

**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): **January 5, 2016**

**CLEAN HARBORS, INC.**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or other jurisdiction  
of incorporation)

**001-34223**  
(Commission  
File Number)

**04-2997780**  
(IRS Employer  
Identification No.)

**42 Longwater Drive, Norwell,  
Massachusetts**  
(Address of principal executive offices)

**02061-9149**  
(Zip Code)

**(781) 792-5000**  
(Registrant's telephone number, including area code)

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

On January 5, 2016, Clean Harbors, Inc. (“Clean Harbors” or the “Company”) appointed Michael L. Battles, age 47, as the Company’s Executive Vice President and Chief Financial Officer (“CFO”), as part of a planned transition. Mr. Battles has served as the Company’s Senior Vice President, Corporate Controller and Chief Accounting Officer (“CAO”) since 2013. James M. Rutledge, the Company’s CFO since 2005, will remain with the Company in his current roles as Vice Chairman and President of the Company.

Prior to joining Clean Harbors, Mr. Battles spent 12 years in a variety of senior financial positions at PerkinElmer Inc. (“PerkinElmer”) (NYSE: PKI), a global leader in human and environmental health. Most recently, he was Vice President and Chief Financial Officer of PerkinElmer’s Human Health business. Prior to his role in Human Health, he served as PerkinElmer’s Chief Accounting Officer for several years and Acting Chief Financial Officer during a one-year search period. Prior to PerkinElmer, Mike held several positions at Deloitte & Touche LLP from 1990 to 2001, including senior manager, accounting and auditing. He earned a Bachelor of Science degree in Business Administration with a concentration in accounting from the University of Vermont. He is a Certified Public Accountant.

The terms of Mr. Battles’ employment with the Company are set forth in an accepted employment offer letter which is filed as Exhibit 10.56 to this report. In addition to eligibility for the Company’s standard benefits, Mr. Battles will be eligible to receive bonuses under the Company’s Senior Executive Incentive Plan (“SEIP”) and the Company’s Management Incentive Plan (“MIP”) and to participate in the Company’s Performance-Based Restricted Stock Program and Time-Based Restricted Stock Program.

In conjunction with the appointment of Mr. Battles as the Company’s CFO, Clean Harbors also appointed Eric J. Dugas, age 37, as the Company’s Vice President, Corporate Controller and CAO. As described above, prior to his appointment as CFO, Mr. Battles had served as the Company’s Corporate Controller and CAO.

Mr. Dugas began his career at Clean Harbors in early 2014 as the Director of External Reporting and Technical Accounting, where he was responsible for the Company’s financial statements filed with the Securities and Exchange Commission (the “SEC”), the development of technical accounting processes and policies, aiding in the strengthening of internal controls, and finance support for recent acquisitions and the planned carve-out of the Company’s oil and gas services and lodging operations. Prior to joining Clean Harbors, Mr. Dugas spent 13 years with Deloitte & Touche LLP, where he held several positions of increasing management responsibility. He earned a Bachelor of Science degree in Accounting from Boston College and is a Certified Public Accountant.

Neither Mr. Battles nor Mr. Dugas is now or has been involved during the past three years in any related party transaction with the Company which would be reportable under Item 4.04(a) of Regulation S-K.

Item 9.01.            Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.56	Michael L. Battles accepted offer letter effective as of January 6, 2016

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**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Clean Harbors, Inc.  
(Registrant)

January 11, 2016

/s/ Alan S. McKim  
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Chairman and Chief Executive Officer



42 Longwater Drive  
P.O. Box 9149  
Norwell, MA 02061-9149

January 6, 2016

Michael Battles  
8 Dearth Cir  
Ashland, MA 01721

Dear Michael,

I am pleased to offer you the position of Executive Vice President, Chief Financial Officer, reporting directly to the Chief Executive Officer. This position will continue to be based out our Norwell, MA location.

The terms set forth in this offer will become effective January 6, 2016, pending your acceptance of this offer.

**Base Salary:**

Your base compensation will be at the rate of \$385,000.00 annually, (\$16,041.67 paid semi-monthly).

**Short-Term Incentive:**

You will be eligible to participate in the Company's Management Incentive Program ("MIP"), with a bonus target opportunity of 100% of your base salary. The MIP program is based on annual achievement of the company's EBITDA and ROIC targets and is subject to annual review and approval by the Compensation Committee of the Board of Directors.

You also will be eligible to participate in and Senior Executive Incentive Plan (SEIP), with a bonus opportunity of up to 30% of your base salary. The SEIP is based on achievement of individual goals set by you goals tied to the Company's priorities, and must be agreed upon by yourself, your supervisor, and a review committee. The SEIP is subject to annual review by and approval of the Clean Harbors Board of Directors.

**Long-Term Incentive:**

You will be eligible to continue to participate in the Company's Performance Based Restricted Stock Program, at a rate equivalent to 60% of your base salary, beginning with the 2016-2017 plan year. The Performance Based Stock Program is based on the Company's achievement of specific goals for Revenue, EBITDA Margin %, and Safety Total Recordable Incident Rate (TRIR), and vests over a two year period subject to performance targets being met.

You also will be eligible to participate in the Company's Time Based Restricted Stock Program, at a rate equivalent to 40% of your base salary. The Time Based stock program is designed to retain and reward key leaders in the company, and vests over a five year period.

These programs are subject to annual review and approval by the Compensation Committee of the Board of Directors. Details of these programs will be sent under separate cover.

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**Severance Agreement:**

As a Key Employee, you are also be eligible for a Severance Agreement, details of which will be provided under separate cover.

**Sign-on Equity:**

We are very excited to have you join Clean Harbors in this critical role. As such, we are offering you an additional 10,000 shares of Clean Harbors Stock, to vest in equal amounts over three years beginning one year from your start date in this new position.

**Offer Contingencies:**

This offer of employment is contingent upon and your review and signature of the Confidentiality and Non-Competition agreement

It is mutually understood that employment with the Company is "at will" in nature, which means an employee may resign at any time and the Company may terminate employment with or without notice. It is also mutually understood that a continuing condition of your employment is your agreement to comply with the Company's Standards of Ethical Professional Conduct) and with other various Company Policies and Procedures which may be adopted from time to time.

Please sign below, indicating that you have reviewed this offer of employment and accept the provisions as stated. If you have any questions about this offer, please feel free to contact me at (781)792-5190.

We believe that our employees, in large measure, define our future. As such, we select employees who have outstanding abilities and potential for continued success. On behalf of all of us, welcome to our team and best wishes for a successful career with Clean Harbors!

Sincerely,

/s/ Eric Kraus

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Executive VP, Communications & Public Affairs

/s/ Michael L. Battles

Date: January 6, 2016

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I have reviewed this offer of "At Will Employment" and I accept the provisions as stated and I understand and acceptance does not create and shall not be considered nor construed as an employment contract with Clean Harbors.