
Section 1: 8-K (8-K)

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

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 19, 2018

Stericycle, Inc.

(Exact name of registrant as specified in its charter)

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

1-37556
**(Commission
File Number)**

36-3640402
**(IRS Employer
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 CR 230.425)
- Soliciting material pursuant to Rule 425 under the Securities 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.



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Effective June 19, 2018, the Board of Directors of Stericycle, Inc. (the “Company”) accepted the resignation of John Patience from the Board of Directors. Mr. Patience tendered his resignation from the Board after he did not receive a majority of votes cast by the Company’s stockholders at its 2018 Annual Meeting of Stockholders held on May 23, 2018. There are no disagreements between Mr. Patience and the Company relating to the Company’s operations, policies or practices that resulted in Mr. Patience’s decision to resign. The Company thanks Mr. Patience for his many years of service on the Board and many valuable contributions to the growth of the Company.

(d) Effective June 19, 2018, the Board elected Veronica (Ronee) Hagen and Kay Priestly as directors of the Company. Each of Ms. Hagen and Ms. Priestly will serve as a director until the 2019 Annual Meeting of Stockholders and until her successor is duly elected and qualified. Each of Ms. Hagen and Ms. Priestly will participate in the Company’s standard Director Compensation Plan, as disclosed in the proxy statement relating to the Company’s 2018 Annual Meeting of Stockholders. The Board of Directors will determine the Committees on which Ms. Hagen and Ms. Priestly will serve at a later date.

There are no current or proposed transactions in which either Ms. Hagen or Ms. Priestly, or any member of their respective immediate families, has an interest that is required to be disclosed under Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission.

The press release announcing the elections of Ms. Hagen and Ms. Priestly is filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d)Exhibits.

99.1 [Press Release dated June 19, 2018.](#)

SIGNATURES

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 thereunto duly authorized.

Dated: June 19, 2018

Stericycle, Inc.

By: /s/ Daniel V. Ginnetti

Daniel V. Ginnetti
Executive Vice President and Chief Financial Officer

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Section 2: EX-99.1 (EX-99.1)

EXHIBIT 99.1

FOR FURTHER INFORMATION CONTACT:

Investor Relations 847-607-2012

Stericycle Appoints Veronica Hagen and Kay Priestly to Board of Directors, Continuing Board Evolution

LAKE FOREST, Ill., June 19, 2018 - Stericycle, Inc. (Nasdaq: SRCL) today announced the appointment of Veronica M. "Ronee" Hagen and Kay G. Priestly to the Stericycle Board of Directors and the departure of John Patience from the Board.

"We are excited to welcome Ronee and Kay to the board of directors. They both bring strong leadership and deep expertise in the management of multi-national industrial public companies," said Robert S. Murley, Chairman of the Stericycle Board of Directors. "Over the last several years, the Board has taken multiple steps to refresh its leadership and composition, and the addition of Ronee and Kay reflects the latest step in that plan. We look forward to benefiting from their experience and judgment as we focus on executing on the long-term transformation of Stericycle."

Ronee Hagen is a former President and Chief Executive Officer of Polymer Group Inc., a global producer and marketer of specialty materials, and of Sappi Fine Paper, a division of Sappi Limited. Before Sappi Fine Paper, Ronee was the Vice President and Chief Customer Officer for Alcoa, and earlier was President of Alcoa Engineered Products, among other executive leadership positions. Ronee has more than 15 years of experience on public company boards, and currently serves on the board of directors of Southern Company, Newmont Mining, and American Water Works, and previously served on the Board of Polymer Group.

Kay Priestly is a former Chief Executive Officer of mining company Turquoise Hill Resources Ltd and a former Chief Financial Officer for the copper mining business of Rio Tinto. Before Rio Tinto, Kay served in senior financial roles for Entergy Corporation and as Chief Operating Officer for American

Nursing Services, Inc. Her career began with Arthur Andersen where she progressed from Staff Accountant to Partner, holding various management and global leadership positions. Kay currently serves on the board of directors of TechnipFMC plc. She previously served on the board of directors of New Gold Inc., FMC Technologies, Stone Energy Corporation, Turquoise Hill Resources Ltd, Oyu Tolgoi LLC, South Gobi Resources Ltd, and Palabora Mining Company and chaired the audit committee at three of these companies.

The Stericycle Board of Directors has also accepted the resignation of long-time board member John Patience, effective today. "John has been a member of the Board of Directors since 1990. His strategic thinking and business expertise has had a significant impact on Stericycle's growth and development," said Charles Alutto, Stericycle's President and Chief Executive Officer. "On behalf of the entire Stericycle family, I'd like to sincerely thank John for his many years of service and valuable contributions to the Company."

With these changes, the Stericycle Board now includes 10 members. Stericycle and its Board recognize the value of diversity, and these additions are further evidence of the company's commitment.

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