

Heritage-Crystal Clean, Inc.  
Form 8-K  
May 17, 2010

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): May 14, 2010

HERITAGE-CRYSTAL CLEAN, INC.  
(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 001-33987                   | 26-0351454                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|  |       |            |
|--|-------|------------|
| 2175 Point Boulevard                     |       |            |
| Suite 375                                |       |            |
| Elgin, Illinois                          | 60123 |            |
| (Address of principal executive offices) |       | (Zip Code) |

Registrant's telephone number, including area code: (847) 836-5670

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))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 6, 2010, at the annual meeting of stockholders of Heritage-Crystal Clean, Inc. (the "Company"), the stockholders of the Company, upon the recommendation of the Company's Board of Directors, approved an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of shares of common stock authorized from 15,000,000 to 18,000,000. As a result of this stockholder approval, the Company filed a Certificate of Amendment of the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on May 14, 2010. A copy of the Certificate of Amendment of the Amended and Restated Certificate of Incorporation is filed as Exhibit 3.1(2) to this Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

| Exhibit Number | Description   |
|----------------|---|
| Exhibit 3.1(2) | Certificate of Amendment to Amended and Restated Certificate of Incorporation |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 14, 2010

HERITAGE-CRYSTAL CLEAN, INC.

By: /s/ Greg Ray

Title: Greg Ray, Chief Financial Officer, Vice President,  
Business Management and Secretary