

**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 17, 2023**

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 MA
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value	CLH	New York Stock Exchange

Item 1.01. Entry into a Material Definitive Agreement.

On January 17, 2023, Clean Harbors, Inc. (the “Company”) entered into a purchase agreement (the “note purchase agreement”), between the Company, the Company’s domestic subsidiaries as guarantors, and Goldman Sachs & Co. LLC, as the representative of the initial purchasers named therein (the “initial purchasers”). Pursuant to the note purchase agreement, the initial purchasers have agreed to purchase, and the Company has agreed to issue and sell, \$500.0 million aggregate principal amount of 6.375% senior notes due 2031 (the “notes”), which the initial purchasers have agreed to purchase for purposes of resale to investors in an offering exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”). Under the note purchase agreement, the notes are priced for purposes of such resale at 100.000% of their aggregate principal amount. The purchase and sale of the notes is expected to close on or about January 24, 2023, subject to customary closing conditions. The Company intends to use the net proceeds of the offering and a \$114.0 million loan under the Company’s existing revolving credit facility, together with cash on hand, to repay the \$614.0 million aggregate principal amount of senior secured term loans due in 2024 which are now outstanding under the Company’s term loan credit facility and to pay fees and expenses in connection with the offering of the notes and accrued interest in connection with such repayment of senior secured term loans.

The note purchase agreement contains warranties, covenants and closing conditions that are customary for transactions of this type. In addition, the Company and the guarantors have agreed to indemnify the initial purchasers against certain liabilities arising from the transactions under the note purchase agreement, including liabilities under the federal securities laws. The note purchase agreement also contains customary contribution provisions.

The initial purchasers and their affiliates have from time to time provided various investment and commercial banking and financial advisory services to the Company and its affiliates for which they have received customary fees and commissions, and the initial purchasers and their affiliates may provide such services to the Company and its affiliates from time to time in the future, for which they would expect to receive customary fees and commissions.

Item 8.01. Other Events.

On January 17, 2023, the Company announced the pricing of the \$500.0 million aggregate principal amount of notes described above. Pursuant to Rule 135c under the Securities Act, the Company is filing herewith the press release issued January 17, 2023 as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following exhibit is being furnished herewith (furnished solely for purposes of Item 8.01 of this Form 8-K):

Exhibit No.	Description
99.1	Press release of the Company, relating to the new notes offering, dated January 17, 2023

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 17, 2023

/s/ Michael L. Battles
Executive Vice President and Chief Financial Officer



Press Release

Clean Harbors Prices Offering of Senior Notes Due 2031

Norwell, Mass. – January 17, 2023 – [Clean Harbors, Inc.](#) (“Clean Harbors” or the “Company”) (NYSE: CLH) announced today that it has priced a private offering of \$500 million of senior notes due 2031 (the “notes”).

The notes, which carry an interest rate of 6.375%, were priced for purposes of resale at 100.000% of their aggregate principal amount. The issuance and sale of the notes is expected to close on or about January 24, 2023, subject to customary closing conditions. Clean Harbors intends to use the net proceeds of the offering and a \$114.0 million loan under Clean Harbors’ existing revolving credit facility, together with cash on hand, to repay the \$614.0 million aggregate principal amount of senior secured term loans due in 2024 which are now outstanding under the Company’s term loan credit facility and to pay fees and expenses in connection with the offering of the notes and accrued interest in connection with such repayment of senior secured term loans.

The notes will be offered and sold to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States pursuant to Regulation S under the Securities Act. This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the notes, nor shall there be any sale of notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. The notes will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

About Clean Harbors

Clean Harbors (NYSE: CLH) is North America’s leading provider of environmental and industrial services. The Company serves a diverse customer base, including a majority of Fortune 500 companies. Its customer base spans a number of industries, including chemical, energy and manufacturing, as well as numerous government agencies. These customers rely on Clean Harbors to deliver a broad range of services such as end-to-end hazardous waste management, emergency spill response, industrial cleaning and maintenance, and recycling services. Through its Safety-Kleen subsidiary, Clean Harbors also is North America’s largest re-refiner and recycler of used oil and a leading provider of parts washers and environmental services to commercial, industrial and automotive customers. Founded in 1980 and based in Massachusetts, Clean Harbors operates throughout the United States, Canada, Mexico, Puerto Rico and India.

Clean Harbors • 42 Longwater Drive • PO Box 9149 • Norwell, Massachusetts 02061-9149 • 800.282.0058



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,” “seeks,” “should,” “estimates,” “projects,” “may,” “likely,” or similar expressions. Such statements may include, but are not limited to, statements about future financial and operating results, the Company’s plans, objectives, expectations and intentions 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 Clean Harbors’ most recently filed Form 10-K and Form 10-Q. Forward-looking statements are neither historical facts nor assurances of future performance. Therefore, readers are cautioned not to place undue reliance on these forward-looking statements. Clean Harbors 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.

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