

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
 OF THE SECURITIES EXCHANGE ACT OF 1934  
 FOR THE QUARTERLY PERIOD ENDED  
 JUNE 30, 1996

Commission File Number 0-16379

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

Massachusetts 04-2997780  
 (State of Incorporation) (IRS Employer Identification No.)

1501 Washington Street, Braintree, MA 02184  
 (Address of Principal Executive Offices) (Zip Code)

(617) 849-1800 ext. 4454  
 (Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$.01 par value	9,690,612
-----	-----
(Class)	(Outstanding at August 7, 1996)

CLEAN HARBORS, INC. AND SUBSIDIARIES

TABLE OF CONTENTS

PART I: FINANCIAL INFORMATION

ITEM 1: FINANCIAL STATEMENTS	Pages
	-----
Consolidated Statements of Income	1
Consolidated Balance Sheets	2-3
Consolidated Statements of Cash Flows	4-5
Consolidated Statement of Stockholders' Equity	6
Notes to Consolidated Financial Statements	7

PART II: OTHER INFORMATION

Items No. 1 through 6 13  
 Signatures 14

3

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME  
 Unaudited

(in thousands except for earnings per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1996	1995	1996	1995
	-----	-----	-----	-----
Revenues .....	\$49,638	\$54,899	\$95,374	\$102,049
Cost of revenues .....	38,936	39,367	73,818	74,219
Selling, general and administrative expenses .....	9,306	10,471	18,480	19,481
Depreciation and amortization ....	2,489	2,512	5,016	4,985
	-----	-----	-----	-----
Income (loss) from operations ....	(1,093)	2,549	(1,940)	3,364
Interest expense, net .....	2,369	2,162	4,508	4,134
	-----	-----	-----	-----
Income (loss) before provision for (benefit from) income taxes ....	(3,462)	387	(6,448)	(770)
Provision for (benefit from) income taxes .....	(857)	184	(2,201)	(383)
	-----	-----	-----	-----
Net income (loss) .....	<u>\$ (2,605)</u>	<u>\$ 203</u>	<u>\$ (4,247)</u>	<u>\$ (387)</u>
Net income (loss) per common and common equivalent share .....	<u>\$ (.28)</u>	<u>\$ .01</u>	<u>\$ (.47)</u>	<u>\$ (.06)</u>
Weighted average common and common equivalent shares				

outstanding .....	9,624	9,448	9,592	9,447
	=====	=====	=====	=====

The accompanying notes are an integral part of these consolidated financial statements.

(1)

4

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS  
(in thousands)

	June 30, 1996 (Unaudited)	December 31, 1995
	-----	-----
ASSETS		
Current assets:		
Cash	\$ 524	\$ 225
Restricted investments	1,694	2,460
Accounts receivable, net of allowance for doubtful accounts	45,782	48,417
Prepaid expenses	2,162	2,039
Supplies inventories	3,073	2,970
Income tax receivable	722	722
Deferred tax asset	4,819	2,415
	-----	-----
Total current assets	58,776	59,248
Property, plant and equipment:		
Land	8,380	8,364
Buildings and improvements	39,902	39,770
Vehicles and equipment	77,740	77,384
Furniture and fixtures	2,186	2,155
Construction in progress	1,829	1,317
	-----	-----
	130,037	128,990
Less - Accumulated depreciation and amortization	58,047	54,256
	-----	-----
Net property, plant and equipment	71,990	74,734
	-----	-----
Other assets:		
Restricted investments	6,043	5,207
Goodwill, net	21,839	22,202
Permits, net	13,054	13,489
Other	3,527	3,436
	-----	-----
Total other assets	44,463	44,334
	-----	-----
Total assets	\$175,229	\$178,316
	=====	=====

The accompanying notes are an integral part of these consolidated financial statements.

