

WASTE MANAGEMENT INC  
Form 8-K  
February 24, 2015

**UNITED STATES**  
**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): February 18, 2015**

**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.)**

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**1001 Fannin, Suite 4000 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))

**Item 1.01 Entry Into a Material Definitive Agreement.**

**Item 8.01 Other Events.**

On February 18, 2015, Waste Management, Inc. (the Company) commenced an underwritten public offering of \$600,000,000 aggregate principal amount of its 3.125% Senior Notes due 2025, \$450,000,000 aggregate principal amount of its 3.900% Senior Notes due 2035 and \$750,000,000 aggregate principal amount of its 4.100% Senior Notes due 2045 (collectively, the Notes) under the Company's Registration Statement on Form S-3 (No. 333-184157) (the Registration Statement). The Notes, which will be fully and unconditionally guaranteed by the Company's wholly owned subsidiary Waste Management Holdings, Inc. (WM Holdings), will be sold pursuant to an underwriting agreement (the Underwriting Agreement) entered into on February 18, 2015 among the Company and WM Holdings and Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co. and J.P. Morgan Securities LLC as representatives of the several underwriters named therein.

The Underwriting Agreement includes the terms and conditions for the issuance and sale of the Notes, indemnification and contribution obligations and other terms and conditions customary in agreements of this type. Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, investment banking and commercial services for the Company, for which they have received or will receive customary fees and expense reimbursements.

Closing of the issuance and sale of the Notes is expected to occur on February 26, 2015. The Notes will be issued under an indenture dated as of September 10, 1997, between the Company and The Bank of New York Mellon Trust Company, N.A. (the current successor to Texas Commerce Bank National Association), as trustee (the Indenture). The terms of the Notes and the guarantees by WM Holdings will be set forth in an officers' certificate of the Company delivered pursuant to the Indenture on the closing date.

Copies of the Underwriting Agreement and the Indenture, and the forms of the Officers' Certificate and the guarantee agreement by WM Holdings are being filed as Exhibits 1.1, 4.1, 4.2, 4.3, 4.4, 4.8, 4.9 and 4.10, respectively, to this Form 8-K and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	
1.1	Underwriting Agreement dated February 18, 2015 by and among the Company, WM Holdings and Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co. and J.P. Morgan Securities LLC as representatives of the several Underwriters named therein.
4.1	Indenture dated September 10, 1997 by and between the Company and The Bank of New York Mellon Trust Company, N.A. (the current successor to Texas Commerce Bank National Association), as Trustee, relating to senior debt securities of the Company (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed September 24, 1997).
4.2	Form of Officers' Certificate delivered pursuant to Section 3.01 of the Indenture establishing the terms and form of the 3.125% Senior Notes due 2025.
4.3	Form of Officers' Certificate delivered pursuant to Section 3.01 of the Indenture establishing the terms and form of the 3.900% Senior Notes due 2035.
4.4	Form of Officers' Certificate delivered pursuant to Section 3.01 of the Indenture establishing the terms and form of the 4.100% Senior Notes due 2045.
4.5	Form of 3.125% Senior Note due 2025 (included in Exhibit 4.2 above).

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- 4.6 Form of 3.900% Senior Note due 2035 (included in Exhibit 4.3 above).
- 4.7 Form of 4.100% Senior Note due 2045 (included in Exhibit 4.4 above).
- 4.8 Form of Guarantee Agreement by WM Holdings in favor of the holders of Waste Management, Inc. s 3.125% Senior Notes due 2025.
- 4.9 Form of Guarantee Agreement by WM Holdings in favor of the holders of Waste Management, Inc. s 3.900% Senior Notes due 2035.
- 4.10 Form of Guarantee Agreement by WM Holdings in favor of the holders of Waste Management, Inc. s 4.100% Senior Notes due 2045.
- 5.1 Opinion of Baker Botts L.L.P.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

WASTE MANAGEMENT, INC.

Date: February 24, 2015

By: /s/ Barry H. Caldwell  
Barry H. Caldwell  
Senior Vice President, Corporate Affairs  
Chief Legal Officer

**INDEX TO EXHIBITS**

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