

## FORM 8-B

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

REGISTRATION OF SECURITIES OF CERTAIN SUCCESSOR ISSUERS  
Filed Pursuant to Section 12(b) or (g) of The Securities Exchange Act of 1934

USA WASTE SERVICES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

73-1309529  
(I.R.S. Employer Identification No.)

5000 Quorum Drive, Suite 300  
Dallas, Texas 75240  
(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered:	Name of each exchange on which each class is to be registered:
COMMON STOCK	NEW YORK STOCK EXCHANGE
8-1/2% CONVERTIBLE SUBORDINATED DEBENTURES DUE 2002	NEW YORK STOCK EXCHANGE

Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of class)

Item 1. General Information.

(a) The registrant, USA Waste Services, Inc., a Delaware corporation ("USA Waste Delaware") was incorporated as a business corporation in the State of Delaware on April 28, 1995.

(b) USA Waste Delaware's fiscal year ends on December 31.

Item 2. Transaction of Succession.

(a) The predecessor to USA Waste Delaware was USA Waste Services, Inc., an Oklahoma corporation ("USA Waste Oklahoma"). The Common Stock, \$.01 par value, and 8-1/2% Convertible Subordinated Debentures Due 2002 of USA Waste Oklahoma are registered pursuant to Section 12(b) of the Act.

(b) The reincorporation of USA Waste Oklahoma as a Delaware corporation was effected pursuant to an Agreement and Plan of Merger dated June 27, 1995 (the "Merger Agreement"), between USA Waste Delaware and USA Waste Oklahoma, pursuant to which USA Waste Oklahoma was merged (the "Merger") with and into USA Waste Delaware, which was the surviving corporation. At the effective time of the Merger and without any action on the part of the holders thereof each share of the Common Stock, \$.01 par value, of USA Waste Oklahoma issued and outstanding was automatically converted by reason of the Merger and became one share of Common Stock, \$.01 par value, of USA Delaware and each certificate representing issued and outstanding shares of USA Waste Oklahoma Common Stock was deemed to represent the same number of shares of Common Stock of USA Waste Delaware. In addition, pursuant to the Merger Agreement, USA Waste Delaware assumed all debts, liabilities, and duties of USA Waste Oklahoma including the 8-1/2% Convertible Subordinated Debentures Due 2002.

Item 3. Securities to be Registered.

(a) Capital Stock. USA Waste Delaware is authorized to issue 150,000,000 shares of Common Stock, \$.01 par value of which 50,852,937 shares are issued and outstanding and 10,000,000 shares of Preferred Stock, \$.01 par value, none of which are issued or outstanding.

(b) Debt Securities. USA Waste Delaware assumed \$49,000,000 in aggregate principal amount of 8-1/2% Convertible Subordinated Debentures Due 2002.

## Item 4. Description of Registrant's Securities to Be Registered.

(a) Capital Stock. USA Waste of Delaware is authorized to issue 150,000,000 shares of Common Stock, \$.01 par value ("Common Stock"). USA Waste Delaware is also authorized to issue 10,000,000 shares of preferred stock, \$.01 par value ("Preferred Stock"), none of which are outstanding.

Common Stock. Each holder of Common Stock is entitled to one vote per share held of record on each matter submitted to stockholders. Cumulative voting for the election of directors is not permitted, and the holders of a majority of shares voting for the election of directors can elect all members of the Board of Directors.

Subject to the rights of any holders of Preferred Stock, holders of record of shares of Common Stock are entitled to receive ratably dividends when and if declared by the Board of Directors out of funds of USA Waste Delaware legally available therefor. In the event of a voluntary or involuntary winding up or dissolution, liquidation, or partial liquidation of USA Waste Delaware, holders of Common Stock are entitled to participate ratably in any distribution of assets of USA Waste Delaware, subject to any prior right of holders of any outstanding Preferred Stock.

Holders of Common Stock have no conversion, redemption, or preemptive rights. All outstanding shares of Common Stock are validly issued, fully paid, and non-assessable.

The Board of Directors of USA Delaware is classified into three classes, as nearly as equal as possible. Currently the Board of Directors has nine members with three classes of three members each. One class will hold office initially for a term expiring at the 1996 annual meeting of stockholders, another class will hold office initially for a term expiring at the 1997 annual meeting of stockholders, and another class will hold office initially for a term expiring at the 1998 annual meeting of stockholders, with the members of each class holding office until their successors have been elected and qualified. At each annual meeting commencing in 1996, the successors to the class of directors whose terms expire at that meeting would be elected for a term of office to expire at the third succeeding annual meeting after their election and until their successors have been duly elected and qualified.

Preferred Stock. The Board of Directors is authorized, without the approval of the stockholders, to issue the Preferred Stock in series and with

respect to each series, to fix its designations, relative rights (including voting, dividend, conversion, sinking fund, and redemption rights), preferences (including with respect to dividends and upon liquidation), privileges, and limitations. The Board of Directors, without stockholder approval, may issue Preferred Stock with voting and conversion rights, both of which could adversely affect the voting power of the holders of Common Stock, and dividend or liquidation preferences that would restrict Common Stock dividends or adversely affect the assets available for distribution to holders of shares of Common Stock upon USA Waste Delaware's dissolution.

(b) Debt Securities.

The description of the 8-1/2% Convertible Subordinated Debentures Due 2002, of USA Waste Oklahoma, set forth under the captions "Prospectus Summary," and "Description of Debentures" in USA Waste Oklahoma's Registration Statement on S-1 filed on August 17, 1992 (Registration No. 33-50918), as amended, is incorporated herein in full by reference. Copies of such Registration Statement have been previously filed with the New York Stock Exchange.

(c) Warrants and Rights to be Registered.

Not applicable.

(d) Other Securities to be Registered.

Not applicable.

(e) Market Information for Securities Other Than Common Equity.

The Registrant's 8-1/2% Convertible Subordinated Debentures Due 2002 (the "Debentures") are traded in the over-the-counter market and on the NYSE under the symbol "UW02". The following table sets forth the range of high and low per Debenture (\$1,000 - 100%) closing sale prices for the Debentures as reported by NYSE for the periods indicated.

	High ----	Low ---
1993 ----		
Third Quarter	125.00	115.00
Fourth Quarter	118.00	106.00
1994 ----		
First Quarter	116.00	110.75
Second Quarter	110.00	103.00
Third Quarter	120.50	108.00
Fourth Quarter	110.00	98.50
1995 ----		
First Quarter	105.00	98.00
Second Quarter	120.00	104.00

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The number of holders of record of the Debentures based on the transfer records of the Company at May 5, 1995, was two. Based on security position listings, the Company believes that it has in excess of 90 beneficial owners of the Debentures.

(f) American Depository Receipts.

Not applicable.

Item 5. Financial Statements and Exhibits.

(a) Financial Statements.

As provided in Instruction (a) of the Instructions as to Financial Statements for Form 8-B, no financial statements are being filed with this Registration Statement since the capital structure and balance sheet of USA Waste Delaware immediately after the succession will be substantially the same as those of USA Waste Oklahoma.

(b) Exhibits.

1. Proxy Statement, Annual Report and Prospectus of the Registrant dated May 19, 1995 [Incorporated by Reference to Registration Statement on Form S-4 (File No. 33-59259)].

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

USA WASTE SERVICES, INC.

By: /s/ Earl E. DeFrates

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EARL E. DeFRATES, Executive  
Vice President

Dated: July 10, 1995