(2)

5

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS  
(in thousands)

	June 30, 1996 (Unaudited)	December 31, 1995
	-----	-----
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current maturities of long-term obligations	\$ 4,594	\$ 3,605
Accounts payable	19,291	18,614
Accrued disposal costs	7,004	7,446
Other accrued expenses	12,586	17,886
Income tax payable	2	--
	-----	-----
Total current liabilities	43,477	47,551
	-----	-----
Long-term obligations, less current maturities	75,605	70,391
Stockholders' equity:		
Preferred Stock, \$.01 par value:		
Series A Convertible;		
Authorized-2,000,000 shares; Issued and outstanding - none	--	--
Series B Convertible;		
Authorized-156,416 shares; Issued and outstanding 112,000 shares at June 30, 1996 and December 31, 1995 (liquidation preference of \$5.6 million)	1	1
Common Stock, \$.01 par value		
Authorized - 20,000,000 shares; Issued and outstanding - 9,630,370 shares at June 30, 1996 and 9,524,676 shares at December 31, 1995	97	96
Additional paid-in capital	59,151	58,871
Unrealized loss on restricted investments, net of tax	(45)	(7)
Retained earnings (accumulated deficit)	(3,057)	1,413
	-----	-----
Total stockholders' equity	56,147	60,374
	-----	-----
Total liabilities and stockholders' equity	\$175,229	\$178,316
	=====	=====

The accompanying notes are an integral part of these consolidated

financial statements.

(3)

6

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS  
Unaudited  
(in thousands)

	SIX MONTHS ENDING JUNE 30,	
	1996	1995
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (4,247)	\$ (387)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	5,016	4,985
Deferred taxes	(2,379)	209
Allowance for doubtful accounts	296	118
Amortization of deferred financing costs	312	205
Gain on sale of fixed assets	(49)	(6)
Changes in assets and liabilities:		
Accounts receivable	2,339	(2,507)
Refundable income taxes	--	(1,033)
Prepaid expenses	(123)	(749)
Supplies inventories	(103)	(254)
Accounts payable	677	1,300
Accrued disposal costs	(442)	1,626
Other accrued expenses	(5,300)	2,253
Taxes payable	2	--
Net cash (used in) provided by operating activities	(4,001)	5,760
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property, plant and equipment	(1,469)	(8,208)
Additions to permits	(13)	(38)
Proceeds from sale and maturities of restricted investments	703	22
Cost of restricted investments acquired	(836)	(5,656)
Increase in other assets	(108)	(1,764)
Proceeds from sale of fixed assets	74	15
Net cash used in investing activities	(1,649)	(15,629)

The accompanying notes are an integral part of these consolidated financial statements.

(4)

7

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

Unaudited  
(in thousands)

	SIX MONTHS ENDING JUNE 30,	
	1996	1995
CASH FLOWS FROM FINANCING ACTIVITIES:		
Preferred stock dividend distribution	--	(223)
Issuance of long-term debt	6,667	10,000
Net borrowings under long-term revolver	837	789
Payments on long-term obligations	(1,555)	(562)
Additions to deferred financing costs	(58)	(770)
Proceeds from stock issuance	58	--
	-----	-----
Net cash provided by financing activities	5,949	9,234
	-----	-----
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	299	(635)
Cash and equivalents, beginning of year	225	1,000
	-----	-----
Cash and equivalents, end of period	\$ 524	\$ 365
	=====	=====

Supplemental Information:

Non cash investing and financing activities:		
Stock dividend on preferred stock	\$ 223	--

For the six months ended June 30, 1995 there were \$1,799,000 of accrued liabilities assumed as a result of the acquisition of the incinerator in Kimball, Nebraska on May 12, 1995.

The accompanying notes are an integral part of these consolidated financial statements.

