

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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CHEMICAL WASTE MANAGEMENT INC

CIK: **800287** | IRS No.: **362989152** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
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OAK BROOK IL 60521

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OAK BROOK IL 60521
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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

JULY 28, 1994
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

CHEMICAL WASTE MANAGEMENT, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF INCORPORATION)

1-9253
(COMMISSION FILE NUMBER)

36-2989152
(IRS EMPLOYER
IDENTIFICATION NO.)

3001 BUTTERFIELD ROAD, OAK BROOK, ILLINOIS
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

60521
(ZIP CODE)

(708) 218-1500
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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Item 5. Other Events.

On July 28, 1994, the registrant issued a news release (a copy of which is filed as an exhibit to this report and is hereby incorporated by reference) reporting that WMX Technologies, Inc. ("WMX"), the owner of approximately 78.6% of the registrant's outstanding shares of common stock, has proposed to acquire all of the registrant's outstanding shares which WMX does not own. The proposal calls for each holder of registrant shares other than WMX to receive .27 of a WMX share for each registrant share held. The proposed transaction would take the form of a merger of a wholly owned subsidiary of WMX into the registrant and is subject to the approval of the holders of a majority of the registrant's shares other than those held by WMX.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

No financial statements or pro forma financial information are filed as a part of this report. The exhibit filed as part of this report is listed in the Exhibit Index hereto.

2

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.

CHEMICAL WASTE MANAGEMENT, INC.

By: /s/ Jerome D. Girsch

Jerome D. Girsch
Executive Vice President and
Chief Financial Officer

Dated: July 29, 1994

3

CHEMICAL WASTE MANAGEMENT, INC.

EXHIBIT INDEX

Number and Description of Exhibit*

1. None

2. None

4. None

16. None

17. None

20. None

23. None

24. None

99. News release dated July 28, 1994 issued by Chemical Waste Management, Inc.

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*Exhibits not listed are inapplicable.

CHEMICAL WASTE MANAGEMENT, INC.
3001 Butterfield Road
Oak Brook, Illinois 60521

Contact:
Bruce Tobecksen
(708) 572-8968

CHEMICAL WASTE MANAGEMENT, INC. RECEIVES PROPOSAL
FROM WMX TECHNOLOGIES, INC. FOR ACQUISITION OF SHARES

Oak Brook, Illinois, July 28, 1994 -- Chemical Waste Management, Inc. today announced that its parent company, WMX Technologies, Inc., has proposed to acquire the outstanding Chem Waste shares that WMX does not already own.

Under the proposal, each holder of Chemical Waste Management shares other than WMX would receive .27 of a WMX share for each share of Chemical Waste Management common stock held.

WMX Technologies owns approximately 78.6 percent of Chemical Waste Management's 209.1 million outstanding shares with the balance, approximately 44.9 million shares, being publicly held. On July 28, 1994, the closing price of Chemical Waste Management common stock on the New York Stock Exchange was \$7.875 per share, and for WMX was \$29.125 per share.

At a meeting held earlier today, Chemical Waste Management's Board of Directors referred the WMX proposal to a special committee of independent Chem Waste directors. The WMX proposal contemplates a tax-free merger of Chem Waste and a WMX subsidiary and would be subject to the approval of the holders of a majority of Chemical Waste Management's outstanding shares other than shares held by WMX voting on the proposal at a stockholders meeting. The special committee has engaged the law firm of Skadden, Arps, Slate, Meagher & Flom as its independent counsel and will also select an investment banking firm to advise it on the proposal.