

STERICYCLE INC  
Form 10-Q  
August 09, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2016 or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-37556

Stericycle, Inc.

(Exact name of registrant as specified in its charter)

Delaware 36-3640402  
(State or other jurisdiction of (IRS Employer  
incorporation or organization) Identification Number)

28161 North Keith Drive

Lake Forest, Illinois 60045

(Address of principal executive offices, including zip code)

(847) 367-5910

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(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

On July 29, 2016 there were 85,041,964 shares of the Registrant's Common Stock outstanding.

Stericycle, Inc.

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## PART I. – FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## STERICYCLE, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

In thousands, except share and per share data

|  | June 30,<br>2016 | December 31,<br>2015 |
|--|------------------|----------------------|
| <b>ASSETS</b>  |                  |                      |
| Current Assets:  |                  |                      |
| Cash and cash equivalents  | \$44,320         | \$ 55,634            |
| Short-term investments   | 64               | 69                   |
| Accounts receivable, less allowance for doubtful accounts of \$24,457 in 2016 and \$22,329 in 2015   | 627,135          | 614,494              |
| Prepaid expenses   | 58,566           | 46,740               |
| Other current assets   | 40,277           | 44,891               |
| Total Current Assets   | 770,362          | 761,828              |
| Property, plant and equipment, less accumulated depreciation of \$479,907 in 2016 and \$426,019 in 2015  | 707,060          | 665,602              |
| Goodwill   | 3,558,283        | 3,758,177            |
| Intangible assets, less accumulated amortization of \$220,398 in 2016 and \$151,025 in 2015  | 2,078,234        | 1,842,561            |
| Other assets   | 32,429           | 36,995               |
| Total Assets   | \$7,146,368      | \$ 7,065,163         |
| <b>LIABILITIES AND EQUITY</b>  |                  |                      |
| Current Liabilities:   |                  |                      |
| Current portion of long-term debt  | \$109,868        | \$ 161,409           |
| Accounts payable   | 145,069          | 149,202              |
| Accrued liabilities  | 182,814          | 197,329              |
| Deferred revenues  | 17,132           | 16,989               |
| Other current liabilities  | 62,221           | 62,420               |
| Total Current Liabilities  | 517,104          | 587,349              |
| Long-term debt, net of current portion   | 3,008,588        | 3,040,352            |
| Deferred income taxes  | 705,873          | 608,272              |
| Other liabilities  | 85,724           | 81,352               |
| Equity:  |                  |                      |
| Preferred stock (par value \$0.01 per share, 1,000,000 shares authorized), Mandatory Convertible Preferred Stock, Series A, 763,500 issued and outstanding in 2016 and 770,000 in 2015 | 8                | 8                    |
| Common stock (par value \$0.01 per share, 120,000,000 shares authorized, 84,965,277 issued and outstanding in 2016 and 84,852,584 issued and outstanding in 2015)                      | 850              | 849                  |

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|  |                  |                  |
|--|------------------|------------------|
| Additional paid-in capital             | 1,183,140        | 1,143,020        |
| Accumulated other comprehensive loss   | (297,558 )       | (282,631 )       |
| Retained earnings                      | 1,931,807        | 1,868,645        |
| <b>Total Stericycle, Inc.'s Equity</b> | <b>2,818,247</b> | <b>2,729,891</b> |
| Noncontrolling interest                | 10,832           | 17,947           |
| <b>Total Equity</b>                    | <b>2,829,079</b> | <b>2,747,838</b> |
| Total Liabilities and Equity           | \$7,146,368      | \$ 7,065,163     |

The accompanying notes are an integral part of these condensed consolidated financial statements.

