

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 5, 2024

Waste Management, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-12154
(Commission File Number)

73-1309529
(IRS Employer
Identification No.)

800 Capitol Street, Suite 3000, Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's Telephone number, including area code: (713) 512-6200

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	WM	New York Stock Exchange

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

Emerging growth company

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 13(a) of the Exchange Act.

Item 8.01 Other Events.

As previously announced, on June 3, 2024, Waste Management, Inc. (the “Company”), Stag Merger Sub Inc., an indirect wholly-owned subsidiary of the Company (“Merger Sub”), and Stericycle, Inc. (“Stericycle”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) pursuant to which, upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will merge with and into Stericycle, and Stericycle will continue as the surviving company and an indirect, wholly-owned subsidiary of the Company (the “Merger”).

In satisfaction of one of the closing conditions in the Merger Agreement, the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, with respect to the Merger expired at 11:59 p.m. Eastern Time on September 5, 2024. The Merger has also received antitrust clearance from the Competition Authority (*Autoridade da Concorrência*) of Portugal and confirmation from the UK Competition and Markets Authority that it has no further questions. In addition, the Merger has received foreign investment approval from the UK Investment Security Unit within the Cabinet Office. Stericycle previously announced that its stockholders voted to approve the adoption of the Merger Agreement (and thereby approve the Merger) on August 14, 2024, satisfying another closing condition.

The Company continues to expect to complete the Merger as early as the fourth quarter of 2024, subject to the satisfaction or waiver of other customary closing conditions specified in the Merger Agreement, including the clearance of the Merger under the Canadian Competition Act, the Spanish Competition Act and foreign investment laws of Spain.

Cautionary Note Regarding Forward-Looking Statements

This filing contains “forward-looking statements” within the meaning of the U.S. federal securities laws about the Company, Stericycle and the proposed Merger, including but not limited to all statements about the timing of the closing of the Merger and ability to consummate and the Merger, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You should view these statements with caution and should not place undue reliance on such statements. They are based on the facts and circumstances known to the Company and Stericycle (as the case may be) as of the date the statements are made. These forward-looking statements are subject to risks and uncertainties that could cause actual results to be materially different from those set forth in such forward-looking statements, including but not limited to, general economic and capital markets conditions; inability to obtain required regulatory or government approvals or to obtain such approvals on satisfactory conditions; inability to satisfy other closing conditions; the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement; the effects that any termination of the Merger Agreement may have on Stericycle or its business; legal proceedings that may be instituted related to the Merger or otherwise; unexpected costs, charges or expenses; and other risks and uncertainties described in the Company’s and Stericycle’s filings with the U.S. Securities and Exchange Commission (the “SEC”), including Part I, Item 1A of each company’s most recently filed Annual Report on Form 10-K and subsequent reports on Form 10-Q, which are incorporated herein by reference, and in other documents that the Company or Stericycle file or furnish with the SEC. Except to the extent required by law, neither the Company nor Stericycle assume any obligation to update any forward-looking statement, including financial estimates and forecasts, whether as a result of future events, circumstances or developments or otherwise.

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.

WASTE MANAGEMENT, INC.

Date: September 6, 2024

By: /s/ Charles C. Boettcher

Charles C. Boettcher
Executive Vice President and Chief Legal Officer
