

STERICYCLE INC  
Form 8-K/A  
October 12, 2017  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

Current Report

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 24, 2017

Stericycle, Inc.

(Exact name of registrant as specified in its charter)

Delaware	1-37556	36-3640402
(State or other jurisdiction	(Commission	(IRS Employer
of incorporation)	File Number)	Identification Number)

28161 North Keith Drive

Lake Forest, Illinois 60045

(Address of principal executive offices including zip code)

(847) 367-5910

(Registrant's telephone number, including area code)

Not Applicable

(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))

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.

EXPLANATORY NOTE

This Current Report on Form 8-K/A (this “Amendment”) amends the Current Report on Form 8-K filed by Stericycle, Inc. (the “Company”) with the U.S. Securities and Exchange Commission on May 30, 2017 (the “Original Form 8-K”). The Original Form 8-K reported the final voting results of the Company’s 2017 Annual Meeting of Stockholders held on May 24, 2017 (the “2017 Annual Meeting”). The sole purpose of this Amendment is to add item (d) below regarding the Company’s decision as to the frequency of future stockholder advisory votes regarding the compensation of the Company’s named executive officers (“say on pay”). Except as set forth herein, no other modifications have been made to the Original Form 8-K.

Item 5.07. Submission of Matters to a Vote of Security Holders.

(d)As previously disclosed in the Original Form 8-K, in a non-binding advisory vote on the frequency of future say on pay votes held at the 2017 Annual Meeting, 62,589,647 shares voted for one year, 47,465 shares voted for two years, 8,009,441 shares voted for three years and 192,077 shares abstained. In accordance with these results and its previous recommendation (as set forth in the definitive proxy statement for the 2017 Annual Meeting), the Board of Directors of the Company has determined that the Company will hold future say on pay votes every year until the next advisory vote on the frequency of say on pay votes, which the Company expects to hold no later than its 2023 Annual Meeting of Stockholders.

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SIGNATURE

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.

Stericycle, Inc.

Date: October 12, 2017 By: /s/ Daniel  
V.  
Ginnetti  
Name: Daniel V.  
Ginnetti  
Executive  
Vice  
President  
and Chief  
Financial  
Title: Officer