

As filed with the Securities and Exchange Commission on February 12, 1998

Registration No. -  
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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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CLEAN HARBORS, INC.  
(Exact name of registrant as specified in its charter)

MASSACHUSETTS  
(State or other jurisdiction of incorporation or organization)

04-2997780  
(I.R.S. Employer Identification No.)

1501 WASHINGTON STREET, BRAINTREE, MASSACHUSETTS 02185-0327  
(Address of principal executive offices) (Zip Code)

CLEAN HARBORS, INC. EQUITY INCENTIVE PLAN  
(Full title of plan)

-----  
C. MICHAEL MALM  
DAVIS, MALM & D'AGOSTINE, P.C.  
ONE BOSTON PLACE  
BOSTON, MASSACHUSETTS 02108  
(Name and address of agent for service)

617-367-2500  
(Agent's telephone number, including area code)

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CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee (1)
Common Stock, \$.01 par value per share	800,000	\$1.375	\$1,100,000.00	\$324.50

(1) Computed under Rule 457(c) and (h) based upon the market price of the registrant's Common Stock on the NASDAQ National Market on February 10, 1998.

APPROXIMATE DATE OF PROPOSED PUBLIC OFFERING: From time to time after the effective date of this Registration Statement.

## INFORMATION REQUIRED BY INSTRUCTION E TO FORM S-8

In accordance with instruction E to Form E, this Registration Statement registers an additional 800,000 shares of the Common Stock, \$.01 par value ("Common Stock"), of Clean Harbors, Inc. (the "Company") which are to be issued in the future pursuant to awards granted under the Company's Equity Incentive Plan (the "Plan"). The Company has previously registered 450,000 shares of Common Stock for issuance under the Plan under Registration Statement No. 33-51452 (the "Original Registration Statement"). The Original Registration Statement is herein incorporated by reference. As described in the Original Registration Statement, the Company hereby incorporates by reference into this Registration Statement certain filings previously made and hereafter to be made by the Company under the Securities Exchange Act of 1934, as amended (File No. 0-16379).

## OPINIONS AND CONSENTS

The following opinions and consents are filed as a part of this Registration Statement:

- 5 Opinion of Davis, Malm & D'Agostine, P.C. as to the legality of the securities being registered (filed herewith).
- 24.1 Consent of Coopers & Lybrand L.L.P. (filed herewith).
- 24.2 Consent of Davis, Malm & D'Agostine, P.C. is contained in their opinion filed as Exhibit 5.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant, Clean Harbors, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of Boston and the Commonwealth of Massachusetts on the 16th day of December, 1997.

CLEAN HARBORS, INC.

By /S/ ALAN S. MCKIM

-----  
 Alan S. McKim  
 Chairman

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signatures appears below constitutes and appoints Alan S. McKim, Carl Paschetag, Jr., and C. Michael Malm, jointly and severally, his attorneys-in-fact, each with the power of substitution and resubstitution, for him in any and all capacities, to

sign any amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURES -----	TITLE -----	DATE -----
/S/ ALAN S. MCKIM ----- Alan S. McKim	Chairman of the Board and Chief Executive Officer	December 16, 1997
/S/ CARL PASCHETAG, JR ----- Carl Paschetag, Jr.	Treasurer, Vice President, and Controller (principal financial and accounting officer)	December 16, 1997

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/S/ CHRISTY W. BELL ----- Christy W. Bell	Director	December 16, 1997
/S/ DAVID A. ECKERT ----- David A. Eckert	Director	December 16, 1997
----- John F. Kaslow	Director	
/S/ DANIEL J. MCCARTHY ----- Daniel J. McCarthy	Director	December 16, 1997
----- John T. Preston	Director	
----- Paul W. Russo	Director	
/S/ LORNE R. WAXLAX ----- Lorne R. Waxlax	Director	December 16, 1997

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December 18, 1997

Clean Harbors, Inc.  
1501 Washington Street  
Braintree, Massachusetts 02185

Gentlemen:

You are seeking to register 800,000 shares of Common Stock, \$.01 par value per share, of Clean Harbors, Inc. (the "Company") under the Securities Act of 1933, as amended, for issuance pursuant to awards granted under the Clean Harbors, Inc. Equity Incentive Plan (the "Equity Incentive Plan"). You have requested that we furnish to you an opinion as to the legality of these securities, which opinion is to be filed as Exhibit 5 to your Registration Statement on Form S-8 with respect to such securities (the "Registration Statement").

We have examined the Articles of Organization and By-Laws of the Company, as amended, copies of votes of the Board of Directors of the Company, the Registration Statement as proposed to be filed with the Securities and Exchange Commission (the "Commission") with respect to the offering of such securities, and such other documents as we deemed pertinent. We have also made such examination of law as we have felt necessary in order to render this opinion.

We are of the opinion and advise you that, upon their registration under the Registration Statement and their issuance in accordance with the Equity Incentive Plan, the shares of Common Stock being registered will be legally issued, fully paid and nonassessable.

This opinion does not pass on the application of the "Blue Sky" or securities law of the various states.

We hereby consent that this opinion may be filed as an exhibit to the Registration Statement. We further consent to the use of our name and to all references to us included in or made a part of the Registration Statement.

Yours very truly,

DAVIS, MALM & D'AGOSTINE, P.C.

By: /s/ C. MICHAEL MALM

-----  
C. Michael Malm,  
Managing Director

CMM/JDC/ms

## CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement of Clean Harbors, Inc. and its subsidiaries on Form S-8 of our report dated February 5, 1997, on our audits of the consolidated financial statements and financial statement schedule of Clean Harbors, Inc. (the "Company") as of December 31, 1996 and 1995, and for the years ended December 31, 1996, 1995 and 1994, which report is included in the Company's Annual Report on Form 10-K.

COOPERS & LYBRAND L.L.P.

Boston, Massachusetts  
February 10, 1998