

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): August 31, 2009 (August 31, 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))

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

On August 31, 2009, Republic Services, Inc. (the "Company") announced the commencement and the pricing of a private offering of \$650 million of Senior Notes due 2019, which announcements were contained in press releases, copies of which are filed under Item 9.01 as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

ITEM 8.01 OTHER EVENTS.

On August 31, 2009, the Company announced that it and its subsidiary, Allied Waste North America, Inc., have commenced a cash tender offer to purchase a portion of the following series of outstanding notes: 6.500% Senior Notes due 2010; 5.750% Senior Notes due 2011; 6.375% Senior Notes due 2011; and 6.75% Senior Notes due 2011. A copy of the press release announcing this offer 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 August 31, 2009 announcing commencement of bond offering
99.2	Press release issued August 31, 2009 announcing pricing of bond offering
99.3	Press release issued August 31, 2009 announcing commencement of tender offer

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: August 31, 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)

NEWS

REPUBLIC CONTACTS:

Media Inquiries: Susan David (480) 627-2885

Investor Inquiries: Ed Lang (480) 627-7128

REPUBLIC SERVICES, INC. ANNOUNCES BOND OFFERING

PHOENIX, AZ, August 31, 2009...Republic Services, Inc. (NYSE: RSG) announced today that it has commenced a private offering of \$500 million of senior notes due 2019. We intend to use the net proceeds of the offering to tender for certain outstanding senior notes maturing in 2010 and 2011 that were issued by us or one of our subsidiaries, subject to a maximum payment amount of \$250 million (plus accrued interest), to reduce amounts outstanding under our revolving credit facility and to remit estimated tax payments related to our divestiture of assets in connection with our 2008 merger with Allied Waste Industries, with the remainder to be used for general corporate purposes, including capital expenditures. The offering is subject to market and other conditions.

The notes will be our general senior unsecured obligations and will be guaranteed by each of our subsidiaries that also guarantee our revolving credit facilities. These guarantees will be general senior unsecured obligations of the subsidiary guarantors.

We are offering the notes in reliance upon an exemption from registration under the Securities Act of 1933 for an offer and sale of securities that does not involve a public offering. The notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration. This communication does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which it would be unlawful.

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

The disclosures herein include "forward looking statements" within the meaning of the federal securities law concerning Republic's proposed offering. The terms of, and Republic's ability to complete, such transaction 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.

NEWS

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REPUBLIC SERVICES, INC. PRICES BOND OFFERING

PHOENIX, AZ, August 31, 2009...Republic Services, Inc. (NYSE: RSG) announced today that it has priced a private offering of \$650 million of 5.500% senior notes due 2019. We intend to use the net proceeds of the offering, which are expected to be approximately \$639 million, as follows: approximately \$256 million (including accrued interest) to tender for certain outstanding senior notes maturing in 2010 and 2011 that were issued by us or one of our subsidiaries, approximately \$250 million to reduce amounts outstanding under our revolving credit facility and approximately \$105 million to remit estimated tax payments related to our divestiture of assets in connection with our 2008 merger with Allied Waste Industries, with the remainder to be used for general corporate purposes, including capital expenditures. The offering is subject to market and other conditions and is expected to close on September 8, 2009.

The notes will be our general senior unsecured obligations and will mature on September 15, 2019 with interest payable semi-annually on March 15 and September 15, beginning March 15, 2010. The notes will be guaranteed by each of our subsidiaries that also guarantee our revolving credit facility. These guarantees will be general senior unsecured obligations of the subsidiary guarantors.

We are offering the notes in reliance upon an exemption from registration under the Securities Act of 1933 for an offer and sale of securities that does not involve a public offering. The notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration. This communication does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which it would be unlawful.

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NEWS

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REPUBLIC SERVICES, INC. ANNOUNCES TENDER OFFER

PHOENIX, AZ, August 31, 2009...Republic Services, Inc. (NYSE: RSG) announced today that it and its subsidiary, Allied Waste North America, Inc. (the "Offerors"), have commenced a cash tender offer (the "Tender Offer") to purchase a portion of the outstanding notes listed in the table below. Pursuant to a modified "Dutch Auction" procedure and in accordance with the terms and conditions set forth in an Offer to Purchase dated August 31, 2009 (the "Offer to Purchase") and related Letter of Transmittal (collectively, the "Offer Documents"), the maximum payment in cash (excluding accrued interest) to purchase such notes will be \$250 million.

The notes subject to purchase (collectively, the "Notes") and other information relating to the Tender Offer are listed in the table below.

