

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

---

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

---

**CLEAN HARBORS, INC.**

(Exact name of registrant as specified in its charter)

**Massachusetts**

(State or Other Jurisdiction of Incorporation or Organization)

**42 Longwater Drive Norwell MA**

(Address of Principal Executive Offices)

**04-2997780**

(IRS Employer Identification No.)

**02061-9149**

(Zip Code)

**CLEAN HARBORS EMPLOYEE STOCK PURCHASE PLAN**

(Full title of plan)

Daniel T. Janis  
Davis, Malm & D'Agostine, P.C.  
Boston, Massachusetts 02108

(Name and address of agent for service)

617-367-2500

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.\***

**Item 2. Registrant Information and Employee Plan Annual Information.\***

\* The document(s) containing the information specified in this Part I will be sent or given to participants in the Clean Harbors Employee Stock Purchase Plan (the “Plan”) in accordance with Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with Rule 428 promulgated under the Securities Act and the requirements of Part I of Form S-8, such documents need not be filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These document(s) and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by Clean Harbors, Inc. (the “Company”) with the Commission are incorporated in and made a part of this Registration Statement by reference (other than, in each case, those documents, or the portions of those documents or exhibits thereto, deemed to be furnished and not filed in accordance with Commission rules):

- (1) the Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023 filed with the Commission on February 21, 2024;
- (2) the Company’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2024 filed with the Commission on May 1, 2024;
- (3) the Company’s Current Reports on Form 8-K filed with the Commission on [February 6, 2024](#), [March 25, 2024](#), and [May 23, 2024](#); and
- (4) the description of the Company’s Common Stock contained under the caption “Description of Capital Stock” in the Prospectus Supplement dated November 26, 2012 filed under the Company’s Registration Statement on [Form S-3](#) under the Securities Act (File No. 333-185141).

In addition to the foregoing documents, all documents subsequently filed by the Company with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference and to be a part hereof from the date of filing of such documents. Under no circumstances will any information furnished under Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any subsequently filed document which also is incorporated by reference herein or any document which constitutes part of the prospectus relating to the Plan meeting the requirements of Section 10(a) of the Securities Act) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

**Item 4. Description of Securities.**

Not applicable

## **Item 5. Interests of Named Experts and Counsel.**

Davis, Malm & D'Agostine, P.C., Boston, Massachusetts, has passed upon the validity of the shares of Common Stock being offered under this registration statement. As of May 10, 2024, shareholders in Davis, Malm & D'Agostine, P.C., beneficially owned less than 1% of the total outstanding shares of Common Stock.

## **Item 6. Indemnification of Directors and Officers.**

The Company is a Massachusetts corporation. Section 2.02(b)(4) of Chapter 156D of the Massachusetts Business Corporation Act allows a corporation to eliminate or limit the personal liability of a director of a corporation to the corporation for monetary damages for a breach of fiduciary duty as a director; provided, however, that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for improper distributions under Section 6.40 or (iv) for any transaction from which a director derived an improper personal benefit.

Section 8.51 of Chapter 156D of the Massachusetts Business Corporation Act provides that a corporation may indemnify a director against liability incurred in a proceeding if such director is a party to the proceeding because he is a director and:

- he conducted himself in good faith;
- he reasonably believed that his conduct was in the best interests of the corporation or that his conduct was at least not opposed to the best interests of the corporation; and
- in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

Section 8.52 of Chapter 156D of the Massachusetts Business Corporation Act provides that a corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he was a director of the corporation against reasonable expenses incurred by him in connection with the proceeding.

Section 8.53 of Chapter 156D of the Massachusetts Business Corporation Act authorizes a corporation, subject to certain conditions, to pay for, in advance, a director's reasonable expenses in a proceeding.

Section 8.56 of Chapter 156D of the Massachusetts Business Corporation Act provides that a corporation may indemnify and advance expenses to an officer of the corporation who is a party to a proceeding because he is an officer of the corporation:

- to the same extent as a director; and
- if he is an officer but not a director, to such further extent as may be provided by the articles of organization, the bylaws, a resolution of the board of directors, or contract, except for liability arising out of acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

Section 8.56 also provides that an officer of a corporation who is not a director is entitled to mandatory indemnification under Section 8.52, and that the officer may apply to a court for indemnification or an advance for expenses, in each case to the same extent to which a director may be entitled to indemnification or advance under those provisions.

Section 8.57 of Chapter 156D of the Massachusetts Business Corporation Act also affords a Massachusetts corporation the power to obtain insurance on behalf of its directors and officers against liabilities incurred by them in these and other capacities.

The Company's Restated Articles of Organization, as amended, and Amended and Restated By-Laws provide for such indemnification of the officers and directors of the Company and its subsidiaries to the extent permitted by law. Reference is made to Article VI of the Company's Restated Articles of Organization, filed as Exhibit 3.1A to the Company's Current Report on Form 8-K filed on May 19, 2005, and Article VII of the Company's Amended and Restated By-Laws, filed as Exhibit 3.4D to the Company's Current Report on Form 8-K filed on March 16, 2022, and incorporated herein by reference, for the applicable provisions regarding the indemnification of officers and directors.

