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REPUBLIC SERVICES INC  
Form S-8  
March 26, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 26, 2003  
REGISTRATION NO. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

REPUBLIC SERVICES, INC.

-----  
(Exact Name of Registrant as Specified in its Governing Instruments)

DELAWARE

65-0716904

-----  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

REPUBLIC SERVICES, INC.  
110 S.E. SIXTH STREET, 28TH FLOOR  
FORT LAUDERDALE, FLORIDA 33301  
(954) 769-2400

-----  
(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)

DAVID A. BARCLAY  
SENIOR VICE PRESIDENT AND GENERAL COUNSEL  
REPUBLIC SERVICES, INC.  
110 S.E. SIXTH STREET, 28TH FLOOR  
FORT LAUDERDALE, FLORIDA 33301  
(954) 769-2400

-----  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

REPUBLIC SERVICES, INC.  
AMENDED AND RESTATED  
1998 STOCK INCENTIVE PLAN

-----  
(Full Title of the Plan)

COPIES OF ALL COMMUNICATIONS TO:  
JONATHAN L. AWNER, ESQ.  
AKERMAN SENTERFITT  
SUNTRUST INTERNATIONAL CENTER  
ONE S.E. 3RD AVENUE, 28TH FLOOR  
MIAMI, FLORIDA 33131-1704  
(305) 374-5600

CALCULATION OF REGISTRATION FEE

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| TITLE OF<br>SECURITIES TO BE REGISTERED     | AMOUNT TO<br>BE REGISTERED (1) | PROPOSED MAXIMUM<br>OFFERING PRICE PER SHARE<br>(2) | PROPOSED MAXIMUM<br>AGGREGATE<br>OFFERING PRICE<br>(2) |
|---|--------------------------------|---|--|
| Common Stock,<br>par value \$0.01 per share | 7,000,000 shares               | \$19.435  | \$136,045,000.00                                       |

- (1) This Registration Statement also covers any additional shares that may hereafter become issuable as a result of the adjustment provisions of the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

Republic Services, Inc. ("Republic") is filing this Registration Statement on Form S-8 to register 7,000,000 additional shares of Republic common stock authorized for issuance under the Republic Services, Inc. 1998 Amended and Restated Stock Incentive Plan (the "Plan"). Republic filed a Registration Statement on Form S-8 with respect to the initial 20,000,000 shares of Republic common stock authorized for issuance under the Plan on May 10, 1999 (Registration No. 333-78125) (the "Prior Registration Statement") with the Securities and Exchange Commission (the "Commission"). In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement, including any amendments thereto or filings incorporated therein, are incorporated by reference into this Registration Statement on Form S-8.

Upon the effectiveness of this Registration Statement on Form S-8, the total number of shares of Republic common stock available for issuance under the Plan will be 27,000,000, which includes the 7,000,000 shares of Republic common stock registered on this registration statement and 20,000,000 shares of Republic common stock that were registered on the Prior Registration Statement.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents are hereby incorporated by reference into this registration statement:

(a) Republic's Annual Report on Form 10-K for the year ended December 31, 2001, filed with the Commission on March 28, 2002.

(b) All other reports filed by Republic pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the year covered by the Annual Report on Form 10-K referred to in paragraph (a) above.

(c) The description of Republic's common stock, which is contained in a Registration Statement on Form 8-A, filed with the Commission on June 30, 1998.

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

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### ITEM 8. EXHIBITS.

The exhibits filed as part of this registration statement are as follows:

| EXHIBIT<br>NUMBER<br>----- | DESCRIPTION<br>-----  |
|----------------------------|---|
| 4.1                        | -- Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1998).  |
| 4.2                        | -- Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-8, Registration No. 333-81801, filed with the Commission on June 29, 1999). |
| 4.3                        | -- Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1998).   |
| 4.4                        | -- The Company's Common Stock Certificate (incorporated by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-8, Registration No. 333-81801, filed with the Commission on June 29, 1999).   |
| 5.1                        | -- Opinion of Akerman Senterfitt  |
| 10.1                       | -- Republic Services, Inc. 1998 Stock Incentive Plan (as amended and restated March 6, 2002) (incorporated by reference to Exhibit A of our Proxy Statement on Schedule 14A relating to our 2002 Annual Meeting of Stockholders dated May 16, 2002).                    |
| 23.1                       | -- Information Regarding the Consent of Arthur Andersen LLP.  |
| 23.2                       | -- Consent of Akerman Senterfitt (included in opinion filed   |

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as Exhibit 5.1).

24.1 -- Powers of Attorney (included as part of the signature page hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly approved, in the City of Fort Lauderdale, State of Florida, on the 26th day of March, 2003.

REPUBLIC SERVICES, INC.

By: /s/ JAMES E. O'CONNOR

James E. O'Connor
Chairman of the Board and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints James E. O'Connor and Harris W. Hudson his true and lawful attorneys-in-fact, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any or all amendments, including any post-effective amendments, to this registration statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact or their substitutes, each acting alone, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in their capacities and on the dates indicated.

SIGNATURE TITLE
/s/ James E. O'Connor Chairman of the Board,
Chief Executive Officer and Director
James E. O'Connor (Principal Executive Officer)
/s/ Harris W. Hudson Vice Chairman and Director
Harris W. Hudson
/s/ Tod C. Holmes Senior Vice President and
Chief Financial Officer
Tod C. Holmes (Principal Financial Officer)
/s/ Charles F. Serianni Chief Accounting Officer
Charles F. Serianni (Principal Accounting Officer)

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|   |          |
|---|----------|
| /s/ H. Wayne Huizenga<br>-----<br>H. Wayne Huizenga   | Director |
| /s/ John W. Croghan<br>-----<br>John W. Croghan       | Director |
| /s/ Ramon A. Rodriguez<br>-----<br>Ramon A. Rodriguez | Director |
| /s/ Allan C. Sorensen<br>-----<br>Allan C. Sorensen   | Director |

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