

Edgar Filing: CLEAN HARBORS INC - Form SC 13D/A

CLEAN HARBORS INC
Form SC 13D/A
October 21, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 12)*

CLEAN HARBORS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

184496107

(CUSIP Number)

Mr. Stephen Feinberg
299 Park Avenue
22nd Floor
New York, New York 10171
(212) 891-2100

with a copy to:
Robert G. Minion, Esq.
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2424

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 13, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Cusip No. 184496107

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1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only):

Stephen Feinberg

2) Check the Appropriate Box if a Member of a Group (See Instructions):
 (a) Not
 (b) Applicable

3) SEC Use Only

4) Source of Funds (See Instructions): WC

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): Not Applicable

6) Citizenship or Place of Organization: United States

| | | |
|---------------------|-------------------------------|----|
| Number of | 7) Sole Voting Power: | 0* |
| Shares Beneficially | 8) Shared Voting Power: | * |
| Owned by | 9) Sole Dispositive Power: | 0* |
| Each Reporting | 10) Shared Dispositive Power: | * |
| Person With | | |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
 0*

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable

13) Percent of Class Represented by Amount in Row (11): 0.0%*

14) Type of Reporting Person (See Instructions): IA, IN

* On October 13, 2005, Cerberus CH LLC, a Delaware limited liability company ("Cerberus CH"), and Cerberus America Series One Holdings, LLC, a Delaware limited liability company ("Cerberus America," and together with Cerberus CH, the "Cerberus Entities") fully exercised warrants to purchase an aggregate of 1,209,250 shares of the common stock, par value \$0.01 per share (the "Shares"), of Clean Harbors, Inc., a Massachusetts corporation (the "Company"). The 1,209,250 Shares received from the exercise of the warrants were used upon receipt to cover existing short positions on October 13, 2005. Stephen Feinberg possesses sole power to vote and direct the disposition of all securities of the Company held by the Cerberus Entities. Thus, as of October 13, 2005, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own no Shares.

Item 5. Interest in Securities of the Issuer.

Based upon information set forth in the Company's Quarterly Report on

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Form 10-Q for the quarterly period ended June 30, 2005, as of August 1, 2005 there were 15,398,693 Shares issued and outstanding. On October 13, 2005, Cerberus CH LLC, a Delaware limited liability company ("Cerberus CH"), and Cerberus America Series One Holdings, LLC, a Delaware limited liability company ("Cerberus America," and together with Cerberus CH, the "Cerberus Entities") fully exercised warrants to purchase an aggregate of 1,209,250 Shares. The 1,209,250 Shares received from the exercise of the warrants were used upon receipt to cover existing short positions on October 13, 2005. Stephen Feinberg possesses sole power to vote and direct the disposition of all securities of the Company held by the Cerberus Entities. Thus, as of October 13, 2005, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own no Shares.

The only transactions in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by Mr. Feinberg or any person or entity controlled by him or any person or entity for which he possesses voting or investment control over the securities thereof in the sixty days on or prior to October 13, 2005 were the exercise of the warrants described in the preceding paragraph and the use of the Shares obtained thereby to cover short positions entered into more than sixty days on or prior to October 13, 2005.

Stephen Feinberg ceased to be the beneficial owner of more than 5% of the Shares deemed to be outstanding as of October 13, 2005.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 20, 2005

/s/ Stephen Feinberg

Stephen Feinberg, on behalf of Cerberus Associates, L.L.C., the general partner of Cerberus Partners, L.P., the managing member of Cerberus CH LLC, and Cerberus America Series One Holdings, LLC,

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).