

---

---

**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): March 26, 2021**

---

**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 Symbol	Name of exchange 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 (§230.405 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.

---

---

**TABLE OF CONTENTS**

<a href="#">Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.</a>	3
<a href="#">Item 9.01 Financial Statements and Exhibits.</a>	4
<a href="#">SIGNATURES</a>	5
EX-99.1	
EX-104	

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

CEO Transition

On March 26, 2021, Donald W. Slager, the Chief Executive Officer of Republic Services, Inc. (the “Company”), gave his one-year notice of his intent to retire from the Company pursuant to his employment agreement. The Board of Directors (the “Board”) of the Company accepted the notice of retirement from Mr. Slager and waived the one-year notice requirement. The Board elected Jon Vander Ark, the Company’s President, to succeed Mr. Slager as Chief Executive Officer, effective June 25, 2021. Mr. Vander Ark will remain President of the Company and will be appointed to the Board effective July 1, 2021.

Mr. Vander Ark, 45, has served as the Company’s President since May 1, 2019, and currently leads ongoing transformation and continued growth, and is responsible for overseeing the Company’s operations, sales, marketing and business development. Mr. Vander Ark served as the Company’s Executive Vice President, Chief Operating Officer from January 1, 2018 to May 2019. Prior to that, Mr. Vander Ark served as the Company’s Executive Vice President, Operations from March 2016 to January 2018. Mr. Vander Ark joined the Company in January 2013 as Executive Vice President, Chief Marketing Officer. Prior to joining the Company, he served as a partner at McKinsey & Company’s Detroit office, managing clients across a variety of industries, including transportation, logistics, manufacturing and consumer products.

Mr. Slager’s Transition Agreement

In conjunction with the transition, the Board has retained Mr. Slager in a consultancy role through December 31, 2021. On March 26, 2021, the Company and Mr. Slager entered into a Transition Agreement (the “Transition Agreement”) setting forth his and the Company’s rights and obligations upon his retirement as Chief Executive Officer of the Company on June 25, 2021 (the “Retirement Date”). Pursuant to the terms of the Transition Agreement, (1) Mr. Slager’s employment with the Company will end on the Retirement Date, he will resign as an officer and director of the Company and its subsidiaries and affiliates as of that date, and he will not stand for re-election as a director at the Company’s 2021 annual meeting of shareholders, (2) Mr. Slager’s Employment Agreement, dated October 29, 2013, as modified by the First Amendment to the Employment Agreement, dated December 23, 2014 (collectively, the “Employment Agreement”), will terminate on the Retirement Date, except for express provisions of the Employment Agreement that survive termination as set forth in the Transition Agreement, (3) Mr. Slager’s 2021 annual incentive award will fully vest upon his retirement, and will be paid without proration as the Management Development & Compensation Committee of the Board (the “Committee”) determines pursuant to the terms of the Company’s Executive Incentive Plan, (4) the Company acknowledges receipt of Mr. Slager’s notice of retirement and waives the twelve-month notice period, which means that all “Prospective Awards” will vest and be paid in accordance with the “Original Retirement Policy,” in each case as such terms are defined in the Employment Agreement, (5) in addition to Mr. Slager’s obligations under Section 24 of the Employment Agreement, Mr. Slager will provide transition assistance to his successor and the Board and provide consulting services on such other matters as may be requested from time to time through December 31, 2021, and (6) in consideration for the transition and consulting services, Mr. Slager will receive consulting fees equal to the base salary he would have received from the Company had he continued to be employed by the Company from his Retirement Date through December 31, 2021, payable in equal monthly installments, and the Company will pay Mr. Slager’s self-employment Medicare tax, net of deductions, for such period. The Company expects to incur a charge of approximately \$20 million for the accelerated vesting of the awards described above in the second quarter of 2021.

Mr. Vander Ark’s Offer Letter

On March 26, 2021, Jon Vander Ark accepted the terms of an Offer Letter (the “Offer Letter”) provided by the Company setting forth the terms of Mr. Vander Ark’s compensation upon his election to Chief Executive Officer. The Offer Letter provides that Mr. Vander Ark will become the Chief Executive Officer and continue as President effective as of June 25, 2021.

Pursuant to the Offer Letter, the Committee approved an increase in Mr. Vander Ark’s annual base salary to \$1,000,000, with an annual cash bonus opportunity of 135% of his base salary. The Committee also granted Mr. Vander Ark \$400,000 in restricted stock units, as well as performance share units with a target of \$850,000 for the 2021-2023 performance cycle. Mr. Vander Ark’s employment will continue to be subject to the Company’s Executive Separation Policy, except that in the case of a termination by the Company without cause, the Company will provide severance to Mr. Vander Ark in an amount equal to two years of his then-current base salary, plus two times his target annual bonus, paid in equal bi-weekly installments over a twenty-four month period (and not the salary and pro-rated annual bonus referenced in the Executive Separation Policy).

A copy of the press release dated March 30, 2021 announcing Mr. Slager’s retirement and Mr. Vander Ark’s appointment as Chief Executive Officer is attached as Exhibit 99.1 to this report and incorporated herein by reference.

