

WASTE MANAGEMENT INC  
Form S-8 POS  
May 15, 2014

As filed with the Securities and Exchange Commission on May 15, 2014

Registration No. 333-159476

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**WASTE MANAGEMENT, INC.**

**(Exact name of Registrant as specified in its charter)**

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

**73-1309529**  
**(I.R.S. Employer**  
**Identification Number)**

**1001 Fannin Street**

**Suite 4000**

**Houston, Texas 77002**

**(713) 512-6200**

**(Address, including zip code, and telephone number, including area code of Registrant's principal executive offices)**

**WASTE MANAGEMENT, INC. 2009 STOCK INCENTIVE PLAN**

**(Full titles of the Plans)**

**Rick L Wittenbraker**

**Waste Management, Inc.**

**1001 Fannin Street**

**Suite 4000**

**Houston, Texas 77002**

**(713) 512-6200**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

### EXPLANATORY NOTE

Waste Management, Inc. (the Registrant ) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister shares of the Registrant's common stock, par value \$0.01 per share (the Common Stock ), originally registered pursuant to its Registration Statement (File No. 333-159476) filed with the Securities and Exchange Commission (the Commission ) on May 26, 2009 (the Prior Registrant Statement ) for offer or sale pursuant to the Registrant's 2009 Stock Incentive Plan (the Prior Plan ). Pursuant to the Prior Registration Statement, the Registrant registered 26,225,361 shares of Common Stock for issuance under the Prior Plan.

On May 13, 2014, the Registrant's stockholders approved the 2014 Stock Incentive Plan (the 2014 Plan ) which, among other things, authorized 23,800,000 shares for issuance pursuant to the 2014 Plan (the New Shares ), plus any shares then available for issuance under the Prior Plan and any shares subject to outstanding awards under the Prior Plan that are subsequently canceled, forfeited, or terminate, expire or lapse for any reason or otherwise subsequently become available under the Prior Plan. As of the May 13, 2014, which is the effective date of the 2014 Plan, the Company's authority to grant new awards under the Prior Plan terminated, and 1,142,050 shares previously registered for issuance and not subject to outstanding awards remained (the Carryover Shares ). Such Carryover Shares have been carried over to the 2014 Plan and have become available for issuance thereunder. The Carryover Shares are hereby deregistered under the Prior Registration Statement.

Contemporaneously with the filing of this Post-Effect Amendment No. 1 to Form S-8 Registration Statement, the Registrant is filing a new Registration Statement on Form S-8 (the New Registration Statement ) to register the New Shares and the Carryover Shares available for issuance under the 2014 Plan. The registration fee paid for the Carryover Shares under the Prior Registration Statement is carried over to the New Registration Statement.

The Registrant may, from time to time, file additional post-effective amendments to the Prior Registration Statement to deregister additional shares that are currently subject to outstanding awards under the Prior Plan but that subsequently become available for new awards under the 2014 Plan, and may register such additional shares pursuant to subsequent registration statements.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on the 15th day of May, 2014.

**WASTE MANAGEMENT, INC.**

By: /s/ David P. Steiner  
David P. Steiner  
President, Chief Executive Officer and  
Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on the 15th day of May 2014.

<b>Signature</b>	<b>Title</b>
/s/ David P. Steiner David P. Steiner	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ James C. Fish, Jr. James C. Fish, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Don P. Carpenter Don P. Carpenter	Vice President and Chief Accounting Officer (Principal Accounting Officer)
/s/ Bradbury H. Anderson Bradbury H. Anderson	Director
/s/ Frank M. Clark, Jr. Frank M. Clark, Jr.	Director
/s/ Patrick W. Gross Patrick W. Gross	Director
/s/ Victoria M. Holt Victoria M. Holt	Director
/s/ John C. Pope John C. Pope	Director
/s/ W. Robert Reum W. Robert Reum	Chairman of the Board and Director

Edgar Filing: WASTE MANAGEMENT INC - Form S-8 POS

/s/ Thomas H. Weidemeyer  
Thomas H. Weidemeyer

Director