(5)

8

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY  
Unaudited  
(in thousands)

	Series B Preferred Stock		Common Stock			Unrealized Loss on Restricted Investments	Retained Earnings (accumulated deficit)	Total Stockholders' Equity
	Number of Shares	\$0.01 Par Value	Number of Shares	\$0.01 Par Value	Additional Paid-In Capital			
Balance at December 31, 1995	112	\$ 1	9,525	\$96	\$58,871	\$ (7)	\$ 1,413	\$60,374
Preferred stock dividends: Series B	--	--	81	1	222	--	(223)	--
Employee stock purchase plan	--	--	24	--	58	--	--	58
Change in unrealized loss on restricted investments, net of tax	--	--	--	--	--	(38)	--	(38)
Net Loss	--	--	--	--	--	--	(4,247)	(4,247)

Balance at								
June 30, 1996	112	\$ 1	9,630	\$97	\$59,151	\$ (45)	\$ (3,057)	\$56,147
	---	---	-----	---	-----	----	-----	-----

The accompanying notes are an integral part of these consolidated financial statements.

(6)

9

CLEAN HARBORS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

NOTE 1 BASIS OF PRESENTATION

The consolidated interim financial statements included herein have been prepared by the Company, pursuant to the rules and regulations of the Securities and Exchange Commission, and include, in the opinion of management, all adjustments (consisting of only normal recurring accruals) necessary for the fair presentation of interim period results. The operating results for the six months ended June 30, 1996 are not necessarily indicative of those to be expected for the full fiscal year. Reference is made to the audited consolidated financial statements and notes thereto included in Clean Harbors' Report on Form 10-K for the year ended December 31, 1995 as filed with the Securities and Exchange Commission. The year end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by generally accepted accounting principles.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

NET INCOME (LOSS) PER COMMON AND COMMON EQUIVALENT SHARE

Net income (loss) per common and common equivalent share is based on net income less preferred stock dividend requirements divided by the weighted average number of common and common equivalent shares outstanding during each of the respective periods. Fully diluted net income (loss) per common share has not been presented as the amount would not differ significantly from that presented. Common share equivalents included in the computation represent shares issuable upon assumed exercise of stock options which would have a dilutive effect in periods where there are earnings.

NOTE 3 KIMBALL INCINERATOR

On May 12, 1995, the Company acquired a newly constructed hazardous waste incinerator in Kimball, Nebraska from Ecova Corporation, a wholly owned affiliate of Amoco Oil Company. The incinerator is subject to the final permit requirements under the federal Resource Conservation and Recovery Act of 1976, as amended ("RCRA"), and has a RCRA "Part B" license issued by the Nebraska Department of Environmental Quality ("NDEQ"). The incinerator is located on a 600 acre site, which includes a landfill for disposal of the ash from the incinerator. The Company acquired the Kimball facility for \$5,160,000.

(7)

10

CLEAN HARBORS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

REVENUES

Revenues for the second quarter of 1996 were \$49,638,000, down 10% as compared to revenues of \$54,899,000 for the second quarter of the prior year. Revenues for the first half of 1996 were \$95,374,000, which was a 7% decline from the revenues for the first half of 1995 of \$102,049,000. The revenue decline, for the comparative six months, was the result of industry-wide pricing pressures and a decrease in the volumes of wastes which were processed through the Company's facilities. In addition, the field service product line experienced a 14% decline in emergency response business during the first six months of 1996 as compared to the same period of 1995.

There are many factors which have impacted, and will continue to impact, the Company's revenues. These factors include: competitive industry pricing; continued efforts by generators of hazardous waste to reduce the amount of hazardous waste they produce; industry-wide over capacity; and direct shipment by generators of waste to the ultimate treatment or disposal location. The Company has responded to these industry changes by enhancing its waste treatment capabilities and improving operating efficiencies at its facilities. In the second quarter of 1995 the Company acquired an incinerator which will allow the Company to dispose of waste without reliance on third parties. In addition, during 1995 the Company expanded the Chicago waste treatment facility to improve the treatment and waste handling capabilities at this location.

On June 30, 1996, the Company had service centers and sales offices located in 24 states and Puerto Rico, and operated 12 waste management facilities. During the second quarter of 1996, the Company continued its focus in the Southern and Gulf Coast states. The following table sets forth, for the periods indicated, the Company's revenues by region, based upon the locations of its service centers as of June 30, 1996.

