
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): **August 20, 2012**

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)

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

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 August 20, 2012, Clean Harbors, Inc. (the “Company”) announced the appointment of Robert E. Gagnon as the Company’s Chief Financial Officer. The press release announcing Mr. Gagnon’s appointment is furnished as Exhibit 99.1 to this Form 8-K. Mr. Gagnon will also serve as the Company’s Executive Vice President and Treasurer. Mr. Gagnon’s appointment will be effective as of August 20, 2012. From 2005 until July of this year, Mr. Gagnon served in various positions at Biogen Idec, a public pharmaceuticals company, including Vice President of Finance, Business Planning and Chief Accounting Officer, Corporate Controller and Senior Director. Previously, Mr. Gagnon was a senior audit manager and certified public accountant at Deloitte & Touche and PricewaterhouseCoopers.

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

Effective as of the date of Mr. Gagnon’s appointment, James M. Rutledge, currently the Company’s Vice Chairman, Chief Financial Officer and Treasurer, will relinquish the roles of Chief Financial Officer and Treasurer. Mr. Rutledge will continue to serve as the Company’s Vice Chairman and will assume the additional roles of President and Chief Operating Officer, in each case pursuant to his existing employment offer letter with the Company. Mr. Rutledge joined the Company in 2005. His biography can be found in the Company’s most recent proxy statement, filed with the Commission on March 23, 2012. Also effective as of the date of Mr. Gagnon’s appointment, Alan S. McKim, currently the Company’s Chairman, President and Chief Executive Officer, will relinquish the role of President. Mr. McKim will continue to serve as the Company’s Chairman and Chief Executive Officer.

There are no arrangements or understandings between either Mr. Gagnon or Mr. Rutledge and any other person pursuant to which Mr. Gagnon or Mr. Rutledge were, respectively, selected as officers of the Company. Neither Mr. Gagnon nor Mr. Rutledge has any family relationship with any director or officer of the Company. Neither Mr. Gagnon nor Mr. Rutledge has any direct or indirect interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company is disclosing this information in accordance with Items 5.02(b) and 5.02(c) of Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being filed or furnished herewith:

10.55 Robert E. Gagnon accepted offer letter effective as of August 20, 2012

99.1 Press release of Clean Harbors, Inc. issued August 20, 2012: Clean Harbors Names Vice Chairman James M. Rutledge President and Chief Operating Officer, Robert E. Gagnon Appointed Chief Financial Officer

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)

August 20, 2012

/s/ James M. Rutledge
Vice Chairman, President and Chief Operating Officer



Clean Harbors
42 Longwater Drive
P.O. Box 9149
Norwell, MA 02061-9149
781.792.5000
800.282.0058
www.cleanharbors.com

July 6, 2012

Robert E. Gagnon
14 Whitridge Road
Natick, MA 01760

Dear Rob:

Clean Harbors is pleased to offer you the position of Chief Financial Officer, reporting to James Rutledge, Vice Chairman, at our Norwell Corporate Headquarters. You will also be a member of the Senior Executive Staff of Alan McKim, Chairman and CEO. In addition you will be a member of the Senior Leadership Team ("SLT"), a group of the top leaders in the company who meet quarterly to influence and set strategy for the Clean Harbors.

You're Compensation and Benefits are outlined below:

Base Salary:

Your base compensation will be at the rate of \$14,166.67 payable at the mid-point and end of each month (\$340,000 annually).

Short Term Incentive:

You will be eligible to participate in the company's Management Incentive Program ("MIP"), with a bonus opportunity of up to 120% of your base salary. The MIP program is based on annual achievement of the company's EBITDA targets. You will also be eligible to participate in the 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, Jim, and Alan. The short term incentive bonus programs will be pro-rated for the first year based on your date of hire. These programs are subject to annual review and approval by the Compensation Committee of the Board of Directors.

Long Term Incentive:

You will be eligible to participate in the company's Performance Based Restricted Stock Program, at a rate equivalent to 70% of your base salary. 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). The current program is in place for the 2012-2013 year, and vests over a two year period subject to performance targets being met.

You will also be eligible to participate in the company's Time Based Restricted Stock Program, at a rate equivalent to 50% 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.

"People and Technology Creating a Safer, Cleaner Environment"

The Long Term Incentive Programs will be pro-rated for the first year based on your date of hire. These programs are subject to annual review and approval by the Compensation Committee of the Board of Directors. Details of these programs will be provided separately.

Sign on Equity:

We are very excited to have you join Clean Harbors in this critical CFO position. As such, we are offering you an additional 5000 shares of Clean Harbors Stock, to vest over three years in equal installments, beginning one year from your date of hire.

Vacation and Benefits:

You will accrue vacation at the rate of four weeks per year (pro-rated to date of hire for your first year). You will also be eligible for company benefits including medical, dental, life and disability insurance, 401(k) retirement savings, an employee stock purchase program, and others. A summary of our benefits is enclosed.

