

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 22, 1996

USA WASTE SERVICES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	1-12154 (Commission File Number)	73-1309529 (I.R.S. Employer Identification No.)
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5400 LBJ Freeway SUITE 300 - TOWER ONE DALLAS, TEXAS (Address of principal executive offices)	75240 (Zip Code)
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Registrant's telephone number, including area code: (214) 383-7900

Item 5. Other Events.

On June 24, 1996, USA Waste Services, Inc. ("USA Waste") issued a press release announcing that it had entered into a definitive agreement (the "Agreement") for the merger of a special purpose subsidiary of USA Waste with and into Sanifill, Inc. ("Sanifill"), which, subject to stockholder approval and other conditions, will result in Sanifill's becoming a wholly owned subsidiary of USA Waste. In the proposed merger, Sanifill stockholders will receive 1.7 shares of USA Waste common stock for each Sanifill common share. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Disclosure Regarding Forward Looking Statements. This current Report on Form 8-K and the documents incorporated by reference herein (collectively, the "Report") contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this Report are forward-looking statements, including without limitation: (a) the statement in the joint press release of Sanifill and USA Waste dated June 24, 1996 (the "Press Release") regarding the anticipated closing date of the merger; (b) statements regarding the management and governance of the combined company; (c) the statement in the Press Release regarding the growth that will result from the ongoing acquisition programs of both Sanifill and USA Waste; (d) the statements by John E. Drury in the Press Release regarding the significant benefits provided by the merger to stockholders of Sanifill and USA Waste; (e) the statements by Mr. Drury in the Press Release regarding the continuation of strong earnings growth of the combined company, the expectation of accretion to the earnings per share of USA Waste as a result of annual cost savings and operational synergies, the operational and financial strength of the combined entity, and the enhancement of USA Waste's capacity to benefit from growth opportunities in the industry; and (f) the statement by Lorne D. Bain in the Press Release regarding the synergies of the merger. Although USA Waste believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from USA Waste's expectations ("Cautionary Statements") include: (i) the timing and receipt of necessary approvals and other closing conditions for the merger; (ii) the ability of the combined entity to achieve administrative cost savings, rationalization of collection routes, insurance and bonding, cost reductions, lower interest expense and general economics of scale and generally to capitalize on the combined asset base and strategic position of the combined entity; and (iii) the actual results of the combined company which may be influenced by, among other things, the level and nature of competition from other waste companies, the current regulatory environment and the costs associated with such regulation, the availability of attractive acquisition opportunities, successful integration of acquired businesses, availability of working capital, ability to maintain margins and the management of costs in a changing regulatory environment. All related or subsequent written and oral forward-looking statements attributable to USA Waste or persons acting on its behalf are expressly qualified in their entirety by the Cautionary Statements.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	Description
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99.1

Joint Press Release of USA Waste and Sanifill, dated June 24, 1996, relating to the execution of a definitive agreement for the merger of a special purpose subsidiary of USA Waste with and into Sanifill.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned, thereunto duly authorized.

USA WASTE SERVICES, INC.

Dated: June 28, 1996

By: /s/ Gregory T. Sangalis
Gregory T. Sangalis
Vice President, General Counsel
and Secretary

Exhibit Index

Exhibit No.	Description	Sequentially Numbered Page
99.1	Joint Press Release of USA Waste and Sanifill, dated June 24, 1996, relating to the execution of a definitive agreement for the merger of a special purpose subsidiary of USA Waste with and into Sanifill.	

FOR IMMEDIATE RELEASE

FIL #96-08
Contact:
USA Waste Services, Inc.
Lew Nevins
(214) 383-7940
or (212) 872-7262

PRESS RELEASE

USA WASTE AND SANIFILL
JOINTLY ANNOUNCE MERGER AGREEMENT

Houston, Texas (June 24, 1996) -- USA Waste Services, Inc. (NYSE -- "UW") and Sanifill, Inc. (NYSE -- "FIL") today jointly announced that the companies have entered into a definitive merger agreement, approved by both Boards of Directors, whereby Sanifill stockholders will receive 1.7 shares of

USA Waste common stock for each Sanifill common share. USA Waste and Sanifill have received opinions from independent financial advisors, Donaldson, Lufkin and Jenrette Securities Corporation and Merrill Lynch and Co., respectively, stating that the share exchange ratio is fair from a financial point of view to their respective shareholders. The closing of the merger is subject to approval by both Companies' stockholders and certain lenders, Hart-Scott-Rodino antitrust clearance, opinions that the merger will qualify as a tax-free pooling of interests transaction and other standard and customary closing requirements.

USA Waste's stock price closed Friday, June 21, 1996 at \$27-7/8 per share. Based upon Sanifill's approximately 25.9 million outstanding shares and share equivalents and existing indebtedness, the merger would be valued at about \$1.6 billion. The Companies anticipate that the merger should close in the late summer or early fall.

John E. Drury, Chairman and Chief Executive Officer of USA Waste, will retain that position, and Rodney R. Proto, President, Chief Operating Officer and Director of Sanifill will assume these positions at USA Waste. Donald F. Moorehead, Jr., Vice Chairman and Chief Development Officer, and Earl E. DeFrates, Executive Vice President and Chief Financial Officer, will retain these positions at USA Waste. Mr. Proto and two designees from Sanifill's Board will join USA Waste's Board, which will remain a twelve person board.

Lorne D. Bain, Chairman and Chief Executive Officer of Sanifill, and J. Chris Brewster, its Chief Financial Officer, will relinquish their posts, but both will assist with merger transition matters. David Sutherland-Yoest, USA Waste's current President and Chief Operating Officer, will continue to serve the Company as Regional Vice President of operations in the northeastern U.S. and Canada, as well as being a Vice Chairman and Director of the Board. In connection with the merger, USA Waste will move its headquarters to Houston, Texas.

The combined Companies have annualized revenues of approximately \$1.3 billion and total assets in excess of \$2 billion. Giving effect to the merger, USA Waste, currently the third largest solid waste company in North America, will have 108 collection operations, 83 landfills with total airspace of over 2.5 billion cubic gate yards, 45 transfer stations and 31 other operations, serving over 1.7 million customers in 33 states, the District of Columbia, Canada, Mexico and Puerto Rico. The ongoing acquisition programs of both Companies will be continued during the pendency of the merger, resulting in further growth.

Mr. Drury stated, "The combination of these two fine companies will provide significant benefits to both stockholder groups. We expect the combined company to continue to reflect the strong earnings growth that each has

demonstrated over the past several years. The merger is expected to be immediately accretive to USA Waste's earnings per share as a result of substantial annual cost savings and operational synergies which have been identified." Mr. Drury stated that, "the combined company will be strong operationally and financially and have outstanding management talent

at all levels of the organization. This combination will enhance USA Waste's capacity to continue to benefit from the substantial growth opportunities that exist in our industry."

Mr. Bain said, "This merger is a thoroughly logical transaction, that makes operating and financial sense across the board. The synergies are significant and sustainable, and the combined management team has the skills and capabilities needed by a growth company in a consolidating industry. This merger will create North America's premier solid waste company, to the benefit of employees, customers and stockholders."

USA Waste, currently based in Dallas, Texas, is an integrated, non-hazardous, solid waste management company serving municipal, commercial, industrial and residential customers in 24 states.

Sanifill, Inc., headquartered in Houston, Texas, is an environmental services company specializing in the management and disposal of nonhazardous waste in 23 states, the District of Columbia, the Commonwealth of Puerto Rico, Mexico and Canada.