Service Center Revenues By Region  
For The Six Quarters Ended June 30, 1996  
(in thousands; unaudited)

	3/31/95	6/30/95	9/30/95	12/31/95	3/31/96	6/30/96
	-----	-----	-----	-----	-----	-----
Northeast	\$19,693	\$21,449	\$20,275	\$21,362	\$17,617	\$21,159
Mid-Atlantic	15,367	16,817	17,317	16,817	13,052	15,720
Central	7,138	9,450	9,388	8,936	8,920	7,648
Midwest	4,952	7,183	7,418	5,688	6,147	5,111
	-----	-----	-----	-----	-----	-----
Total	\$47,150	\$54,899	\$54,398	\$52,803	\$45,736	\$49,638

(8)



RESULTS OF OPERATIONS

The following table sets forth for the periods indicated certain operating data associated with the Company's results of operations.

	Percentage Of Total Revenues			
	Three months ended June 30,		Six months ended June 30,	
	1996	1995	1996	1995
Revenues	100.0%	100.0%	100.0%	100.0
Cost of revenues:				
Disposal costs paid to third parties	15.1	15.4	14.2	15.9
Other costs	63.3	56.3	63.2	56.8
Total cost of revenues	78.4	71.7	77.4	72.7
Selling, general and administrative expenses	18.8	19.1	19.3	19.1
Depreciation and amortization of intangible assets	5.0	4.6	5.3	4.9
Income from operations	(2.2)	4.6	(2.0)	3.3
Other Data:				
Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) (in thousands)	\$1,396	\$5,061	\$3,076	\$8,349

COST OF REVENUES

One of the largest components of cost of revenues is the cost of sending waste to other companies for disposal. The Company's outside disposal costs decreased to 14.2% of revenue in the first six months of 1996 from 15.9% of revenue in the first six months of 1995. The reduction in outside disposal cost is a result of the acquisition of the Kimball incinerator, which reduced the Company's reliance on third-party disposal outlets. The remaining costs increased to 63.3% and 63.2% of revenue for the three and six months ended June 30, 1996, respectively as compared to 56.3% and 56.8% for the same periods of the prior year. This increase is primarily due to the fact that a large portion of these costs are fixed in nature.

(9)

CLEAN HARBORS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

The Company is continuing to implement cost savings plans to reduce operating costs as a percentage of revenue during 1996. This implementation included a reduction in workforce of approximately 4% in July 1996. This reduction also includes administrative staff. The Company has identified additional efficiencies and cost reductions which would allow the Company to more fully leverage its significant assets, especially the Chicago and Kimball, Nebraska facilities. The cost savings plans will reduce the Company's cost structure while improving service quality and competitiveness in the marketplace.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses decreased 11% to \$9,306,000 for the the three months ended June 30, 1996 as compared to \$10,471,000 for the same period of 1995. Selling, general and administrative expenses decreased 5% to \$18,480,000 for the six months ended June 30, 1996 as compared to \$19,481,000 for the same period of 1995. The decline in expenses represents the Company's continued efforts to control costs in areas such as rental of office space and a reduction of administrative staff. There continues to be an effort to expand the Company's sales and marketing capabilities, these costs have been more than offset by cost savings programs. The Company does not anticipate any significant increases for the remainder of 1996 in selling, general and administrative expenses.

#### INTEREST EXPENSE

Interest expense increased to \$2,369,000 during the second quarter of 1996 from the previous years' interest expense of \$2,162,000 for the same period. Interest expense increased to \$5,016,000 during the first six months of 1996 from \$4,985,000 for the comparable period of the prior year. The increase of interest expense is due to the average borrowings for the six months ended June 1996 was \$10 million greater than for the six months ended 1995. The increase in interest expense during 1996 was offset by interest income from restricted investments.

