

STERICYCLE INC  
Form 8-K  
March 03, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (date of earliest event reported): February 27, 2006

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**STERICYCLE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**0-21229**  
(Commission file number)

**28161 North Keith Drive**

**Lake Forest, Illinois 60045**

(Address of principal executive offices)

**36-364042**  
(IRS employer

identification number)

Registrant's telephone number, including area code: **(847) 367-5910**

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

## Edgar Filing: STERICYCLE INC - Form 8-K

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.424)
  - .. 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))
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**Item 2.01 Completion of Acquisition or Disposition of Assets**

On February 27, 2006, Stericycle International, LLC, a direct wholly-owned subsidiary of the registrant, Stericycle, Inc. (the Company), entered into and closed an agreement to purchase all of the outstanding shares of The Sterile Technologies Group Limited (STG), an Irish company providing medical waste management services in Ireland, England, Scotland and Wales. The purchase price for the STG shares was approximately \$131 million, of which \$114 million was paid in cash and \$17 million was paid by the assumption of debt.

The sellers of the STG shares were Yeoman International Holdings S.A., Yeoman Investments S.A., The Rogers Group Waste Limited, Desmond Rogers, Niall Wall and William Blyde.

A copy of the share purchase agreement is filed with this report as Exhibit 10.1. A copy of the press release that the Company issued on February 27, 2006 is filed with this report as Exhibit 99.1.

**Item 9.01 Financial States and Exhibits**

**(c) Exhibits**

The following exhibits are filed with this report:

10.1 Share Purchase Agreement dated February 27, 2006, relating to the sale and purchase of the shares of The Sterile Technologies Group Limited, entered into by Yeoman International Holdings S.A., Yeoman Investments S.A., The Rogers Group Waste Limited, Desmond Rogers, Niall Wall and William Blyde, as the vendors, and Stericycle International, LLC, as the purchaser  
In accordance with Item 601(b)(2) of Regulation S-K, this exhibit omits Schedule 5, Part II, *The Proforma Completion Accounts Schedule* and Schedule 9, *Management Bonus Amounts*. The Company will furnish copies of these schedules to the U.S. Securities and Exchange Commission supplementally upon request.

99.1 Press release issued February 27, 2006.

**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.

Date: March 3, 2006.

**Stericycle, Inc.**

By /s/ FRANK J.M. TEN BRINK  
Frank J.M. ten Brink  
Executive Vice President and  
Chief Financial Officer