

REPUBLIC SERVICES, INC.  
Form 8-K  
May 10, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 10, 2013 (May 9, 2013)

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Republic Services, Inc.

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

1-14267  
(Commission  
File Number)

65-0716904  
(IRS Employer  
Identification No.)

18500 North Allied Way  
Phoenix, Arizona

85054

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (480) 627-2700

Not Applicable

Former name or former address, if changed since last report

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Check the appropriate box below if the Form 8-K 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))



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## Item 5.07 Submission of Matters to a Vote of Security Holders

On May 9, 2013, Republic Services, Inc. ("Republic" or the "Company") held its 2013 Annual Meeting of Stockholders. The stockholders voted on the matters set forth below:

1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

| Nominee            | Votes For   | Votes Against | Abstentions | Broker Non Votes |
|--------------------|-------------|---------------|-------------|------------------|
| James W. Crownover | 218,749,258 | 1,296,834     | 91,316,323  | 15,873,558       |
| William J. Flynn   | 301,489,584 | 9,544,018     | 328,813     | 15,873,558       |
| Michael Larson     | 272,430,337 | 38,597,878    | 334,200     | 15,873,558       |
| Nolan Lehmann      | 309,566,050 | 1,468,623     | 327,742     | 15,873,558       |
| W. Lee Nutter      | 301,392,149 | 9,642,982     | 327,284     | 15,873,558       |
| Ramon A. Rodriguez | 304,991,357 | 6,036,236     | 334,822     | 15,873,558       |
| Donald W. Slager   | 310,326,624 | 703,029       | 332,762     | 15,873,558       |
| Allan C. Sorensen  | 305,582,908 | 5,452,659     | 326,848     | 15,873,558       |
| John M. Trani      | 309,668,817 | 1,365,986     | 327,612     | 15,873,558       |
| Michael W. Wickham | 300,549,603 | 10,479,492    | 333,320     | 15,873,558       |

2. The proposal to approve the compensation of our named executive officers was approved based upon the following advisory, non-binding votes:

|                  |             |
|------------------|-------------|
| Votes for        | 270,622,712 |
| Votes against    | 36,158,776  |
| Abstentions      | 4,580,927   |
| Broker non-votes | 15,873,558  |

3. The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent public accountants for 2013 was approved based upon the following votes:

|                  |             |
|------------------|-------------|
| Votes for        | 321,031,833 |
| Votes against    | 5,893,671   |
| Abstentions      | 310,469     |
| Broker non-votes | -0-         |

4. The proposal to approve the Amended and Restated 2007 Stock Incentive Plan was approved based upon the following votes:

|                  |             |
|------------------|-------------|
| Votes for        | 280,147,589 |
| Votes against    | 30,803,803  |
| Abstentions      | 411,023     |
| Broker non-votes | 15,873,558  |

5. The stockholder proposal regarding payments upon the death of a senior executive was not approved based upon the following votes:

|                  |             |
|------------------|-------------|
| Votes for        | 94,916,942  |
| Votes against    | 215,767,418 |
| Abstentions      | 678,055     |
| Broker non-votes | 15,873,558  |

6. The stockholder proposal regarding political contributions and expenditures was not approved based upon the following votes:

|                  |             |
|------------------|-------------|
| Votes for        | 43,528,362  |
| Votes against    | 230,368,935 |
| Abstentions      | 37,465,118  |
| Broker non-votes | 15,873,558  |

An Arizona statute, on its face, applies to any public company that is headquartered in Arizona, has assets of at least \$1 million in Arizona and has more than 500 Arizona employees. The statute provides that if a person or group acquires 20% or more of the stock of such a company, the shares in excess of the 20% threshold may not be voted on matters other than the election of directors (subject to limited exceptions). In a 2007 decision, a federal court in Arizona stated that the statute is unconstitutional and unenforceable in the case of an entity, like Republic, that is incorporated in Delaware. If the statute were deemed to be enforceable and applicable to us and to the shares of our common stock held by Cascade Investment, L.L.C. (“Cascade”) and the Bill & Melinda Gates Foundation Trust (the “Trust”) (who collectively held approximately 25.2% of our common stock as of the record date for the Annual Meeting), approximately 18.7 million fewer shares would have been voted for each of proposals two through six, but the outcome of the decisions on those matters would not have been impacted. The Company does not currently take any position regarding the enforceability of the statute or its application to us or the common stock voted by Cascade or by the Trust.

**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 hereunto duly authorized.

Republic Services, Inc.

Date: May 10, 2013

By: /s/ Glenn A. Culpepper  
Glenn A. Culpepper  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

By: /s/ Brian A. Goebel  
Brian A. Goebel  
Vice President and Chief Accounting Officer  
(Principal Accounting Officer)