#### INCOME TAXES

The effective income tax rate for the three months ended June 30, 1996 was 25% as compared to 48% for the comparable period of 1995. The effective income tax rate for the six months ended June 30, 1996 was 34% as compared to 50% for the comparable period of 1995. The rate can fluctuate significantly depending on the amount of income before taxes, as compared to the fixed amount of goodwill amortization and other non-deductible items.

(10)

13

### CLEAN HARBORS, INC. AND SUBSIDIARIES

#### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

##### FACTORS THAT MAY AFFECT FUTURE RESULTS

From time to time, the Company and employees acting on behalf of the Company make forward-looking statements concerning the expected revenues, results of operations, capital expenditures, capital structure, plans and objectives of management for future operations, and future economic performance. This report contains forward-looking statements. There are many factors which could cause actual results to differ materially from those projected in a forward-looking statement, and there can be no assurance that such expectations will be realized.

The Company's future operating results may be affected by a number of factors, including the Company's ability to: continue to implement the treatment and disposal reengineering program; utilize its facilities and workforce profitably, in the face of intense price competition; successfully increase market share in its existing service territory while expanding its product offerings into other markets; integrate additional hazardous waste management facilities, such as the Kimball incinerator and the expanded Chicago facility; realize benefits from cost reduction programs; and generate incremental volumes of waste to be handled through such facilities from existing sales offices and service centers and others which may be opened in the future.

The future operating results of the Kimball incinerator may be affected by

factors such as its ability to: obtain sufficient volumes of waste at prices which produce revenue sufficient to offset the operating costs of the facility; minimize downtime and disruptions of operations; and compete successfully against other incinerators which have an established share of the incineration market.

The Company's operations may be affected by the commencement and completion of major site remediation projects; seasonal fluctuations due to weather and budgetary cycles influencing the timing of customers' spending for remedial activities; the timing of regulatory decisions relating to hazardous waste management projects; secular changes in the process waste industry towards waste minimization and the propensity for delays in the remedial market; suspension of governmental permits; and fines and penalties for noncompliance with the myriad of regulations governing the Company's diverse operations. As a result of these factors, the Company's revenue and income could vary significantly from quarter to quarter, and past financial performance should not be considered a reliable indicator of future performance.

#### FINANCIAL CONDITION AND LIQUIDITY

The Company has financed its operations and capital expenditures primarily by additions to long-term debt. During the six months ended June 30, 1996, the Company spent \$1,469,000 on additions to plant and equipment and construction in progress, as compared to its capital expenditures of \$4,458,000 during the same period of the prior year, during which the Company also spent \$5,549,000 on the acquisition of the Kimball incinerator. During the six months ended June 30, 1996, net additions to long-term debt were \$6,203,000, as compared to net additions to long-term debt of \$9,662,000 during the same period of the previous year.

(11)

14

#### CLEAN HARBORS, INC. AND SUBSIDIARIES

#### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

At December 31, 1995, the Company had a \$45,000,000 revolving credit and term loan agreement (the "Loan Agreement") with a financial institution. The Loan Agreement originally provided for a \$35,000,000 revolving credit portion (the "Revolver") and a \$10,000,000 term promissory note (the "Term Note"). On March 20, 1996, the Loan Agreement was amended to increase the Term Loan from its amortized balance of \$8,333,000 to \$15,000,000 and decrease the revolving portion to \$30,000,000. This amendment allows the Company greater availability under the Loan Agreement. The new Term Note is payable in 60 monthly installments, commencing April 1, 1996. Monthly principal payments are \$250,000. The Revolver allows the Company to borrow up to \$30,000,000 in cash and letters of credit. Letters of credit may not exceed \$20,000,000 at any one time. The Revolver has a three-year term with an option to renew annually.

