

---

---

**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 20, 2016 (June 20, 2016)**

---

**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))
- 
-

[Table of Contents](#)

**TABLE OF CONTENTS**

<a href="#">Item 8.01</a>	<a href="#">Other Events</a>	3
<a href="#">Item 9.01</a>	<a href="#">Financial Statements and Exhibits</a>	3
<a href="#">SIGNATURES</a>		4
<a href="#">Exhibit 99.1</a>		
<a href="#">Exhibit 99.2</a>		
<a href="#">Exhibit 99.3</a>		

## [Table of Contents](#)

### **Item 8.01 Other Events.**

#### *Tender Offers*

On June 20, 2016, Republic Services, Inc. (“Republic”) issued a press release announcing the early tender results of its previously announced cash tender offers (the “Tender Offers”) to purchase up to \$500,000,000 combined aggregate principal amount (the “Tender Cap”) of the following series of outstanding notes: Republic’s 6.200% Notes due March 1, 2040, 5.700% Notes due May 15, 2041 and 6.086% Notes due March 15, 2035 and Republic’s subsidiary, Browning-Ferris Industries, LLC’s 7.400% Debentures due September 15, 2035 (collectively, the “Existing Notes”), subject to the priority levels and the other terms and conditions set forth in the related Offer to Purchase. Republic also announced that it is increasing the Tender Cap from \$500 million to \$600 million. A copy of the press release announcing the early tender results and the increase to the Tender Cap is filed under Item 9.01 as Exhibit 99.1 and is incorporated herein by reference.

On June 20, 2016, Republic also issued a press release announcing the pricing for the Tender Offers. A copy of the press release announcing the pricing of the Tender Offers is filed under Item 9.01 as Exhibit 99.2 and is incorporated herein by reference.

#### *Senior Notes Offering*

Also on June 20, 2016, Republic announced the pricing of an offering of \$500 million of 2.900% senior notes due 2026 (the “Notes”). Republic intends to use the net proceeds of the offering, together with borrowing under its credit facilities, to purchase up to \$600 million combined aggregate principal amount of the Existing Notes tendered in the Tender Offers. The offering of the Notes is not conditioned upon the consummation of the Tender Offers.

A copy of the press release announcing the pricing of the offering is filed under Item 9.01 as Exhibit 99.3 and is incorporated herein by reference.

### **Item 9.01 Financial Statements and Exhibits.**

#### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued June 20, 2016 announcing early tender results
99.2	Press release issued June 20, 2016 announcing pricing of tender offers
99.3	Press release issued June 20, 2016 announcing pricing of senior notes offering

**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: June 20, 2016

REPUBLIC SERVICES, INC.

By: /s/ Charles F. Serianni

Charles F. Serianni  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

By: /s/ Brian A. Goebel

Brian A. Goebel  
Vice President and Chief Accounting Officer (Principal  
Accounting Officer)



**Republic Services, Inc. Announces Early Results of Tender Offers and Increase in Tender Cap**

**PHOENIX (June 20, 2016)**—Republic Services, Inc. (“Republic”) (NYSE: RSG) today announced that, pursuant to its previously announced cash tender offers to purchase up to \$500 million combined aggregate principal amount of the Notes identified in the table below (collectively, the “Notes”), approximately \$575 million in aggregate principal amount of Notes were validly tendered and not validly withdrawn at or prior to 5:00 p.m. ET on June 17, 2016 (the “Early Tender Time”). Tendered Notes may not be withdrawn after the Early Tender Time. Republic also announced that it is increasing the Tender Cap from \$500 million to \$600 million (as increased, the “Tender Cap”). The terms and conditions of the tender offers are described in the *Offer to Purchase*, dated June 6, 2016 (the “Offer to Purchase”), and the related *Letter of Transmittal* and remain unchanged except for the increase in the Tender Cap.

The following table sets forth certain information regarding the Notes and the tender offers, including the aggregate principal amount of each series of Notes that were validly tendered and not validly withdrawn at or prior to the Early Tender Time:

Title of Security	CUSIP	Issuer	Acceptance Priority Level	Principal Amount Outstanding	Principal Amount Tendered
6.200% Notes due March 1, 2040	760759AJ9 and 760759AK6	Republic Services, Inc.	1	\$650,000,000	\$249,468,000
5.700% Notes due May 15, 2041	760759AN0	Republic Services, Inc.	2	\$600,000,000	\$214,330,000
7.400% Debentures due September 15, 2035	115885AK1	Browning-Ferris Industries, LLC	3	\$165,200,000	\$17,215,000
6.086% Notes due March 15, 2035	760759AF7	Republic Services, Inc.	4	\$275,674,000	\$93,782,000

Depending on the amounts of Notes tendered at the Expiration Time (as defined below), Republic may not purchase Notes with Acceptance Priority Levels 2, 3 or 4. The amounts of each series of Notes that are ultimately purchased in the tender offers will be determined in accordance with the Tender Cap, the Acceptance Priority Levels and the proration procedures described in the Offer to Purchase, as amended hereby. As a result, a holder who validly tenders Notes pursuant to the tender offers may have all or a portion of its Notes returned to it, and the amount of Notes returned will depend on the overall level of participation of holders in the tender offers.

