

**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): March 16, 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:

**Name of each exchange on which
registered**

Title of each class

Trading Symbol

Common Stock, \$0.01 par value

CLH

New York Stock Exchange

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 16, 2023, Clean Harbors, Inc. (the "Company") announced the expansion of the Company's Board of Directors (the "Board") from 12 to 13 members and the appointment of Karyn Polito to the Board effective as of March 16, 2023. Ms. Polito served as Lieutenant Governor of Massachusetts from 2015 to 2023, alongside Governor Charlie Baker, and is currently the Principal of Polito Development Corporation, a commercial and industrial real estate development firm. Ms. Polito will serve as a Class II director whose term will expire at the Company's 2024 annual meeting of shareholders and has been appointed to serve on the Board's Audit and Governance Committees. Ms. Polito is not now, nor during the past three years been, involved in any related party transaction with the Company which would be reportable under Item 404(a) of Regulation S-K. The press release announcing Ms. Polito's appointment is furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is being furnished herewith:

99.1 [Press Release of the Company, dated March 16, 2023, announcing the appointment of Karen Polito as member of the Company's Board of Directors.](#)

104 Cover Page Interactive Data File (embedded within Inline XBRL document)

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)

March 16, 2023

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



Press Release

Clean Harbors Appoints Former Massachusetts Lieutenant Governor Karyn Polito to Board of Directors

- *Addition Bolsters Board's Government, Regulatory and Public Affairs Expertise*
- *Board Member Edward Galante to be Named Lead Independent Director*
- *Dr. Eugene Banucci and Thomas Shields Plan to Retire and Therefore Not Stand for Re-election at 2023 Annual Meeting of Shareholders in May*

Norwell, Mass. – March 16, 2023 – [Clean Harbors, Inc.](#) (“Clean Harbors”) (NYSE: CLH), the leading provider of environmental and industrial services throughout North America, today announced the appointment of Karyn Polito to its Board of Directors, effective today. Ms. Polito served as Lieutenant Governor of Massachusetts from 2015 to 2023, alongside Governor Charlie Baker. She is now the Principal of Polito Development Corporation.

“Karyn is a terrific addition to our Board,” said Alan S. McKim, Chairman, President and Chief Executive Officer. “She brings a wealth of experience across the public and private sectors, a proven record on environmental issues, and will provide valuable insights across multiple disciplines as a result. We look forward to her impact in key areas including government, regulatory and public affairs.”

“I’m grateful to join this dedicated group of professionals and motivated to help this organization continue to be the leading provider of environmental and industrial services,” said Polito.

The appointment expands the Clean Harbors Board to 13 members, 12 of whom are independent. Ms. Polito was appointed as a Class II director whose term will expire at Clean Harbors’ 2024 Annual Meeting of Shareholders. She will serve on both the Audit and Governance Committees.

About Ms. Polito

Ms. Polito is the Principal of Polito Development Corporation, a commercial and industrial real estate development firm. Prior to her election as Lieutenant Governor of Massachusetts, Ms. Polito was a member of the Massachusetts House of Representatives and a Partner at Milton, Laurence & Dixon, LLP. Ms. Polito holds a Bachelor of Science from Boston College and a Juris Doctor from New England Law.



New Lead Independent Director Named

Clean Harbors also announced today that at its 2023 Annual Meeting of Shareholders on May 24, Edward G. Galante will become the Company's Lead Independent Director. Mr. Galante will be succeeding Dr. Eugene Banucci who will retire and not be standing for re-election at this year's meeting. In addition to Dr. Banucci, Thomas J. Shields, a valued board member since 1999, will also retire and will not be standing for re-election in May.

"We are excited to appoint Ed as our lead independent director," McKim said. "Since he joined our Board in 2010, he has provided effective counsel and guidance based on his 30-year career at Exxon Mobil Corporation. On behalf of the Company, I want to thank Gene and Tom publicly for their tremendous contributions. Gene led our Board through an incredibly prosperous period, including the past six years of his tenure that were marked by substantial profitable growth. Tom's service through Clean Harbors' transformation in the late 1990s from an emerging company to North America's recognized leader of environmental and industrial services has been invaluable to the organization."

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 in the United States, Canada, Mexico, Puerto Rico and India. 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,” “seeks,” “should,” “estimates,” “projects,” “may,” “likely,” or similar expressions. Such statements may include, but are not limited to, 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 filings with the Securities and Exchange Commission, which may be viewed in the “Investors” section of Clean Harbors’ website at www.cleanharbors.com.

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