The Loan Agreement terms include a borrowing limit, which fluctuates depending on the level of accounts receivable which collateralize the Loan Agreement. The borrowing availability within each month will fluctuate significantly depending on the level of business activity, when during the month the bills are sent, the resulting amount of accounts receivable, and the usage of letters of credit. The Loan Agreement terms allow the Company to make regularly scheduled payments of principal and interest on its other indebtedness for borrowed money (including leases), to pay dividends in cash on its preferred stock, to prepay such debt or redeem such preferred stock, and to make acquisitions of other companies, provided that on each of the sixty consecutive days prior thereto, and after giving effect thereto, the Company shall maintain borrowing availability in excess of \$4,500,000. The Company requested that its

lender waive compliance with the Loan Agreement covenant requiring \$4,500,000 of excess availability, which was granted through September 1996.

Dividends on the Company's Series B Convertible Preferred Stock are payable on the 15th day of January, April, July and October, at the rate of \$1.00 per share, per quarter; 112,000 shares are outstanding. Under the terms of the preferred stock, the Company can elect to pay dividends in cash or in common stock with a market value equal to the amount of the dividend payable. The Company elected to pay the January 15, 1996 and April 15, 1996 dividends in common stock. The market value of the common stock as of the January and April 1996 record dates of such dividends were \$2.6125 and \$2.9375, respectively. Accordingly, the Company has issued a total of 81,001 shares of common stock to the holders of the preferred stock for the year. The Company anticipates that the preferred stock dividends payable through 1996 will be paid in common stock.

The Company is taking steps to obtain tax-exempt revenue bond financing through the City of Kimball to pay for a portion of the costs of the Kimball incinerator and landfill, including the prepaid closure insurance premiums, as well as the costs of improvements to the facility. The Company anticipates that approximately \$9,000,000 of the proceeds of the planned tax-exempt bond issue will be used to reimburse the Company for costs of the Kimball facility, and applied to repay or refund existing indebtedness.

Although the Company's liquidity will be constrained from time to time due to borrowing availability, the Company believes it has adequate liquidity for its ongoing operations and planned capital needs. The Company operations along with the provisions of the amended Loan Agreement are expected to produce cash flow in excess of the amounts required to finance its operations and its capital expenditures during 1996. In addition, the Company expects to realize net cash savings of approximately \$2,500,000, primarily from the sale of certain office and maintenance facilities. It is expected that capital expenditures in 1996 will be approximately \$3,000,000.

(12)

15

## CLEAN HARBORS, INC. AND SUBSIDIARIES

### PART II - OTHER INFORMATION

#### ITEM 1 - LEGAL PROCEEDINGS

-----

Except as provided below, no reportable events have occurred which would require modification of the discussion under Item 3 - Legal Proceedings contained in the Company's Report on Form 10-K for the Year Ended December 31, 1995.

In July, three of the Company's subsidiary companies were named as defendants, along with an unrelated corporation and an unrelated individual, in an action in the Court of Common Pleas for Hamilton County, Ohio. The case involves claims for wrongful death and related causes of action and arises out of the accidental death of an employee who worked at the Company's Spring Grove waste handling facility in Cincinnati. The Company has not as yet filed its answer to the complaint, but does not expect that this claim will be material to its results of operations.

#### ITEM 2 - CHANGES IN SECURITIES

-----

None

#### ITEM 3 - DEFAULTS UPON SENIOR DEBT

-----  
None

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS  
-----

The Company's 1996 Annual meeting of the Stockholders was held on June 17, 1996. Stockholders owning 8,233,317 shares, or 85% of eligible shares were represented in person or by proxy. 8,147,508 shares voted for the election of Alan S. McKim, with 85,809 shares withheld, 8,146,328 shares voted for the election of John F. Kaslow, with 86,989 shares withheld, and 8,146,354 shares voted for the elections of David A. Eckert, with 86,963 shares withheld, to serve as directors until the 1999 Annual Meeting of Stockholders. Other directors whose term of office s director continued after the meeting were Christy W. Bell, Daniel J. McCarthy, John T. Preston and Lorne R. Waxlax.

ITEM 5 - OTHER INFORMATION  
-----

None

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K  
-----

A) Exhibit 11 - Computation of Net Income per Share.