Series of Notes	CUSIP No.	Outstanding Principal Amount	Early Participation Amount(1)	Total Consideration (Acceptable Bid Price Range)(1)(2)
6.500% Senior Notes due 2010	01958XBA4	\$346,530,000	\$30.00	\$1,030.00 - \$1,057.50
5.750% Senior Notes due 2011	01958XBD8	\$396,540,000	\$30.00	\$1,031.25 - \$1,058.75
6.375% Senior Notes due 2011	01958XBK2	\$270,000,000	\$30.00	\$1,038.75 - \$1,066.25
6.750% Senior Notes due 2011	760759AC4	\$450,000,000	\$30.00	\$1,050.00 - \$1,077.50

(1) Per \$1,000 principal amount of Notes that are accepted for purchase.

(2) Includes the \$30.00 Early Participation Amount.

The following is a summary of key terms of the Tender Offer.

- The total consideration payable pursuant to the Tender Offer per \$1,000 principal amount of Notes validly tendered and accepted for purchase will be determined based on a formula consisting of a base price (which includes the Early Participation Amount) equal to (i) \$1,030.00 for the 6.500% Senior Notes due 2010, (ii) \$1,031.25 for the 5.750% Senior Notes due 2011, (iii) \$1,038.75 for the 6.375% Senior Notes due 2011 and (iv) \$1,050.00 for the 6.750% Senior Notes due 2011, plus a clearing premium not to exceed \$27.50.
- The clearing premium will be the lowest single premium at which the Offerors will be able to spend \$250 million by accepting all tendered Notes with bid premiums equal to or lower than the clearing premium. If the aggregate amount of Notes tendered at or below the clearing premium would cause the Offerors to spend more than a total of \$250 million, then holders of the Notes tendered at the clearing premium will be subject to proration (rounded downward to the nearest \$1,000) as described in the Offer to Purchase.

- Notes tendered and not withdrawn on or prior to 5:00 p.m., New York City time, on September 14, 2009, unless extended by the Offerors (the “Early Participation Date”), will receive an early participation amount of \$30.00 per \$1,000 principal amount of Notes tendered (the “Early Participation Amount”). Notes tendered after the Early Participation Date and on or prior to the Expiration Date (as defined below) will not receive the Early Participation Amount.
- Accrued and unpaid interest will be paid on all Notes tendered and accepted for payment in the Tender Offer from the last interest payment date to, but not including, the date on which the Notes are purchased.
- The Tender Offer is scheduled to expire at 12:00 a.m., New York City time, on September 29, 2009, unless extended or earlier terminated by the Offerors (the “Expiration Date”).
- Tendered Notes may be withdrawn at any time prior to 5:00 p.m., New York City time, on September 14, 2009, unless extended by the Offerors (the “Withdrawal Date”). Notes tendered after the Withdrawal Date may not be withdrawn.

This announcement is for informational purposes only and is not an offer to purchase or a solicitation of an offer to purchase any Notes. The Tender Offer is being made solely pursuant to the Offer Documents.

Closing of the tender offer is subject to the conditions described in the Offer Documents, including the completion of our concurrent private offering of senior notes due 2019 and market and other factors.

Additionally, with respect to the Tender Offer, we expect to incur a third quarter charge for premiums paid to retire the notes being tendered and any unamortized discounts or debt issue costs related to the notes being tendered. As we are uncertain as to the quantity and series of notes to be tendered, we are unable to estimate the charge at this time.

Additional Information

The Offerors have retained BofA Merrill Lynch to act as the lead dealer manager and Barclays Capital and J.P. Morgan to act as co-dealer managers for the Tender Offer. Global Bondholder Services Corporation is the Information Agent and Depositary for the Tender Offer.

Questions regarding the Tender Offer: Requests for documentation:

BofA Merrill Lynch Debt Advisory Services
(888) 292-0070 (toll-free)
(646) 855-3401 (collect)

Global Bondholder Services Corporation
(866) 389-1500 (toll-free)
(212) 430-3774 (collect)

The Tender Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Tender Offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of the Offerors by the dealer managers, or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

About Republic Services, Inc.

Republic Services, Inc. is a leading provider of services in the domestic, non-hazardous solid waste industry. The Company provides non-hazardous solid waste collection services for commercial, industrial, municipal, and residential customers through 380 collection companies in 40 states. It also owns or operates 239 transfer stations, 203 solid waste landfills and 79 recycling facilities. Republic serves millions of residential customers under contracts with more than 3,000 municipalities for waste collection and residential services. It also serves commercial customers throughout its expansive service area.

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

The disclosures herein include “forward looking statements” within the meaning of the federal securities law concerning Republic’s proposed Tender Offer. The terms of, and Republic’s ability to complete, such transaction 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.