

FORM 8-K

Emerging grow

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 101(b) of the Securities Exchange Act. ☐

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

Item 8.01 OTHER EVENTS.

On June 17, 2024, Republic Services, Inc. (the “Company”) agreed to sell \$400,000,000 aggregate principal amount of its 5.000% notes due 2029 (the “2029 Notes”) and \$500,000,000 aggregate principal amount of its 5.200% notes due 2034 (the “2034 Notes” and, together with the 2029 Notes, the “Notes”), pursuant to the Underwriting Agreement dated June 17, 2024 (the “Underwriting Agreement”), among the Company and BofA Securities, Inc., J.P. Morgan 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 customary conditions.

Each series of Notes will be issued pursuant to that certain Indenture, dated November 25, 2009 (the “Indenture”) between the Company and U.S. Bank Trust Company, National Association (as successor in interest to U.S. Bank National Association), as trustee (the “Trustee”), as supplemented by the Fifteenth Supplemental Indenture dated on or about June 25, 2024, between the Company and the Trustee (the “Fifteenth Supplemental Indenture”). The offer and sale of the Notes was registered under the Securities Act of 1933, as amended, by a Registration Statement 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 Fifteenth Supplemental Indenture is filed as Exhibit 4.1 to this Current Report on Form 8-K. The form of 2029 Notes is filed as 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 Report on Form 8-K. In connection with the issuance of the Notes, the opinion of Covington & Burling LLP with respect to the validity 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 Securities, Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters named therein
4.1	Form of Fifteenth Supplemental Indenture to the Indenture between Republic Services, Inc. and U.S. Bank 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 XBRL

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 Officer
Chief Ethics & Compliance Officer and
Secretary