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

Offer Contingencies:

This offer of employment is contingent upon the following:

- Testing negative in a drug screen for the presence of controlled substances
- Satisfactory results of a criminal background check
- Verification of your legal right to work in the United States under the Immigration Reform and Control Act of 1986 (IRCA)
- Satisfactory Review of your References

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 (copy enclosed) and with other various Company Policies and Procedures which may be adopted from time to time, and which are available to all employees through our computer system.

On your start date, you must provide documentation that establishes both your identity and employment eligibility in accordance with the IRCA. A list of acceptable documentation has been enclosed for your reference. Failure to produce the required document(s) within three (3) business days from your date of hire will result in the termination of your employment.

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 of employment or about our company, please feel free to contact me at 781-792-5462 or 339-499-8531.

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, Rob, welcome to our team and best wishes for a successful career with Clean Harbors.

Sincerely,

/s/ Deirdre Evens

Deirdre Evens
Executive Vice President, Human Resources

/s/ Robert E. Gagnon

Date July 10, 2012

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

Press Release

**Clean Harbors Names Vice Chairman James M. Rutledge
President and Chief Operating Officer**

Robert E. Gagnon Appointed Chief Financial Officer

Norwell, MA — August 20, 2012 — Clean Harbors, Inc. (“Clean Harbors”) (NYSE: CLH), the leading provider of environmental, energy and industrial services throughout North America, today announced that Vice Chairman, Chief Financial Officer and Treasurer James M. Rutledge, 60, will transition to the newly created position of President and Chief Operating Officer. He will retain his position as Vice Chairman. In conjunction with this promotion, Clean Harbors also announced that Robert E. Gagnon, 38, has joined the Company as Executive Vice President, Chief Financial Officer and Treasurer.

“Since his arrival at Clean Harbors in 2005, Jim Rutledge has played an instrumental role in managing the financial and administrative responsibilities of the Company through a period of rapid expansion,” said Alan S. McKim, Chairman and Chief Executive Officer of Clean Harbors. “After being named Vice Chairman in 2011, Jim also has made substantial contributions at the Board level. His commitment to our long-term vision for Clean Harbors and demonstrated ability to achieve results will be invaluable as we seek to extend our leadership position in the industry.”

Prior to Clean Harbors, Rutledge served as Chief Financial Officer of Rogers Corporation from 2002 through 2005, where he was responsible for financial, tax and legal functions as well supply chain operations worldwide. Prior to Rogers, he served as CFO at Baldwin Technology Company, Inc., a publicly listed manufacturer of controls, accessories and material handling equipment for the printing industry. He also served in various capacities, including vice president and treasurer, over a 20-year span at Witco Corporation, a \$2 billion global specialty chemicals company. Rutledge began his career as a Certified Public Accountant at Price Waterhouse & Co.

“Rob Gagnon’s broad financial expertise makes him an ideal choice to be our next CFO,” McKim said. “He is a seasoned executive with experience running a large-scale finance organization for a Fortune 500 company. His strengths align perfectly with Clean Harbors’ current growth strategy as he brings a deep background in the areas of M&A, capital planning and business development. In addition, Rob began his career as an auditor. We are excited to have him join our executive team.”

Prior to joining Clean Harbors, Gagnon served as Vice President of Finance, Business Planning and Chief Accounting Officer at Biogen Idec Inc. He has held a variety of positions within Biogen’s finance organization since joining the company in 2005. Previously, Gagnon was a Senior Audit Manager with Deloitte & Touche and PricewaterhouseCoopers. Prior to those positions, he was Corporate Controller at eRoom Technology. A Certified Public Accountant, Gagnon holds an MBA degree with a finance concentration from the Massachusetts Institute of Technology and a BA degree in Accounting from Bentley College.



42 Longwater Drive • PO Box 9149 • Norwell, Massachusetts 02061-9149 • 800.282.0058 • www.cleanharbors.com

**Clean Harbors Names Vice Chairman James M. Rutledge
President and Chief Operating Officer**

About Clean Harbors

Clean Harbors is the leading provider of environmental, energy and industrial services throughout North America. The Company serves more than 60,000 customers, including a majority of the Fortune 500 companies, thousands of smaller private entities and numerous federal, state, provincial and local governmental agencies.

Headquartered in Norwell, Massachusetts, Clean Harbors has more than 200 locations, including over 50 waste management facilities, throughout North America in 37 U.S. states, seven Canadian provinces, Mexico and Puerto Rico. For more information, visit www.cleanharbors.com.

Safe Harbor Statement

Any statements contained herein that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are generally identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans to,” “estimates,” “projects,” or similar expressions. Such statements may include, but are not limited to, statements about the Company’s business outlook and financial guidance and other statements that are not historical facts. Such statements are based upon the beliefs and expectations of Clean Harbors’ management as of this date only and are subject to certain risks and uncertainties that could cause actual results to differ materially, including, without limitation, those items identified as “risk factors” in the Company’s most recently filed Form 10-K and Form 10-Q. Therefore, readers are cautioned not to place undue reliance on these forward-looking statements. The Company undertakes no obligation to revise or publicly release the results of any revision to these forward-looking statements other than through its various filings with the Securities and Exchange Commission, which may be viewed in the “Investors” section of the Company’s website at www.cleanharbors.com.

Contacts:

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