

Registration No. 33-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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

OKLAHOMA  
(State or other jurisdiction  
incorporation or organization)

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

5000 QUORUM DRIVE, SUITE 300  
DALLAS, TEXAS 75240  
(Address of principal executive offices)

EMPLOYEE SAVINGS PLAN  
(Full title of the plan)

EARL E. DEFRATES  
USA WASTE SERVICES, INC.  
5000 QUORUM DRIVE, SUITE 300  
DALLAS, TEXAS 75240  
(214) 383-7900  
(Name, address and telephone number of agent for service)

Copies to:

JOHN T. UNGER  
SNELL & SMITH, P. C.  
1000 LOUISIANA, SUITE 3650  
HOUSTON, TEXAS 77002

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$.01 par value	500,000 shares	\$14.875(2)	\$7,437,500	\$2,564.66

- (1) The registration statement also includes an indeterminable number of additional shares that may become issuable pursuant to the antidilution adjustment provisions of the plan.
- (2) In accordance with Rule 457, calculated on the basis of the closing price for Common Stock on the New York Stock Exchange on May 30, 1995.

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered and sold pursuant to the employee benefit plan described herein.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

## ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents are incorporated by reference in this registration statement:

(a) The registrant's latest annual report on Form 10-K, or, if the financial statements therein are more current, the registrant's latest prospectus, other than the prospectus of which this document is a part, filed pursuant to rule 424(b) or (c) of the Securities Exchange Commission under the Securities Act of 1933.

(b) All other reports filed by the registrant pursuant to sections 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the annual report or the prospectus referred to in (a) above.

(c) The descriptions of the registrant's Common Stock which are contained in the registrant's registration statement filed under section 12 of the Securities Exchange Act of 1934, including any amendment or reports filed for the purpose of updating such descriptions.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

## ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable

## ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable

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## ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 1006-B(7) of the Oklahoma General Corporation Law provides that the certificate of incorporation of an Oklahoma corporation may contain

7. A provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director:

- a. for any breach of the director's duty of loyalty to the corporation or its shareholders; or
- b. for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; or
- c. under Section 1053 of this title; or
- d. for any transaction from which the director derived

an improper personal benefit.

No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective.

Section 1031 of the Oklahoma General Corporation Act provides as follows:

1031. INDEMNIFICATION OF OFFICERS DIRECTORS, EMPLOYEES AND AGENTS; INSURANCE. -- A. A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. A corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner

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he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection A or B of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

D. Any indemnification under the provisions of subsection A or B of this section, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection A or B of this section. Such determination shall be made:

1. by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

2. if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

3. by the shareholders.

E. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized by the provisions of this section. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

F. The indemnification and advancement of expense provided by or granted pursuant to the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

G. A corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was servicing at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

H. For purposes of this section, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation, including any constituent of a constituent, absorbed

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in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

I. For purposes of this section, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services, by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this section.

J. The indemnification and advancement of expenses provided by or granted pursuant to this section, unless otherwise provided when authorized or ratified, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Certificate of Incorporation of the registrant includes the

following provisions:

SEVENTH. The Corporation shall indemnify, and advance litigation expenses to, its officers, directors, employees and agents to the fullest extent permitted by the Oklahoma General Corporation Act and all other laws of the State of Oklahoma.

EIGHTH. To the fullest extent that the Oklahoma General Corporation Act as it exists on November 1, 1987 (the effective date of amendments to the Oklahoma General Corporation Act authorizing provisions limiting liability of directors) ("Effective Date"), permits the limitation of elimination of the liability of directors, no director of this Corporation shall be liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article [EIGHTH] shall apply to or have any effect on the liability or alleged liability of any director of this Corporation for or with respect to any acts or omission of such director occurring prior to the time of such amendment or repeal.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

4.1 Certificate of Incorporation, as amended [Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-18, file No. 33-20737-FW]

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4.2 Bylaws, as amended [Incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-18, File No. 33-20237-FW]

4.3 Specimen Stock Certificate [Incorporated by reference to Exhibit 4.3 of the Registrant's Registration Statement on Form S-3, File No. 33-76224]

\* 5.1 Opinion of Snell & Smith, A Professional Corporation

23.1 Consent of Snell & Smith, A Professional Corporation [Included in Exhibit 5.1]

23.2 Consent of Coopers & Lybrand, L.L.P.

23.3 Consent of Arthur Andersen LLP

23.4 Consent of Deloitte & Touche LLP

24.1 Powers of Attorney (Included on Page II-6)

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\* The registrant undertakes that it will submit the Employee Savings Plan and any amendments thereto to the Internal Revenue Service ("IRS") in a timely manner, and will make all changes required by the IRS in order to qualify the Plan.

ITEM 9. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement.

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraph (a)(1)(i) and (a)(1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(e) The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim or indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas on May 31, 1995.

USA Waste Services, Inc.

By: John E. Drury

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John E. Drury, Chief Executive Officer

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POWER OF ATTORNEY

We, the undersigned officers and directors of USA Waste Services, Inc., hereby severally constitute David Sutherland-Yoest and Earl E. DeFrates, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names, in the capacities indicated below, the Registration Statement filed herewith and any amendments to said Registration Statement, and generally to do all such things in our name and behalf in our capacities as officers and directors to enable USA Waste Services, Inc. to comply with the provisions of the Securities Act of 1933 as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Witness our hands on the date set forth below.

Pursuant to the requirements of the Securities Act of 1933, this registration statement or amendment thereto has been signed by the following persons in the capacities and on May 31, 1995.

