

REPUBLIC SERVICES, INC.  
Form 8-K  
October 31, 2014

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): October 30, 2014 (October 29, 2014)  
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 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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TABLE OF CONTENTS

|  |          |
|--|----------|
| <u>Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers</u> | <u>3</u> |
| <u>Item 9.01 Financial Statements and Exhibits</u>   | <u>3</u> |
| <u>SIGNATURES</u>  | <u>4</u> |
| EX-10.1  |          |

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On October 29, 2014, the Board of Directors of Republic Services, Inc. (the Company) adopted a Clawback Policy that allows recovery of certain cash incentive payments and equity-based compensation provided to the Company's Section 16 officers.

The Clawback Policy is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Clawback Policy, adopted October 29, 2014, by the Board of Directors of Republic Services, Inc. |

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: October 30, 2014

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)