Holders of the Notes subject to the tender offers who validly tendered and did not validly withdraw their Notes at or prior to the Early Tender Time and whose Notes are accepted for purchase will receive the applicable Total Consideration, which includes an Early Tender Payment as described in the Offer to Purchase, as amended hereby. Holders of Notes who validly tender their Notes after the Early Tender Time but at or prior to 11:59 p.m. ET on July 1, 2016 (the "Expiration Time"), and whose Notes are accepted for purchase will receive the applicable Tender Offer Consideration, which is equal to the applicable Total Consideration minus the Early Tender Payment. Republic expects to issue a press release on June 20, 2016, to announce the Total Consideration payable in connection with the tender offers, which will be determined at 2:00 p.m. ET on June 20, 2016.

Holders whose Notes are accepted for purchase pursuant to the tender offers will also receive accrued and unpaid interest on their purchased Notes from the last interest payment date for such Notes to, but not including, the Settlement Date. Subject to the terms and conditions of the tender offers, the Settlement Date will follow promptly after the Expiration Time and currently is expected to be July 5, 2016.

The tender offers may be amended, extended, terminated or withdrawn in whole or with respect to one or more series of Notes. The tender offers are not conditioned upon any minimum amount of Notes being tendered but are subject to the satisfaction or waiver of certain conditions, including Republic obtaining available funds through a debt financing to pay for all Notes accepted for purchase in the tender offers on terms and conditions acceptable to Republic, in its sole discretion.

Republic has retained Barclays Capital, BofA Merrill Lynch and J.P. Morgan to serve as the Dealer Managers for the tender offers. Barclays Capital may be contacted at (800) 438-3242 (toll free) or (212) 528-7581 (collect), BofA Merrill Lynch may be contacted at (888) 292-0070 (toll free) or (980) 387-3907 (collect) and J.P. Morgan may be contacted at (866) 834-4666 (toll free) or (212) 834-3424 (collect). Republic has also retained Global Bondholder Services Company as Tender Agent and Information Agent.

This press release is not an offer to purchase or a solicitation of offers to sell any securities, which may be made only pursuant to the terms of the Offer to Purchase and the Letter of Transmittal. The tender offers do not constitute an offer to purchase Notes in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities or blue sky laws. None of Republic, the Tender Agent, the Information Agent, any of the Dealer Managers or the trustee for the applicable series of Notes is making any recommendation as to whether holders should tender Notes in the tender offers.

---

**About Republic Services:**

Republic Services, Inc. (NYSE: RSG) is an industry leader in U.S. recycling and non-hazardous solid waste. Through its subsidiaries, Republic's collection companies, recycling centers, transfer stations and landfills focus on providing effective solutions to make proper waste disposal effortless for their commercial, industrial, municipal, residential and oilfield customers. *We'll handle it from here.*<sup>TM</sup>, the brand's tagline, lets customers know they can count on Republic to provide a superior experience while fostering a sustainable *Blue Planet*<sup>TM</sup> for future generations to enjoy a cleaner, safer and healthier world.

**Information Regarding Forward Looking Statements:**

The disclosures in this press release include "forward looking statements" within the meaning of the federal securities laws concerning the proposed tender offers. The terms of, and Republic's ability to complete, such transactions will depend upon prevailing market conditions and other factors. The forward-looking statements are subject to these and other risks and uncertainties that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements.

**For more information, contact:**

Media Inquiries

Darcie Brossart (480) 627-2700

[media@RepublicServices.com](mailto:media@RepublicServices.com)

Investor Inquiries

Brian DelGhiaccio (480) 627-2741

[investor@RepublicServices.com](mailto:investor@RepublicServices.com)

###



### Republic Services, Inc. Announces Pricing of Tender Offers

**PHOENIX (June 20, 2016)**—Republic Services, Inc. (“Republic”) (NYSE: RSG) today announced that it has priced its cash tender offers to purchase up to \$600 million combined aggregate principal amount (the “Tender Cap”) of the Notes identified in the table below (collectively, the “Notes”). The terms and conditions of the tender offers are described in the *Offer to Purchase*, dated June 6, 2016 (the “Offer to Purchase”), and the related *Letter of Transmittal* and remain unchanged except as modified by Republic’s press release earlier today that increased the Tender Cap from \$500 million to \$600 million.

