

# Section 1: DEFA14A (STERICYCLE INC - DEFA14A)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:	
<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input checked="" type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material under Rule 14a-12



**STERICYCLE, INC.**

*(Name of registrant as specified in its charter)*

*(Name of person(s) filing proxy statement, if other than the registrant)*

Payment of Filing Fee (Check the appropriate box):	
<input checked="" type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11. (1) Title of each class of securities to which transaction applies: (2) Aggregate number of securities to which transaction applies: (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): (4) Proposed maximum aggregate value of transaction: (5) Total fee paid:
<input type="checkbox"/>	Fee paid previously with preliminary materials.
<input type="checkbox"/>	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing. (1) Amount Previously Paid: (2) Form, Schedule or Registration Statement No.: (3) Filing Party: (4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 23, 2018.**

**STERICYCLE, INC.**



STERICYCLE, INC.  
28161 NORTH KEITH DRIVE  
LAKE FOREST, IL 60045

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** March 29, 2018  
**Date:** May 23, 2018 **Time:** 2:00 p.m. CDT  
**Location:** Hilton Garden Inn  
Chicago O'Hare  
2930 South River Road  
Des Plaines, Illinois 60018  
Admission is by admissions card. Please e-mail requests for  
admissions cards to [Investor@stericycle.com](mailto:Investor@stericycle.com).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**



— Before You Vote —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. Annual Report                      2. Notice and Proxy Statement

**How to View Online:**

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET:     [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE:  1-800-579-1639
- 3) BY E-MAIL\*:     [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 9, 2018 to facilitate timely delivery.

— How To Vote —  
Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.



## Voting Items

The Board of Directors recommends you vote FOR all nominees for director, FOR Items 2 and 3, and AGAINST Items 4 and 5.

1. Election of Directors
  - 1a. Robert S. Murley
  - 1b. Charles A. Alutto
  - 1c. Brian P. Anderson
  - 1d. Lynn D. Bleil
  - 1e. Thomas D. Brown
  - 1f. Thomas F. Chen
  - 1g. Mark C. Miller
  - 1h. John Patience
  - 1i. Mike S. Zafirovski
2. Advisory vote to approve executive compensation
3. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2018
4. Stockholder proposal entitled Special Shareholder Meeting Improvement
5. Stockholder proposal on the vesting of equity awards upon a change in control

**NOTE:** This proxy will be voted in the best judgment of the proxies in respect of any other business that properly comes before the Annual Meeting.







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