
**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): November 4, 2004

CLEAN HARBORS, INC.

(Exact name of registrant as specified in charter)

Massachusetts
(State or other jurisdiction of incorporation)

0-16379
(Commission File Number)

04-2997780
(I.R.S. Employer Identification No.)

1501 Washington Street Braintree, Massachusetts
(Address of principal executive offices)

02184-7535
(Zip Code)

Registrant's telephone number, including area code: (781) 849-1800 ext. 4454

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 (see General Instruction A.2. below):

- 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.

On November 4, 2004, Clean Harbors, Inc. (the "Company") issued a press release announcing the Company's results of operations for the quarter ended September 30, 2004. A copy of that press release is furnished with this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release dated November 4, 2004

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)

November 4, 2004

/s/ MARK S. BURGESS

Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

99.1 Press release dated November 4, 2004.

Press Release

Clean Harbors Announces Third Quarter 2004 Financial Results

*Company Achieves High End of Revenue and EBITDA Guidance;
Ongoing Initiatives Drive 74% Increase in Operating Income and Diluted EPS of \$0.25*

Braintree, MA – November 4, 2004 – Clean Harbors, Inc. (“Clean Harbors”) (NASDAQ: CLHB), the leading provider of environmental and hazardous waste management services throughout North America, today announced financial results for the third quarter ended September 30, 2004.

Clean Harbors reported third-quarter 2004 revenues of \$162.7 million, compared with \$151.1 million in the third quarter of 2003. Income from operations for the third quarter of 2004 totaled \$11.2 million, compared with \$6.5 million in the third quarter of 2003. The Company generated net income of \$4.4 million, or \$0.25 per diluted share, for the third quarter of 2004. This compares with third-quarter 2003 net income of \$7.4 million, which included a non-recurring, non-cash gain of \$8.7 million associated with the embedded derivative on the Company’s Series C preferred stock. Diluted loss per share for the third quarter of 2003 was \$(0.09). Clean Harbors’ Series C preferred stock was redeemed in June 2004, eliminating its bottom-line effect for future quarters.

Revenues for the nine months ended September 30, 2004 were \$467.0 million, compared with \$465.4 million for the comparable period a year ago. The Company’s revenues for the nine months ended September 30, 2003 included one-time revenues approximating \$20 million associated with the clean-up of a major oil spill on Cape Cod, Massachusetts. Operating income for the first nine months of 2004 grew more than 300 percent to \$24.5 million versus \$6.1 million in the comparable period of 2003.

EBITDA (see below) increased by 18% to \$19.6 million in the third quarter of 2004 from \$16.6 million in the same period a year earlier.

Comments on the Third Quarter

“Clean Harbors capitalized on strong seasonal demand, secured new facility projects and continued improving its productivity throughout the organization in the third quarter,” said Alan McKim, Chief Executive Officer. “We delivered excellent financial results across all of our primary metrics. A recovering economy and our success in marketing additional services to customers in select verticals led to increased demand for our services. In addition, volumes at our landfills grew to improved levels on the strength of facility projects initiatives and our ability to generate new and repeat business with *Fortune 500* companies. Utilization at our incinerators was strong despite the planned shutdowns for routine annual maintenance and final upgrades related to MACT standards.”

“In the third quarter, Clean Harbors also continued to make substantial operational progress,” McKim said. “Employee utilization improved as we generated higher revenues with minimal increases in headcount. On the expense front, we continued to benefit from the internalization of waste and transportation costs. Each of these accomplishments helped drive noticeable improvements in both operating income and EBITDA during the quarter.”



ENVIRONMENTAL SERVICES, INC.

1501 Washington Street • PO Box 859048 • Braintree, Massachusetts 02185-9048 • 800.282.0058 • www.cleanharbors.com

Press Release

Clean Harbors Announces Third Quarter 2004 Financial Results

Non-GAAP Third Quarter Results

Clean Harbors reports EBITDA results, which are non-GAAP, as a complement to results provided in accordance with accounting principles generally accepted in the United States (GAAP) and believes that such information provides an additional measurement of the Company's performance. The Company defines EBITDA in accordance with its outstanding credit agreements, as described in the following reconciliation showing the differences between reported income and EBITDA for the third quarter of 2004 and the third quarter of 2003 (in thousands):

| | For the three months ended: | |
|--|-----------------------------|-----------------------|
| | September 30, 2004 | September 30, 2003 |
| Net income | \$ 4.4 | \$ 7.4 |
| Accretion of environmental liabilities | 2.5 | 2.8 |
| Depreciation and amortization | 5.8 | 6.8 |
| Interest expense, net | 5.6 | 6.0 |
| Provision for income taxes | 1.1 | 1.7 |
| Non-recurring severance charges | — | 0.6 |
| Gain on sale in fixed assets | 0.1 | — |
| Refinancing related expenses | 0.1 | — |
| Change in value of embedded derivative | — | (8.7) |
| EBITDA | \$ 19.6 | \$ 16.6 |

Business Outlook

"We were successful in our strategy to increase our share of the environmental services market while continuing to streamline costs," said McKim. "We will continue this work in the fourth quarter as we strive to maintain high utilization at our landfill and incineration facilities, internalize additional transportation costs, further improve employee productivity and generate stronger earnings. As a result of our ongoing initiatives and improved market conditions, we expect to achieve 8% to 10% year-over-year revenue growth in the fourth quarter and EBITDA in the range of \$17.5 to \$21.0 million. Going forward, we also intend to actively pursue small accretive acquisitions that provide access to new customers and/or technologies."