[Table of Contents](#)

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release of Republic Services, Inc. dated March 30, 2021</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

**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.

Date: March 30, 2021

**REPUBLIC SERVICES, INC.**

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



We'll handle it from here.®

Republic Services Announces Completion of Comprehensive CEO Succession Plan

Seamless transition underway

Donald W. Slager to be succeeded by Jon Vander Ark

PHOENIX (March 30, 2021) – Republic Services, Inc. (NYSE: RSG) today announced industry icon Donald W. Slager has provided his notice of intent to retire from the Company after serving as its Chief Executive Officer for more than a decade and serving as Chief Operating Officer for nearly a decade prior. The move marks the conclusion of a thoughtful and comprehensive, multi-year CEO succession planning process. President Jon Vander Ark will succeed Slager as the Company's Chief Executive Officer. Vander Ark also will continue as President and be appointed to the Board of Directors. The transition will be effective June 25, 2021. Slager will serve in a consulting capacity for the remainder of 2021 to complete this orderly and seamless transition.

"It has been a pleasure to serve as Republic's CEO for the past decade," said Slager. "We've built a durable foundation from which the Company can continue to prosper. Jon has contributed considerably since joining the team and has been instrumental in launching and integrating several key programs including Capture, Priority Based Selling, and Digital Operations. His innovative spirit and passion for sustainability are great attributes. I have every confidence Jon will continue to position Republic as an industry leader throughout the Company's next chapter."

Manny Kadre, Republic's Chairman of the Board, said, "This announcement follows a robust, multi-year CEO succession planning process developed and executed by Don and the Board of Directors, culminating in this unanimous appointment. Don has groomed an outstanding successor who will continue to serve our customers, our people, and our shareholders well. Jon is a proven leader who is poised to build off our strong foundation, leverage our leading market position, and capitalize on our momentum."

"It is an honor and truly humbling to follow Don as the next CEO of Republic Services," said Vander Ark. "I look forward to building on the great work that has already been done. I am energized for the opportunity to lead this strong Republic team and for what we expect to accomplish on the road ahead. We are off to a strong start to the year which is supported by the positive momentum in the business and macro factors that have been better than anticipated. It is an exciting time to be at this Company."

Kadre also expressed the Board's profound appreciation and gratitude to Don for his extraordinary performance and relentless dedication to the Company over the last 35 years. "Don has left an indelible mark by delivering sustainable shareholder value, and transforming Republic while creating a highly ethical, inclusive, and engaged culture, a recognized Company brand, and a clear identity for Republic's people. Don has also achieved the unmistakable legacy of building the Company and professionalizing the industry while consistently producing exceptional results."

Slager's experience in the waste industry has spanned over four decades. He initially worked in the business as a truck washer while he was a young teenager before beginning his full-time career in the maintenance shop in 1980. He then filled multiple driver positions and was appointed to a supervisory role at the age of 24. He was subsequently and continually appointed to positions of increasing responsibility. In 1985, Slager joined National Waste Services, a privately owned company in Chicago, and led that organization in 1992 when it became one of the cornerstone companies of Allied Waste Industries, Inc. Slager held numerous roles at Allied prior to joining the corporate team in 1998 and becoming COO in 2002. Slager oversaw Allied's groundbreaking merger with Republic in 2008 and was named CEO in 2011.

Vander Ark was named President of Republic in May 2019, and currently leads the Company's ongoing transformation and continued growth, with responsibility for operations, sales, marketing, and business development. Vander Ark served as the Company's Executive Vice President, Chief Operating Officer from January 2018 to May 2019. Prior to that, he was the Company's Executive Vice President, Operations from March 2016 to January 2018. Vander Ark joined the Republic team in January 2013 as Executive Vice President, Chief Marketing Officer. Prior to Republic, he served as a partner at McKinsey & Company, managing clients across a variety of industries, including transportation, logistics, manufacturing, and consumer products. Jon holds a Bachelor of Arts degree from Calvin College and a Juris Doctorate from Harvard University.

For more information, visit [RepublicServices.com](http://RepublicServices.com)

#### About Republic Services

Republic Services, Inc. is a leader in the U.S. environmental services industry. Through its subsidiaries, the Company provides superior customer experience while fostering a sustainable Blue Planet® for future generations to enjoy a cleaner, safer, and healthier world. For more information, visit [RepublicServices.com](http://RepublicServices.com), or follow us at [Facebook.com/RepublicServices](https://www.facebook.com/RepublicServices), [@RepublicService](https://twitter.com/RepublicService) on Twitter or Republic Services on LinkedIn.

#### Information Regarding Forward-Looking Statements

This press release contains certain forward-looking information about us that is intended to be covered by the safe harbor for "forward-looking statements" provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. Words such as "guidance," "expect," "will," "may," "anticipate," "plan," "estimate," "project," "intend," "should," "can," "likely," "could," "outlook" and similar expressions are intended to identify forward-looking statements. These statements include information about our plans, strategies, and prospects. Forward-looking statements are not guarantees of performance. These

statements are based upon the current beliefs and expectations of our management and are subject to risk and uncertainties that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot assure you that the expectations will prove to be correct. Among the factors that could cause actual results to differ materially from the expectations expressed in the forward-looking statements are the effects of the COVID-19 pandemic and actions taken in response thereto, acts of war, riots or terrorism, and the impact of these acts on economic, financial and social conditions in the United States as well as our dependence on large, long-term collection, transfer and disposal contracts. More information on factors that could cause actual results or events to differ materially from those anticipated is included from time to time in our reports filed with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2020 (when filed), particularly under Part I, Item 1A - Risk Factors. Additionally, new risk factors emerge from time to time and it is not possible for us to predict all such risk factors, or to assess the impact such risk factors might have on our business. We undertake no obligation to update publicly any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

Media

Donna Egan

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

(480) 757-9770

Investor Relations

Stacey Mathews

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

(480) 718-6548

###