The Company also maintains director and officer liability insurance which provides for protection of the directors and officers of the Company and its subsidiaries against certain liabilities and costs (above a deductible amount) which they may incur in such capacities, including liabilities arising under the Securities Act.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The following exhibits are filed or incorporated by reference as part of this Registration Statement

<b>Item No.</b>	<b>Description</b>
4.1	<a href="#">Restated Articles of Organization of Clean Harbors, Inc. (incorporated by reference to Exhibit 3.1A to the Company's Current Report on Form 8-K filed on May 19, 2005).</a>
4.2	<a href="#">Articles of Amendment (as filed on March 9, 2011) to Restated Articles of Organization of Clean Harbors, Inc. (incorporated by reference to Exhibit 3.1B to the Company's Current Report on Form 8-K filed on May 12, 2011).</a>
4.3	<a href="#">Amended and Restated By-Laws of Clean Harbors, Inc. (incorporated by reference to Exhibit 3.4D to the Company's Current Report on Form 8-K filed on March 16, 2022).</a>
4.4	<a href="#">Description of rights of holders of Clean Harbors, Inc. common stock (incorporated by reference to prospectus supplement dated November 28, 2012 filed on November 28, 2012 under the Company's Registration Statement on Form S-3 (File No. 333-185141)).</a>
5	<a href="#">Opinion of Davis, Malm &amp; D'Agostine, P.C. as to the legality of the securities being registered.*</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm, Deloitte &amp; Touche LLP.*</a>
23.2	<a href="#">Consent of Davis, Malm &amp; D'Agostine, P.C. (Included in Exhibit 5)*</a>
24	<a href="#">Power of Attorney.*</a>
99	<a href="#">Clean Harbors Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.66 to the Company's Current Report on Form 8-K filed on May 23, 2024).</a>
107	<a href="#">Calculation of Filing Fee Table.*</a>

\* Filed herewith.

**Item 9. Undertakings.**

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Table" or "Calculation of Registration Fee" table, as applicable in the effective registration statement;
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (1)(i) and (1)(ii) do not apply to this registration statement on

Form S-8 if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## 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 Town of Norwell and the Commonwealth of Massachusetts on the 23rd day of May, 2024.

CLEAN HARBORS, INC.

By: /s/ MICHAEL L. BATTLES

Michael L. Battles  
Co-Chief Executive Officer and Co-President

By: /s/ ERIC W. GERSTENBERG

Eric W. Gerstenberg  
Co-Chief Executive Officer and Co-President

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael L. Battles</u> Michael L. Battles	Co-Chief Executive Officer and Co-President <i>(Principal Executive Officer)</i>	May 23, 2024
<u>/s/ Eric W. Gerstenberg</u> Eric W. Gerstenberg	Co-Chief Executive Officer and Co-President <i>(Principal Executive Officer)</i>	May 23, 2024
<u>/s/ Eric J. Dugas</u> Eric J. Dugas	Executive Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	May 23, 2024
<u>*</u> Alan S. McKim	Founder, Executive Chairman and Chief Technology Officer	May 23, 2024
<u>*</u> Edward G. Galante	Director	May 23, 2024
<u>*</u> Karyn Polito	Director	May 23, 2024
<u>*</u> John T. Preston	Director	May 23, 2024
<u>*</u> Alison Quirk	Director	May 23, 2024
<u>*</u> Marcy L. Reed	Director	May 23, 2024
<u>*</u> Andrea Robertson	Director	May 23, 2024
<u>*</u> Lauren C. States	Director	May 23, 2024
<u>*</u> Shelley Stewart Jr.	Director	May 23, 2024
<u>*</u> John R. Welch	Director	May 23, 2024
<u>*</u> Robert Willett	Director	May 23, 2024

\*By: /s/ MICHAEL L. BATTLES

Michael L. Battles  
*Attorney-in-Fact*

\*By: /s/ ERIC W. GERSTENBERG

Eric W. Gerstenberg  
*Attorney-in-Fact*

## CALCULATION OF FILING FEE TABLE

**Form S-8**  
(Form Type)

**Clean Harbors, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Rules 457(c) and 457(h)	500,000	\$ 211.44	\$ 105,720,000	0.0001476	\$ 15,604.27
		<b>Total Offering Amounts</b>			\$ 105,720,000		\$ 15,604.27
		<b>Total Fee Offsets</b>					\$ —
		<b>Net Fee Due</b>					\$ 15,604.27

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover an indeterminate number of additional shares of common stock, \$0.01 par value per share (“**Common Stock**”), of Clean Harbors, Inc. (the “**Company**”) as may be required pursuant to the Clean Harbors Employee Stock Purchase Plan (the “**Plan**”) in the event of a stock split, stock dividend, recapitalization or similar transactions.

(2) Calculated solely for the purpose of computing the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act based on the average of the high and the low sales prices of shares of the Company’s Common Stock as reported on the New York Stock Exchange on May 16th, 2024.

May 23, 2024

Clean Harbors, Inc.  
42 Longwater Drive  
Norwell, Massachusetts 02061  
Gentlemen:

You are seeking to register 500,000 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 the Clean Harbors, Inc. Employee Stock Purchase Plan (the "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 and restated, 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 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 issuance in accordance with the 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/ Daniel T. Janis

\_\_\_\_\_  
Managing Director

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 21, 2024, relating to the financial statements of Clean Harbors, Inc. and the effectiveness of Clean Harbors, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Clean Harbors, Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

May 23, 2024

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael L. Battles, Eric W. Gerstenberg and Eric J. Dugas, jointly and severally, his or her attorneys-in-fact, each with the power of substitution and resubstitution, for him or her in any and all capacities, to sign this registration statement and any amendments thereto, 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.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required with respect to the undersigned's capacity as an officer and/or director and/or holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of May, 2024.

### Signature

/s/ ALAN S. MCKIM

/s/ EDWARD G. GALANTE

/s/ KARYN POLITO

/s/ JOHN T. PRESTON

/s/ ALISON QUIRK

/s/ MARCY L. REED

/s/ ANDREA ROBERTSON

/s/ LAUREN C. STATES

/s/ SHELLEY STEWART, JR.

/s/ JOHN R. WELCH

/s/ ROBERT WILLET