ENVIRONMENTAL SERVICES, INC.

1501 Washington Street • PO Box 859048 • Braintree, Massachusetts 02185-9048 • 800.282.0058 • www.cleanharbors.com

Press Release

Clean Harbors Announces Third Quarter 2004 Financial Results

Conference Call Information

Clean Harbors will conduct a conference call for investors to discuss the information contained in this news release today, Thursday, November 4, 2004 at 9:00 a.m. (ET). Investors who want to hear a webcast of the call should log onto www.cleanharbors.com and select "Investor Relations." The call will be available on the investor relations section for one week.

About Clean Harbors, Inc.

Clean Harbors, Inc. is North America's leading provider of environmental and hazardous waste management services. With an unmatched infrastructure of 48 waste management facilities, including nine landfills, five incineration locations and seven wastewater treatment centers, the Company provides essential services to more than 30,000 customers, including more than 175 Fortune 500 companies, thousands of smaller private entities and numerous federal, state and local governmental agencies. Headquartered in Braintree, 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.

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

- 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;



ENVIRONMENTAL SERVICES, INC.

1501 Washington Street • PO Box 859048 • Braintree, Massachusetts 02185-9048 • 800.282.0058 • www.cleanharbors.com

Press Release

Clean Harbors Announces Third Quarter 2004 Financial Results

- 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;
- The effects of conditions in the financial services industry on the availability of capital and financing;
- The Company's ability to successfully complete the integration of the CSD acquisition, which became effective in September 2002 and to manage the significant environmental liabilities which it assumed in connection with that acquisition;
- The availability and costs of liability insurance and financial assurance required by governmental entities relating to our facilities.

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, including but not limited to its Annual Report on Form 10-K, in its entirety and specifically Factors That May Affect Future Results under Item 7, for the fiscal year ended December 31, 2003, and its subsequent reports on Form 10-Q, which are filed with the SEC.

Contacts:

Mark Burgess
Executive Vice President of Administration
and Chief Financial Officer
Clean Harbors, Inc.
781-849-1800
InvestorRelations@cleanharbors.com

Jason Fredette
Associate Vice President
Sharon Merrill Associates
(617) 542-5300
jfredette@investorrelations.com



ENVIRONMENTAL SERVICES, INC.

1501 Washington Street • PO Box 859048 • Braintree, Massachusetts 02185-9048 • 800.282.0058 • www.cleanharbors.com

Press Release

Clean Harbors Announces Third Quarter 2004 Financial Results

CLEAN HARBORS, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS

Unaudited
(in thousands except per share amounts)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|------------|------------------------------------|------------|
| | 2004 | 2003 | 2004 | 2003 |
| Revenues | \$ 162,650 | \$ 151,085 | \$ 467,038 | \$ 465,425 |
| Cost of revenues | 116,835 | 108,687 | 340,137 | 347,098 |
| Selling, general and administrative expenses | 26,227 | 26,409 | 77,225 | 84,209 |
| Accretion of environmental liabilities | 2,546 | 2,745 | 7,753 | 8,261 |
| Depreciation and amortization | 5,803 | 6,788 | 17,464 | 19,875 |
| Restructuring | — | — | — | (124) |
| Income from operations | 11,239 | 6,456 | 24,459 | 6,106 |
| Other income (expense) | (85) | 8,755 | (1,189) | 8,909 |
| Loss on refinancing | — | — | (7,099) | — |
| Interest (expense), net | (5,576) | (6,048) | (16,377) | (17,537) |
| Income (loss) before provision for income taxes and cumulative effect of change in accounting principle | 5,578 | 9,163 | (206) | (2,522) |
| Provision for income taxes | 1,137 | 1,746 | 4,663 | 3,996 |
| Net income (loss) before cumulative effect of change in accounting principle | 4,441 | 7,417 | (4,869) | (6,518) |
| Cumulative effect of change in accounting principle, net of tax | — | — | — | 66 |
| Net income (loss) | 4,441 | 7,417 | (4,869) | (6,584) |
| Redemption of Series C preferred stock and dividends and accretion on preferred stock | 112 | 828 | 11,728 | 2,446 |
| Net income (loss) attributable to common shareholders | \$ 4,329 | \$ 6,589 | \$ (16,597) | \$ (9,030) |
| Basic earnings (loss) per share: | | | | |
| Earnings (loss) before cumulative effect of change in accounting principle | \$ 0.31 | \$ 0.48 | \$ (1.18) | \$ (0.67) |
| Cumulative effect of change in accounting principle, net of tax | \$ — | \$ — | \$ — | \$ — |
| Earnings (loss) attributable to common shareholders | \$ 0.31 | \$ 0.48 | \$ (1.18) | \$ (0.67) |
| Diluted earnings (loss) per share: | | | | |
| Earnings (loss) before cumulative effect of change in accounting principle | \$ 0.25 | \$ (0.09) | \$ (1.18) | \$ (1.02) |
| Cumulative effect of change in accounting principle, net of tax | \$ — | \$ — | \$ — | \$ — |
| Earnings (loss) attributable to common shareholders | \$ 0.25 | \$ (0.09) | \$ (1.18) | \$ (1.02) |
| Weighted average common shares outstanding | 14,108 | 13,770 | 14,038 | 13,443 |
| Weighted average common shares outstanding plus potentially dilutive common shares | 17,446 | 16,187 | 14,038 | 15,860 |