The Total Consideration for each series of Notes is based on the applicable reference yield plus a fixed spread, in each case as set forth in the table below, and is payable to holders of the Notes who validly tendered and did not validly withdraw their Notes at or prior to 5:00 p.m. ET on June 17, 2016 (the “Early Tender Time”), and whose Notes are accepted for purchase. The reference yields listed in the table below were determined at 2:00 p.m. ET on June 20, 2016, by the Dealer Managers (identified below). The Total Consideration for each series of Notes includes an Early Tender Payment of \$50 per \$1,000 principal amount of Notes validly tendered and not validly withdrawn by such holders at or prior to the Early Tender Time and accepted for purchase. Holders of Notes who validly tender their Notes after the Early Tender Time but at or prior to 11:59 p.m. ET on July 1, 2016 (the “Expiration Time”), and whose Notes are accepted for purchase will receive the applicable Tender Offer Consideration, which is equal to the applicable Total Consideration minus the Early Tender Payment.

Title of Security	CUSIP	Issuer	Principal Amount Outstanding	Acceptance Priority Level	U.S. Treasury Reference Security	Reference Yield	Fixed Spread (Basis Points)	Total Consideration*	Tender Offer Consideration
6.200% Notes due March 1, 2040	760759AJ9 and 760759AK6	Republic Services, Inc.	\$650,000,000	1	2.5% U.S. Treasury due 02/15/2046	2.479%	150	\$1,338.33	\$1,288.33
5.700% Notes due May 15, 2041	760759AN0	Republic Services, Inc.	\$600,000,000	2	2.5% U.S. Treasury due 02/15/2046	2.479%	145	\$1,276.00	\$1,226.00
7.400% Debentures due September 15, 2035	115885AK1	Browning-Ferris Industries, LLC	\$165,200,000	3	2.5% U.S. Treasury due 02/15/2046	2.479%	170	\$1,422.21	\$1,372.21
6.086% Notes due March 15, 2035	760759AF7	Republic Services, Inc.	\$275,674,000	4	2.5% U.S. Treasury due 02/15/2046	2.479%	150	\$1,275.94	\$1,225.94

\* The Total Consideration includes an Early Tender Payment of \$50 per \$1,000 principal amount of Notes.



Holders whose Notes are accepted for purchase pursuant to the tender offers will also receive accrued and unpaid interest on their purchased Notes from the last interest payment date for such Notes to, but not including, the Settlement Date. Subject to the terms and conditions of the tender offers, the Settlement Date will follow promptly after the Expiration Time and currently is expected to be July 5, 2016.

Republic previously announced that the total aggregate principal amount of Notes validly tendered and not validly withdrawn at or prior to the Early Tender Time was approximately \$575 million, including \$249,468,000 of 6.200% Notes due 2040, \$214,330,000 of 5.700% Notes due 2041, \$17,215,000 of 7.400% Debentures due 2035 and \$93,782,000 of 6.086% Notes due 2035. Depending on the amounts of Notes tendered at the Expiration Time, Republic may not purchase Notes with Acceptance Priority Levels 2, 3 or 4. The amounts of each series of Notes that are ultimately purchased in the tender offers will be determined in accordance with the Tender Cap, the Acceptance Priority Levels and the proration procedures described in the Offer to Purchase. As a result, a holder who validly tenders Notes pursuant to the tender offers may have all or a portion of its Notes returned to it, and the amount of Notes returned will depend on the overall level of participation of holders in the tender offers.

The tender offers may be amended, extended, terminated or withdrawn in whole or with respect to one or more series of Notes. The tender offers are not conditioned upon any minimum amount of Notes being tendered but are subject to the satisfaction or waiver of certain conditions, including Republic obtaining available funds through a debt financing to pay for all Notes accepted for purchase in the tender offers on terms and conditions acceptable to Republic, in its sole discretion.

Republic has retained Barclays Capital, BofA Merrill Lynch and J.P. Morgan to serve as the Dealer Managers for the tender offers. Barclays Capital may be contacted at (800) 438-3242 (toll free) or (212) 528-7581 (collect), BofA Merrill Lynch may be contacted at (888) 292-0070 (toll free) or (980) 387-3907 (collect) and J.P. Morgan may be contacted at (866) 834-4666 (toll free) or (212) 834-3424 (collect). Republic has also retained Global Bondholder Services Company as Tender Agent and Information Agent.

