

REPUBLIC SERVICES, INC.

Form 8-K

May 14, 2018

[Table of Contents](#)

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): May 11, 2018

Republic Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

1-14267
(Commission)

65-0716904
(IRS Employer)

Edgar Filing: REPUBLIC SERVICES, INC. - Form 8-K

of incorporation)

File Number)

Identification No.)

18500 North Allied Way

Phoenix, Arizona

(Address of principal executive offices)

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

85054

(Zip Code)

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 (§232.405 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.

Table of Contents

TABLE OF CONTENTS

| | |
|--|---|
| <u>Item 5.07 Submission of Matters to a Vote of Security Holders</u> | 3 |
| <u>SIGNATURES</u> | 5 |

Table of Contents**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 11, 2018, Republic Services, Inc. (Republic or the Company) held its 2018 Annual Meeting of Shareholders. The shareholders 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 |
|--------------------|-------------|---------------|-------------|------------------|
| Manuel Kadre | 290,898,403 | 246,844 | 65,941 | 13,379,990 |
| Tomago Collins | 290,897,108 | 246,641 | 67,439 | 13,379,990 |
| Thomas W. Handley | 289,664,638 | 1,477,586 | 68,964 | 13,379,990 |
| Jennifer M. Kirk | 290,329,210 | 821,341 | 60,637 | 13,379,990 |
| Michael Larson | 274,862,325 | 16,199,208 | 149,655 | 13,379,990 |
| Kim S. Pegula | 286,123,146 | 4,947,228 | 140,814 | 13,379,990 |
| Ramon A. Rodriguez | 284,691,760 | 6,452,292 | 67,136 | 13,379,990 |
| Donald W. Slager | 290,943,279 | 202,964 | 64,945 | 13,379,990 |
| John M. Trani | 290,455,713 | 686,055 | 69,420 | 13,379,990 |
| Sandra M. Volpe | 290,303,758 | 847,959 | 59,471 | 13,379,990 |

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

| | |
|------------------|-------------|
| Votes for | 284,588,370 |
| Votes against | 5,763,371 |
| Abstentions | 859,447 |
| Broker non-votes | 13,379,990 |

3. The proposal to ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for 2018 was approved based upon the following votes:

| | |
|------------------|-------------|
| Votes for | 301,153,748 |
| Votes against | 3,356,709 |
| Abstentions | 80,721 |
| Broker non-votes | |

4. The proposal to approve the Republic Services Inc. 2018 Employee Stock Purchase Plan was approved based upon the following votes:

| | |
|------------------|-------------|
| Votes for | 290,261,694 |
| Votes against | 709,377 |
| Abstentions | 240,117 |
| Broker non-votes | 13,379,990 |

Table of Contents**5. The shareholder proposed regarding political contributions and expenditures was not approved based upon the following votes:**

| | |
|------------------|-------------|
| Votes for | 81,765,846 |
| Votes against | 199,129,983 |
| Abstentions | 10,315,359 |
| Broker non-votes | 13,379,990 |

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) (which held approximately 33.0% of our common stock as of the record date for the Annual Meeting), approximately 43 million fewer shares would have been voted for each of proposals two through five, 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.

Table of Contents

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 11, 2018

By: **/s/ CHARLES F. SERIANNI**
Charles F. Serianni
Executive Vice President,

Chief Financial Officer and Treasurer

(Principal Financial Officer)

By: **/s/ BRIAN A. GOEBEL**
Brian A. Goebel
Vice President and

Chief Accounting Officer

(Principal Accounting Officer)