Based on the foregoing, and having regard to legal considerations which we deem relevant, we are of the opinion that when (i) the Registration Statement has become effective under the Act, (ii) the Indenture is duly authorized, executed and delivered, (iii) the Indenture is duly qualified under the Trust Indenture Act of 1939, as amended (iv) each and any Supplemental Indenture with respect to a series of Senior Notes has been duly authorized, executed

August 9, 2001

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and delivered, and (v) the Senior Notes of such series have been duly authorized, executed, authenticated and issued in accordance with the terms of the Indenture and the applicable Supplemental Indenture and delivered against payment therefor in accordance with the terms of the applicable agreement pursuant to which such series of Senior Notes may be sold, the Senior Notes of such series will be valid and binding obligations of the Company, enforceable against the Company in accordance with their terms and entitled to the benefits of, and subject to the provisions of, the Indenture and the applicable Supplemental Indenture or board resolutions setting forth the terms of such Senior Notes, except (a) as may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws of general applicability affecting the enforcement of creditors' rights, and (b) that such enforceability may be limited by the application of general principles of equity (regardless of whether considered in a proceeding in equity or at law), including without limitation (i) the possible unavailability of specific performance, injunctive relief or any other equitable remedies and (ii) concepts of materiality, reasonableness, good faith and fair dealing.

We do not express any opinion as to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware and the laws (excluding conflicts of laws principles) of the States of Florida and New York, each as currently in effect. In rendering the foregoing opinions, we have relied, with your permission, upon the opinion of Fried, Frank, Harris, Shriver & Jacobson as to matters involving the application of the laws of New York, which opinion was delivered to us on the date hereof. 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 Registration Statement and to the reference to our name under the caption "Legal Matters" in the prospectus comprising a part of the 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.

Very truly yours,

/s/ AKERMAN, SENTERFITT & EIDSON, P.A.



FRIED, FRANK, HARRIS, SHRIVER & JACOBSON  
One New York Plaza  
New York, NY 10004-1980  
Tel: 212.859.8000  
Fax: 212.859.4000  
www.ffhsj.com

August 9, 2001

Akerman, Senterfitt & Eidson, P.A.  
One S.E. Third Avenue, 28th Floor  
Miami, Florida 33131-1704

Ladies and Gentlemen:

We are acting as special New York counsel for you in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of \$50,000,000 of Senior Notes (the "Notes") under the Registration Statement on Form S-3 of Republic Services, Inc. (the "Company") to be filed pursuant to Rule 462(b) of the Securities Act on the date hereof and the indenture (the "Indenture") to be entered into between the Company and the Bank of New York, as trustee (the "Trustee"), related to the Notes.

For the purposes of this opinion, we have examined the originals, or certified, conformed or reproduction copies, of all records, agreements, instruments and documents as we have deemed relevant or necessary as a basis for the opinions hereinafter expressed. In all such examinations, we have assumed the genuineness of all signatures, the authenticity of all original or certified copies and the conformity to original or certified copies of all copies submitted to us as conformed or reproduction copies. As to various questions of fact relevant to such opinions, we have relied upon certificates and statements of public officials, officers or representatives of the Company and others. We have assumed, for purposes of the opinion expressed herein, that (i) the Registration Statement has become effective under the Securities Act, (ii) the Company has the power and authority to execute, deliver and perform its obligations under the Indenture and to issue the Notes, (iii) the execution, delivery and performance of the Indenture and the Notes, and the terms of the issuance and sale of the Notes, have been duly authorized by all necessary action (corporate and otherwise) on the part of the Company and do not violate any applicable law, rule, regulation, order, agreement or instrument then binding on the Company, (iv) the Trustee has the power to execute, deliver and perform its obligations under the Indenture, the execution, delivery and performance of the Indenture has been duly authorized by the Trustee, and, when duly executed and delivered by the Trustee, the Indenture will be valid and binding upon the Trustee, (v) the Indenture has been duly executed and delivered by the Company and (vi) the Notes have been duly executed and authenticated in accordance with the terms of the Indenture and delivered and paid for in accordance with the terms of the purchase agreement or other documentation pursuant to which they were sold.

Based upon and subject to the foregoing, we are of the opinion that the Notes will be valid and binding obligations of the Company, enforceable against the Company in accordance with their terms and entitled to the benefits of, and subject to the provisions of, the Indenture and any applicable Supplemental Indenture or board resolution setting forth the terms of the Notes issued under the Indenture.

The opinions set forth above are subject to the following qualifications:

(A) We express no opinion as to the validity, binding effect or enforceability of any provision of the Notes or of the Indenture relating to indemnification or contribution or exculpation.

(B) Our opinions above are subject to the following:

(i) bankruptcy, insolvency, reorganization, moratorium and other laws now or hereafter in effect affecting creditors' rights and remedies generally;

(ii) general principles of equity (including, without limitation, standards of materiality, good faith, fair dealing and reasonableness), whether such principles are considered in a proceeding in equity or at law; and

(iii) the application of any applicable fraudulent conveyance, fraudulent transfer, fraudulent obligation, or preferential transfer law or any law governing the distribution of assets of any person now or hereafter in effect affecting creditors' rights and remedies generally.

(C) We express no opinion as to the validity, binding effect or enforceability of any provision of the Notes or of the Indenture:

(i) containing any purported waiver, release, variation, disclaimer, consent or other agreement of similar effect (all of the foregoing, collectively, a "Waiver") by the Company under any of such agreements or instruments to the extent limited by provisions of applicable law (including judicial decisions), or to the extent that such a Waiver applies to a right, claim, duty, defense or ground for discharge otherwise existing or occurring as a matter of law (including judicial decisions), except to the extent that such a Waiver is effective under, and is not prohibited by or void or invalid under provisions of applicable law (including judicial decisions);

(ii) related to forum selection or submission to jurisdiction or choice of governing law to the extent that the legality, validity, binding effect or enforceability of any such provision is to be determined by any court other than a court of the State of New York or a federal district court sitting in the State of New York and applying the law of the State of New York, in each case applying the choice of law principles of the State of New York;

(iii) specifying that provisions thereof may be waived only in writing, to the extent that an oral agreement or an

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implied agreement by trade practice or course of conduct has been created that modifies any provision of such agreement; and

(iv) purporting to give any person or entity the power to accelerate obligations without any notice to the obligor.

This opinion is limited to the laws of the State of New York. We express no opinion as to the laws of any other jurisdiction, including federal law.

We hereby consent to your reliance upon this opinion in rendering your opinion, both of which will be filed as exhibits to the Registration Statement, and to the reference to this firm under the caption "Legal Matters" in the Prospectus forming part of the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

FRIED, FRANK, HARRIS, SHRIVER & JACOBSON

By: /s/ Stuart Gelfond

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Stuart Gelfond

## CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated January 29, 2001 included in Republic Services, Inc.'s Form 10-K for the year ended December 31, 2000 and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Fort Lauderdale, Florida  
August 9, 2001.