

REPUBLIC SERVICES, INC.

Form 8-K

February 16, 2017

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): February 16, 2017 (December 31, 2016)

Republic Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-14267

65-0716904

(State or Other Jurisdiction of
Incorporation)

(Commission File Number) (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.)

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))

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Item 2.02 Results of Operations and Financial Condition

On February 16, 2017, Republic Services, Inc. (the Company) issued a press release containing information about the Company's financial results for the three months and year ended December 31, 2016. A copy of this press release is incorporated herein by reference as Exhibit 99.1. The attached earnings press release contains information about the Company's full-year 2017 guidance.

Fiscal Year 2017 Guidance

Our guidance is based on current economic conditions and does not assume any significant changes in the overall economy in 2017.

Diluted earnings per share is expected to be in a range of \$2.29 to \$2.33 and adjusted diluted earnings per share is expected to be in a range of \$2.32 to \$2.36, both of which assume an effective tax rate of 39.5 percent. Adjusted diluted earnings per share excludes the impact of restructuring charges.

We believe that the presentation of adjusted diluted earnings per share, which excludes restructuring charges and withdrawal costs - multiemployer pension funds, provides an understanding of operational activities before the financial impact of certain items. We use this measure, and believe investors will find it helpful, in understanding the ongoing performance of our operations separate from items that have a disproportionate impact on our results for a particular period. We have incurred comparable charges and costs in prior periods, and similar types of adjustments can reasonably be expected to be recorded in future periods. Our definition of adjusted diluted earnings per share may not be comparable to similarly titled measures presented by other companies.

Cash provided by operating activities for 2017 is expected to be in a range of \$1,836 million and \$1,861 million.

Adjusted free cash flow for 2017 is expected to be in a range of \$875 million to \$900 million. Adjusted free cash flow consists of cash provided by operating activities, less property and equipment received of \$990 million, plus proceeds from the sale of property and equipment of \$15 million and is exclusive of cash paid for restructuring activities of \$14 million, net of tax.

We believe that presenting adjusted free cash flow guidance provides useful information regarding our recurring cash provided by operating activities after certain expenditures. It also demonstrates our ability to execute our financial strategy and is a key metric we use to determine compensation. The presentation of adjusted free cash flow has material limitations. Adjusted free cash flow does not represent our cash flow available for discretionary expenditures because it excludes certain expenditures that are required or to which we have committed, such as debt service requirements and dividend payments. Our definition of adjusted free cash flow guidance may not be comparable to similarly titled measures presented by other companies.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press release of Republic Services, Inc. issued February 16, 2017 to announce the financial results for the three months and year ended December 31, 2016. |

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: February 16, 2017 By: /s/ Charles
F. Serianni
Charles F.
Serianni
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)