

STERICYCLE INC  
Form 8-A12B  
September 15, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**STERICYCLE, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other jurisdiction of incorporation)**

**36-3640402**  
**(IRS Employer Identification No.)**

**28161 North Keith Drive**

**Lake Forest, Illinois 60045**

(Address of Principal Executive Office) (Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Depository Shares, each representing a 1/10<sup>th</sup> interest in a share of 5.25% Series A Mandatory Convertible Preferred Stock, \$0.01 par value per share</b>	<b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates: 333-206814**

**Securities to be registered pursuant to Section 12(g) of the Act: None**

**ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.**

The securities to be registered hereby are the 5.25% Series A Mandatory Convertible Preferred Stock, par value \$0.01 per share (the Mandatory Convertible Preferred Stock) of Stericycle, Inc. (the Registrant) and the Registrant's Depositary Shares, each representing a 1/10<sup>th</sup> interest in a share of Mandatory Convertible Preferred Stock. The descriptions of the Mandatory Convertible Preferred Stock and the Depositary Shares are contained in the sections captioned (i) Description of Mandatory Convertible Preferred Stock and Description of Depositary Shares respectively in the Registrant's Prospectus Supplement, dated September 9, 2015, to the Registrant's Prospectus, dated September 8, 2015 (the Prospectus), included in the Registrant's registration statement on Form S-3 (File No. 333-206814) and (ii) Description of Capital Stock in the Prospectus. Such sections are incorporated herein by reference.

**ITEM 2. EXHIBITS.**

**Exhibit**

<b>No.</b>	<b>Description and Method of Filing</b>
3(i).1	Amended and restated certificate of incorporation (Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed on August 21, 1996)
3(i).2	First certificate of amendment to amended and restated certificate of incorporation (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on November 29, 1999)
3(i).3	Second certificate of amendment to amended and restated certificate of incorporation (Incorporated by reference to Exhibit 3.4 to the Registrant's Annual Report on Form 10-K filed on March 24, 2003)
3(i).4	Third certificate of amendment to amended and restated certificate of incorporation (Incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-4 filed on October 9, 2007)
3(i).5	Fourth certificate of amendment to amended and restated certificate of incorporation (Incorporated by reference to Exhibit 3(i).1 to the Registrant's Quarterly Report on Form 10-Q filed on August 7, 2014)
3(ii).1	Amended and restated bylaws (Incorporated by reference to Exhibit 3(ii).1 the Registrant's Current Report on Form 8-K filed September 3, 2014)
4.1	Certificate of Designations setting forth the specific rights, preferences, limitations, restrictions and other terms and conditions of the Mandatory Convertible Preferred Stock, as filed with the Secretary of State of the State of Delaware on September 15, 2015
4.2	Form of certificate representing the Mandatory Convertible Preferred Stock (included in Exhibit 4.1 hereto)
4.3	Deposit Agreement, dated as of September 15, 2015, between the Registrant, Wells Fargo Bank, N.A., acting as depositary, and the holders from time to time of the depositary shares
4.4	Form of Depositary Share (included in Exhibit 4.3 hereto)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, hereunto duly authorized.

**STERICYCLE, INC.**

Date: September 15, 2015

By: /s/ Daniel V. Ginnetti

Name: Daniel V. Ginnetti

Executive Vice President and Chief Financial

Title: Officer