Signature -----	Title -----
Donald F. Moorehead, Jr. ----- Donald F. Moorehead, Jr.	Chairman of the Board and Chief Development Officer
John E. Drury ----- John E. Drury	Chief Executive Officer and Director
David Sutherland-Yoest ----- David Sutherland-Yoest	President, Chief Operating Officer, and Director
Earl E. DeFrates ----- Earl E. DeFrates	Executive Vice President, Treasurer and Director (Chief Financial Officer)
Bruce E. Snyder ----- Bruce E. Snyder	Vice President and Corporate Controller (Chief Accounting Officer)
Robert A. Mosley ----- Robert A. Mosley	Director
George L. Ball	Director

-----  
George L. Ball

John D. Spellman Director

-----  
John D. Spellman

Gene A. Meredith Director

-----  
Gene A. Meredith

Richard J. Heckmann Director

-----  
Richard J. Heckmann

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Dallas, State of Texas on May 31, 1995.

USA WASTE SERVICES, INC.  
EMPLOYEE SAVINGS PLAN

By: USA Waste Services, Inc.,  
Plan Administrator

By: JOHN E. DRURY  
-----  
John E. Drury, Chief Executive Officer

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INDEX TO EXHIBITS

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- \* 5.1 Opinion of Snell & Smith, A Professional Corporation
- 23.1 Consent of Snell & Smith, A Professional Corporation [Included in Exhibit 5.1]
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- 23.4 Consent of Deloitte & Touche LLP
- 24.1 Powers of Attorney (Included on Page II-6)

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\* The registrant undertakes that it will submit the Employee Savings Plan and any amendments thereto to the Internal Revenue Service ("IRS") in a timely manner, and will make all changes required by the IRS in order to qualify the Plan.



May 31, 1995

USA Waste Services, Inc.  
5000 Quorum, Suite 300  
Dallas, Texas 75240

Gentlemen:

We have acted as counsel for USA Waste Services, Inc., an Oklahoma corporation (the "Company"), in connection with the filing of the Registration Statement on Form S-8 for the Company's Employee Savings Plan (the "Plan") with respect to the registration of 500,000 shares of the Common Stock, \$.01 par value (the "Common Stock"), of the Company, for issuance and sale from time to time by the Company to the Plan.

We have made such inquiries and examined such documents as we have considered necessary or appropriate for purposes of giving the opinions hereinafter set forth, including the examination of executed or conformed counterparts, or copies certified or otherwise proved to our satisfaction, of the following:

- (a) the Certificate of Incorporation of the Company as filed with the Secretary of State of Oklahoma on September 30, 1987, as amended;
- (b) the By-laws of the Company;
- (c) the Plan; and
- (d) the Registration Statement on Form S-8 of the Company filed with the Securities and Exchange Commission with respect to the Plan (the "Registration Statement").

We have assumed the genuineness and authenticity of all signatures on all original documents, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies and the due authorization, execution, delivery or recordation of all documents where due authorization, execution or recordation or prerequisites to the effectiveness thereof.

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USA Waste Services, Inc.  
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May , 1995

Based upon the foregoing, and having regard for such legal considerations as we deem relevant, we are of the opinion that:

- (i) the Company is a corporation duly organized, validly existing and in good standing under the laws of the States of Oklahoma;
- (ii) the authorized capital of the Company consists of 50,000,000 shares of Common Stock, of which, as of March 31, 1994, 22,678,874 were issued and outstanding, and 10,000,000 shares of Preferred Stock, \$.01 par value, of

which, as of the date hereof, no shares are issued and outstanding; and

(iii) the 500,000 shares of Common Stock registered under the Registration Statement are duly authorized and when issued by the Company will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement and to the Statements made regarding our Firm and to the use of our name under the heading "Legal Matters" in the prospectus constituting a part of the Registration Statement.

Very truly yours,

SNELL & SMITH, A Professional  
Corporation

## CONSENT OF INDEPENDENT ACCOUNTANTS

To USA Waste Services, Inc.:

We consent to the incorporation by reference in this registration statement of USA Waste Services, Inc. on Form S-8 of our report dated March 10, 1995, on our audits of the consolidated financial statements of USA Waste Services, Inc. as of December 31, 1993 and 1994, and for each of the three years in the period ended December 31, 1994, included in and incorporated by reference into the USA Waste Services, Inc.'s Amendment No. 2 to Form S-4 (File No. 33-59259), dated May 18, 1995.

COOPERS & LYBRAND L.L.P.

Dallas, Texas  
May 31, 1995

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

To USA Waste Services, Inc.:

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 related to the USA Waste Services, Inc. Employee Savings Plan of our report dated September 22, 1993 on Envirofil, Inc. included in the USA Waste Services, Inc.'s previously filed Amendment No. 2 to the Registration Statement on Form S-4 (File No. 33-59259) and our report dated March 25, 1994 on the Acquired New Jersey Solid Waste Companies incorporated by reference in the USA Waste Services, Inc.'s previously filed Amendment No. 2 to the Registration Statement on Form S-4 (File No. 33-59259).

ARTHUR ANDERSEN L.L.P.

Philadelphia, Pa.,  
June 1, 1995

## INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of USA Waste Services, Inc. on Form S-8 of our report dated March 30, 1995 on the consolidated financial statements of Chambers Development Company, Inc. and subsidiaries as of December 31, 1994 and 1993 and for each of the three years in the period ended December 31, 1994, appearing in Amendment No. 2 to Registration Statement No. 33-59259 on Form S-4 of USA Waste Services, Inc.

DELOITTE & TOUCHE LLP

Pittsburgh, Pennsylvania  
May 31, 1995