Exhibit 27 - Financial Data Schedule.

B) Reports on Form 8-K - None

(13)

16

CLEAN HARBORS, INC. AND SUBSIDIARIES

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 thereunto duly authorized.

Clean Harbors, Inc.  
-----

Registrant

Dated: August 12, 1996

By: /s/ Alan S. McKim  
-----

Alan S. McKim  
President and  
Chief Executive Officer

Dated: August 12, 1996

By: /s/ Stephen H. Moynihan  
-----

Stephen H. Moynihan  
Senior Vice President and Treasurer  
(principal financial and  
accounting officer)

(14)

CLEAN HARBORS, INC. AND SUBSIDIARIES

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 thereunto duly authorized.

Clean Harbors, Inc.  
-----  
Registrant

Dated: August 12, 1996

By: \_\_\_\_\_  
Alan S. McKim  
President and  
Chief Executive Officer

Dated: August 12, 1996

By: \_\_\_\_\_  
Stephen H. Moynihan  
Senior Vice President and Treasurer  
(principal financial and  
accounting officer)

## EXHIBIT 11

## CLEAN HARBORS, INC. AND SUBSIDIARIES

COMPUTATION OF NET INCOME PER SHARE  
FOR THE SECOND QUARTER ENDED JUNE 30, 1996  
(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1996	1995	1996	1995
Net income (loss)	\$(2,605)	\$ 203	\$(4,247)	\$ (387)
Less preferred dividends accrued	112	112	224	223
Adjusted net income (loss)	\$(2,717)	\$ 91	\$(4,471)	\$ (610)
Income (loss) per common and common equivalent share:				
Weighted average number of shares outstanding	9,624	9,431	9,592	9,431
Incremental shares for stock options under treasury stock method	--	17	--	16
Weighted average number of common and common equivalent shares outstanding	9,624	9,448	9,592	9,447
Net income (loss) per common and common equivalent share	\$ (.28)	\$ .01	\$ (.47)	\$ (.06)
Income (loss) per common and common equivalent share - assuming full dilution:				
Weighted average number of shares outstanding	9,624	9,431	9,592	9,431
Incremental shares for stock options under treasury stock method	--	18	--	16
Weighted average number of common and common equivalent shares outstanding - assuming full dilution	9,624	9,449	9,592	9,447
Net income (loss) per common and common equivalent share - assuming full dilution	\$ (.28)	\$ .01	\$ (.47)	\$ (.06)

<ARTICLE> 5  
<LEGEND>  
ART.5 FDS FOR 10-Q  
</LEGEND>  
<MULTIPLIER> 1,000

<PERIOD-TYPE>	6-MOS	
<FISCAL-YEAR-END>		DEC-31-1996
<PERIOD-END>		JUN-30-1996
<CASH>		524
<SECURITIES>		1,694
<RECEIVABLES>		46,837
<ALLOWANCES>		(1,055)
<INVENTORY>		3,073
<CURRENT-ASSETS>		58,776
<PP&E>		130,037
<DEPRECIATION>		58,047
<TOTAL-ASSETS>		175,229
<CURRENT-LIABILITIES>		43,477
<BONDS>		75,605
<COMMON>		97
<PREFERRED-MANDATORY>		0
<PREFERRED>		1
<OTHER-SE>		56,049
<TOTAL-LIABILITY-AND-EQUITY>		175,229
<SALES>		95,374
<TOTAL-REVENUES>		95,374
<CGS>		73,818
<TOTAL-COSTS>		73,818
<OTHER-EXPENSES>		0
<LOSS-PROVISION>		0
<INTEREST-EXPENSE>		4,508
<INCOME-PRETAX>		(6,448)
<INCOME-TAX>		(2,201)
<INCOME-CONTINUING>		(4,247)
<DISCONTINUED>		0
<EXTRAORDINARY>		0
<CHANGES>		0
<NET-INCOME>		(4,247)
<EPS-PRIMARY>		(.47)
<EPS-DILUTED>		0