

---

---

**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) **April 17, 2008**

**CLEAN HARBORS, INC.**

(Exact name of registrant as specified in its charter)

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

**0-16379**  
(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))
- 
-

Item 2.02 Results of Operations and Financial Condition.

Clean Harbors, Inc. (the "Company") now plans to report on May 7, 2008 the results of its first quarter 2008 operations. Based on preliminary financial data and subject to the final closing of its books, the Company now expects its first-quarter 2008 revenues to be in the range of \$240 million to \$241 million and its adjusted earnings before interest, taxes, depreciation and amortization, or "EBITDA," to be in the range of \$31 million to \$32 million. These estimated results are higher than the first quarter guidance which the Company provided as part of its press release on February 27, 2008, in which the Company then estimated that revenues for the first quarter of 2008 would be in the range of \$225 million to \$230 million and that first quarter EBITDA would be in the range of \$27 million to \$29 million.

The estimates stated in the preceding paragraph are forward-looking statements, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties that could cause actual results to differ materially from those contemplated by the forward-looking statements. The principal of such risks and uncertainties are described under "Risk Factors" and "Disclosure Regarding Forward-Looking Statements" in the preliminary prospectus supplement dated April 17, 2008 which the Company filed on April 17, 2008 with the Securities and Exchange Commission (the "SEC") under the Company's Registration Statement on Form S-3 which the Company had also filed with the SEC, and which became automatically effective under the Securities Act of 1933, as amended (the "Securities Act"), on April 17, 2008 (File No. 333 - 150296).

The Company reports and provides guidance as to EBITDA, which is a non-GAAP financial measure, as a complement to its results and estimates as calculated in accordance with accounting principles generally accepted in the United States, or "GAAP," and believes that such information provides additional useful information to investors. The "Selected Consolidated Financial Data" section of the preliminary prospectus supplement dated April 17, 2008 described in the preceding paragraph contains a further description of how Adjusted EBITDA (which is the same as "EBITDA" as defined in the Company's financing agreements) is calculated and a reconciliation of Adjusted EBITDA to the Company's net income (loss) and net cash provided by operating activities for each of the periods described in such section.

Item 8.01 Other Events.

On April 17, 2008, the Company issued a press release announcing that it had filed with the SEC on April 17, 2008 a shelf registration statement, which became automatically effective under the Securities Act upon filing, and a preliminary prospectus supplement for a proposed follow-on public offering of 2,500,000 shares of the Company's common stock. A copy of that press release is filed as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated April 17, 2008.

**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)

April 17, 2008

/s/ James M. Rutledge  
Executive Vice President and  
Chief Financial Officer

---

## Press Release

**Clean Harbors Announces  
Follow-On Offering of Common Stock**

**Norwell, MA** — April 17, 2008 — Clean Harbors, Inc. (NASDAQ: CLHB), the leading provider of environmental and hazardous waste management services throughout North America, announced it has filed today a shelf registration statement, which became effective on filing, and a preliminary prospectus supplement with the Securities and Exchange Commission for a proposed follow-on public offering of 2,500,000 shares of its common stock. All shares will be offered by the Company. In addition, the Company has granted the underwriters an option to purchase up to an additional 375,000 shares to cover over allotments, if any. The public offering price has not yet been determined. The Company expects to use the net proceeds of the offering toward one or more of the following: potential future acquisitions, repayment of debt and working capital.

Goldman, Sachs & Co. is acting as the sole book-running manager of the offering. Credit Suisse Securities (USA) LLC and Merrill Lynch & Co. are acting as senior co-managers, and RBC Capital Markets Corporation, Needham & Company, LLC and Wedbush Morgan Securities Inc. are acting as co-managers.

The common stock will be offered only pursuant to a prospectus supplement to the effective registration statement (including a prospectus) filed April 17, 2008. The preliminary prospectus supplement related to the offering as filed with the Securities and Exchange Commission is available on the SEC's website [www.sec.gov](http://www.sec.gov). A printed copy of the preliminary prospectus supplement relating to the offering may be obtained by contacting Goldman, Sachs & Co., Attn: Prospectus Dept., 85 Broad Street, New York, NY 10004, Fax: 212-902-9316 or email at [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com).

This release shall not constitute an offer to sell or the solicitation of an offer to buy any of these securities, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**About Clean Harbors, Inc.**

Clean Harbors is North America's leading provider of environmental and hazardous waste management services. Headquartered in Norwell, Massachusetts, Clean Harbors has more than 100 locations strategically positioned throughout North America in 36 U.S. states, six Canadian provinces, Mexico and Puerto Rico. For more information, visit [www.cleanharbors.com](http://www.cleanharbors.com).



42 Longwater Drive • P.O. Box 9149 • Norwell, Massachusetts 02061-9149 • 781.792.5000 • [www.cleanharbors.com](http://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, and involve risks and uncertainties. These forward-looking statements are generally identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans to,” “estimates,” “projects,” or similar expressions. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management’s opinions only as of the date hereof. 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. Furthermore, all financial information in this press release is based on preliminary data and is subject to the final closing of the Company’s books and records.

A variety of factors beyond the control of the Company may affect the Company’s performance, including, but not limited to:

- The Company’s ability to manage the significant environmental liabilities that it assumed in connection with the CSD and other acquisitions;
- The availability and costs of liability insurance and financial assurance required by governmental entities relating to our facilities;
- The effects of general economic conditions in the United States, Canada and other territories and countries where the Company does business;
- The effect of economic forces and competition in specific marketplaces where the Company competes;
- The possible impact of new regulations or laws pertaining to all activities of the Company’s operations;
- The outcome of litigation or threatened litigation or regulatory actions;
- The effect of commodity pricing on overall revenues and profitability;
- Possible fluctuations in quarterly or annual results or adverse impacts on the Company’s results caused by the adoption of new accounting standards or interpretations or regulatory rules and regulations;
- The effect of weather conditions or other aspects of the forces of nature on field or facility operations;
- The effects of industry trends in the environmental services and waste handling marketplace; and
- The effects of conditions in the financial services industry on the availability of capital and financing.

Any of the above factors and numerous others not listed nor foreseen may adversely impact the Company’s financial performance. Additional information on the potential factors that could affect the Company’s actual results of operations is included in its filings with the Securities and Exchange Commission, which may be viewed on the Investor portal of the Company’s Web Page at [www.cleanharbors.com](http://www.cleanharbors.com).

---

**Contact:**

James M. Rutledge  
Executive Vice President and Chief Financial Officer  
Clean Harbors, Inc.  
781.792.5100  
InvestorRelations@cleanharbors.com

Bill Geary  
Executive Vice President and General Counsel  
Clean Harbors, Inc.  
781.792.5130

Jim Buckley  
Executive Vice President  
Sharon Merrill Associates, Inc.  
617.542.5300  
clhb@investorrelations.com

---