This press release is not an offer to purchase or a solicitation of offers to sell any securities, which may be made only pursuant to the terms of the Offer to Purchase and the Letter of Transmittal. The tender offers do not constitute an offer to purchase Notes in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities or blue sky laws. None of Republic, the Tender Agent, the Information Agent, any of the Dealer Managers or the trustee for the applicable series of Notes is making any recommendation as to whether holders should tender Notes in the tender offers.

#### **About Republic Services:**

Republic Services, Inc. (NYSE: RSG) is an industry leader in U.S. recycling and non-hazardous solid waste. Through its subsidiaries, Republic's collection companies, recycling centers, transfer stations and landfills focus on providing effective solutions to make proper waste disposal effortless for their commercial, industrial, municipal, residential and oilfield customers. *We'll handle it from here.*<sup>TM</sup>, the brand's tagline, lets customers know they can count on Republic to provide a superior experience while fostering a sustainable *Blue Planet*<sup>TM</sup> for future generations to enjoy a cleaner, safer and healthier world.

---

**Information Regarding Forward Looking Statements:**

The disclosures in this press release include “forward looking statements” within the meaning of the federal securities laws concerning the proposed tender offers. The terms of, and Republic’s ability to complete, such transactions will depend upon prevailing market conditions and other factors. The forward-looking statements are subject to these and other risks and uncertainties that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements.

**For more information, contact:**

Media Inquiries

Darcie Brossart (480) 627-2700

[media@RepublicServices.com](mailto:media@RepublicServices.com)

Investor Inquiries

Brian DeGhiaccio (480) 627-2741

[investor@RepublicServices.com](mailto:investor@RepublicServices.com)

###



### Republic Services, Inc. Prices \$500 Million of 2.900% Senior Notes due 2026

**PHOENIX (June 20, 2016)**—Republic Services, Inc. (“Republic”) (NYSE: RSG) today announced that it has priced an offering of \$500 million 2.900% senior notes due 2026. Republic intends to use the net proceeds of this offering, together with borrowing under its credit facilities, to purchase up to \$600 million combined aggregate principal amount of the 6.200% Notes due 2040, 5.700% Notes due 2041 and 6.086% Notes due 2035, each issued by Republic, and the 7.400% Debentures due 2035 issued by Republic’s subsidiary Browning-Ferris Industries, LLC, tendered in the tender offers launched June 6, 2016. The offering is not conditioned upon the consummation of the tender offers.

The sale of the notes is expected to close on or about July 5, 2016, subject to customary closing conditions.

This press release is not an offer to sell or a solicitation of an offer to buy any security, nor will there be any sale of securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state or other jurisdiction. The Offering is being made solely by means of a prospectus and a prospectus supplement, copies of which may be obtained by calling Barclays Capital Inc. toll-free at (888) 603-5847, J.P. Morgan Securities LLC collect at (212) 834-4533 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322.

This press release is not an offer to purchase or a solicitation of an offer to sell any securities subject to the tender offers, which may be made only pursuant to the terms of the *Offer to Purchase*, dated June 6, 2016, and the related *Letter of Transmittal*.

#### **About Republic Services:**

Republic Services, Inc. (NYSE: RSG) is an industry leader in U.S. recycling and non-hazardous solid waste. Through its subsidiaries, Republic’s collection companies, recycling centers, transfer stations and landfills focus on providing effective solutions to make proper waste disposal effortless for their commercial, industrial, municipal, residential and oilfield customers. *We’ll handle it from here.*<sup>TM</sup>, the brand’s tagline, lets customers know they can count on Republic to provide a superior experience while fostering a sustainable *Blue Planet*<sup>TM</sup> for future generations to enjoy a cleaner, safer and healthier world.

---

**Information Regarding Forward Looking Statements:**

The disclosures in this press release include “forward looking statements” within the meaning of the federal securities laws concerning the proposed offering and tender offers. Republic’s ability to complete such transactions will depend upon prevailing market conditions and other factors. The forward-looking statements are subject to these and other risks and uncertainties that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements.

**For more information, contact:**

Media Inquiries  
Darcie Brossart (480) 627-2700  
[media@RepublicServices.com](mailto:media@RepublicServices.com)

Investor Inquiries  
Brian DeGhiaccio (480) 627-2741  
[investor@RepublicServices.com](mailto:investor@RepublicServices.com)

###