# 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): June 17, 2024

# Republic Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 1-14267 (Commission File Number) 65-07169 (I.R.S. Emplo Identification

18500 North Allied Way Phoenix, Arizona (Address of principal executive offices)

85054 (Zip Code)

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

Not applicable

(Former name or former address, if changed since last report)

	ck the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obstrant 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 24			
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 24			
Securities Registered Pursuant to Section 12(b) of the Act:				

Title of Each Class	Trading Symbol	Name of exch on which regis
Common Stock, par value \$0.01 per	RSG	New York Stock l
share		

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 chapter).

Emerging grov

# **TABLE OF CONTENTS**

# Item 8.01 Other Events.

Item 9.01 Financial Statements and Exhibits.

# **SIGNATURES**

EX-1.1

EX-4.1

EX-4.2

EX-4.3

EX-5.1

EX-23.1

EX-104

2

#### Item 8.01 OTHER EVENTS.

On June 17, 2024, Republic Services, Inc. (the "Company") agreed to sell \$400,000,000 aggregate princi its 5.000% notes due 2029 (the "2029 Notes") and \$500,000,000 aggregate principal amount of its 5.200 2034 (the "2034 Notes" and, together with the 2029 Notes, the "Notes"), pursuant to the Underwriting Agreement"), among the Company and BofA Securities, Inc., J.P. Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters listed on the Underwriting Agreement. The offering is expected to close on or about June 25, 2024, subject to cust conditions.

Each series of Notes will be issued pursuant to that certain Indenture, dated November 25, 2009 (the "In between the Company and U.S. Bank Trust Company, National Association (as successor in interest to U. National Association), as trustee (the "Trustee"), as supplemented by the Fifteenth Supplemental Indent dated on or about June 25, 2024, between the Company and the Trustee (the "Fifteenth Supplemental In offer and sale of the Notes was registered under the Securities Act of 1933, as amended, by a Registratic on Form S-3 (No. 333-266553).

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K. The form of Fifted Supplemental Indenture is filed as Exhibit 4.1 to this Current Report on Form 8-K. The form of 2029 Note Exhibit 4.2 to this Current Report on Form 8-K. The form of 2034 Notes is filed as Exhibit 4.3 to this Current 8-K. In connection with the issuance of the Notes, the opinion of Covington & Burling LLP with resvalidity of the Notes is being filed as Exhibit 5.1 to this Current Report on Form 8-K.

#### Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

#### (d) Exhibits

Exhibit

No.	Description
1.1	Underwriting Agreement, dated June 17, 2024, among Republic Services, Inc. and BofA Secur Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriter therein
4.1	Form of Fifteenth Supplemental Indenture to the Indenture between Republic Services, Inc. a Trust Company, National Association (as successor in interest to U.S. Bank National Association)
4.2	Form of 5.000% Notes due 2029 (included as Exhibit A-1 to Exhibit 4.1)
4.3	Form of 5.200% Notes due 2034 (included as Exhibit A-2 to Exhibit 4.1)
5.1	Opinion of Covington & Burling LLP, as to the validity of the Notes
23.1	Consent of Covington & Burling LLP (contained in Exhibit 5.1 hereto)
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline X

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this signed on its behalf by the undersigned hereunto duly authorized.

### REPUBLIC SERVICES, INC.

Date: June 20, 2024

By: /s/ Catharine D. Ellingsen

Catharine D. Ellingsen

Executive Vice President, Chief Legal Chief Ethics & Compliance Officer and

Secretary