ENVIRONMENTAL SERVICES, INC.

1501 Washington Street • PO Box 859048 • Braintree, Massachusetts 02185-9048 • 800.282.0058 • www.cleanharbors.com

Press Release

Clean Harbors Announces Third Quarter 2004 Financial Results

CLEAN HARBORS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
ASSETS
(dollars in thousands)

| | September 30, 2004 | December 31, 2003 |
|-------------------------------------|-----------------------|----------------------|
| | (Unaudited) | |
| Current assets: | | |
| Cash and cash equivalents | \$ 24,756 | \$ 6,331 |
| Restricted cash | 381 | — |
| Accounts receivable, net | 117,817 | 114,429 |
| Unbilled accounts receivable | 9,509 | 9,476 |
| Deferred costs | 5,506 | 5,395 |
| Prepaid expenses | 10,731 | 8,582 |
| Supplies inventories | 9,449 | 9,018 |
| Deferred tax asset | 182 | 178 |
| Properties held for sale | 12,334 | 12,690 |
| Total current assets | <u>190,665</u> | <u>166,099</u> |
| Property, plant, and equipment, net | <u>174,978</u> | <u>166,542</u> |
| Other assets: | | |
| Restricted cash | — | 88,817 |
| Deferred financing costs | 9,316 | 6,297 |
| Goodwill | 19,032 | 19,032 |
| Permits and other intangibles, net | 76,699 | 79,811 |
| Deferred tax asset | 6,738 | 6,594 |
| Other | 8,165 | 6,967 |
| Total other assets | <u>119,950</u> | <u>207,518</u> |
| Total assets | <u>\$ 485,593</u> | <u>\$ 540,159</u> |



ENVIRONMENTAL SERVICES, INC.

1501 Washington Street • PO Box 859048 • Braintree, Massachusetts 02185-9048 • 800.282.0058 • www.cleanharbors.com

Press Release

Clean Harbors Announces Third Quarter 2004 Financial Results

CLEAN HARBORS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK
AND STOCKHOLDERS' EQUITY
(dollars in thousands)

| | September 30, 2004 | December 31, 2003 |
|---|-----------------------|----------------------|
| | (Unaudited) | |
| Current liabilities: | | |
| Uncashed checks | \$ 5,897 | \$ 5,983 |
| Revolving credit facility | — | 35,291 |
| Current portion of capital lease obligations | 1,502 | 1,207 |
| Accounts payable | 61,685 | 60,611 |
| Accrued disposal costs | 2,932 | 2,021 |
| Deferred revenue | 23,768 | 22,799 |
| Other accrued expenses | 36,792 | 32,240 |
| Current portion of environmental liabilities | 18,779 | 21,282 |
| Income taxes payable | 6,306 | 2,623 |
| Total current liabilities | 157,661 | 184,057 |
| Other liabilities: | | |
| Environmental liabilities, less current portion | 163,418 | 161,849 |
| Long-term obligations, less current maturities | 148,083 | 147,209 |
| Capital lease obligations, less current portion | 3,700 | 3,412 |
| Other long-term liabilities | 8,747 | 18,055 |
| Accrued pension cost | 649 | 633 |
| Total other liabilities | 324,597 | 331,158 |
| Commitments and contingent liabilities | | |
| Redeemable Series C Convertible Preferred Stock | — | 15,631 |
| Stockholders' equity: | 3,335 | 9,313 |
| Total liabilities, redeemable convertible preferred stock and stockholders' equity | \$ 485,593 | \$540,159 |



ENVIRONMENTAL SERVICES, INC.

1501 Washington Street • PO Box 859048 • Braintree, Massachusetts 02185-9048 • 800.282.0058 • www.cleanharbors.com