## STERICYCLE, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

In thousands, except share and per share data

|   | Three Months Ended June 30, |                    | Six Months Ended June 30, |                    |
|---|-----------------------------|--------------------|---------------------------|--------------------|
|   | 2016                        | 2015<br>(Restated) | 2016                      | 2015<br>(Restated) |
| Revenues  | \$ 891,621                  | \$ 715,689         | \$ 1,765,802              | \$ 1,379,008       |
| Costs and Expenses:   |                             |                    |                           |                    |
| Cost of revenues (exclusive of depreciation shown below)  | 486,915                     | 396,793            | 969,271                   | 764,133            |
| Depreciation - cost of revenues   | 23,611                      | 14,072             | 46,252                    | 28,720             |
| Selling, general and administrative expenses (exclusive of depreciation and amortization shown below) | 222,378                     | 136,752            | 424,866                   | 351,615            |
| Depreciation – selling, general and administrative expenses   | 8,100                       | 4,387              | 15,599                    | 8,505              |
| Amortization  | 50,909                      | 8,921              | 69,183                    | 17,718             |
| Total Costs and Expenses  | 791,913                     | 560,925            | 1,525,171                 | 1,170,691          |
| Income from Operations  | 99,708                      | 154,764            | 240,631                   | 208,317            |
| Other Income (Expense):   |                             |                    |                           |                    |
| Interest income   | 9                           | 39                 | 30                        | 74                 |
| Interest expense  | (24,367 )                   | (16,429 )          | (48,429 )                 | (35,062 )          |
| Other expense, net  | (2,118 )                    | (1,604 )           | (3,369 )                  | (2,202 )           |
| Total Other Expense   | (26,476 )                   | (17,994 )          | (51,768 )                 | (37,190 )          |
| Income Before Income Taxes  | 73,232                      | 136,770            | 188,863                   | 171,127            |
| Income tax expense  | 27,002                      | 48,493             | 65,038                    | 53,558             |
| Net Income  | 46,230                      | 88,277             | 123,825                   | 117,569            |
| Less: net income attributable to noncontrolling interests   | 196                         | 447                | 1,005                     | 799                |
| Net Income Attributable to Stericycle, Inc.   | 46,034                      | 87,830             | 122,820                   | 116,770            |
| Less: mandatory convertible preferred stock dividend  | 10,021                      | —                  | 20,127                    | —                  |
| Less: gain on repurchase of preferred stock   | (1,280 )                    | —                  | (1,280 )                  | —                  |
| Net Income Attributable to Stericycle, Inc. Common Shareholders                                       | \$ 37,293                   | \$ 87,830          | \$ 103,973                | \$ 116,770         |
| Earnings Per Common Share Attributable to Stericycle, Inc. Common Shareholders:                       |                             |                    |                           |                    |
| Basic   | \$ 0.44                     | \$ 1.03            | \$ 1.23                   | \$ 1.37            |
| Diluted   | \$ 0.43                     | \$ 1.02            | \$ 1.21                   | \$ 1.35            |
| Weighted Average Number of Common Shares Outstanding:   |                             |                    |                           |                    |
| Basic   | 84,893,263                  | 84,961,907         | 84,799,131                | 85,000,723         |
| Diluted   | 85,760,686                  | 86,221,034         | 85,798,892                | 86,292,816         |

The accompanying notes are an integral part of these condensed consolidated financial statements.



## STERICYCLE, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

In thousands

|  | Three Months Ended June 30, 2016 |            | Six Months Ended June 30, 2015 |            |
|--|----------------------------------|------------|--------------------------------|------------|
|  | 2016                             | (Restated) | 2016                           | (Restated) |
| Net Income   | \$ 46,230                        | \$ 88,277  | \$ 123,825                     | \$ 117,569 |
| <b>Other Comprehensive (Loss)/ Income:</b>   |                                  |            |                                |            |
| Foreign currency translation adjustments   | (32,946 )                        | 24,560     | (15,782 )                      | (39,941 )  |
| Amortization of cash flow hedge into income, net of tax (((\$173) and (\$55), and (\$345) and (\$109) for the three- and six- months ended June 30, 2016 and 2015, respectively) | 269                              | 90         | 538                            | 180        |
| Change in fair value of cash flow hedge, net of tax (((\$132) and (\$117), and \$(221) and \$2,498 for the three- and six- months ended June 30, 2016 and 2015, respectively)    | 130                              | 646        | 372                            | (3,778 )   |
| Total Other Comprehensive (Loss)/ Income   | (32,547 )                        | 25,296     | (14,872 )                      | (43,539 )  |
| Comprehensive Income   | 13,683                           | 113,573    | 108,953                        | 74,030     |
| Less: comprehensive income/ (loss) attributable to noncontrolling interests  | 189                              | 216        | 1,060                          | (252 )     |
| Comprehensive Income Attributable to Stericycle, Inc. Common Shareholders  | \$ 13,494                        | \$ 113,357 | \$ 107,893                     | \$ 74,282  |

The accompanying notes are an integral part of these condensed consolidated financial statements.



## STERICYCLE, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

In thousands

|  | Six Months Ended June 30, |                    |
|--|---------------------------|--------------------|
|  | 2016                      | 2015<br>(Restated) |
| <b>OPERATING ACTIVITIES:</b>   |                           |                    |
| Net income   | \$ 123,825                | \$ 117,569         |
| <b>Adjustments to reconcile net income to net cash provided by operating activities:</b> |                           |                    |
| Stock compensation expense   | 11,557                    | 10,904             |
| Excess tax benefit of stock options exercised  | —                         | (10,899 )          |
| Depreciation   | 61,851                    | 37,225             |
| Amortization   | 69,183                    | 17,718             |
| Deferred income taxes  | 4,515                     | (8,390 )           |
| Other, net   | (2,644 )                  | 5,686              |
| <b>Changes in operating assets and liabilities, net of effect of acquisitions:</b>       |                           |                    |
| Accounts receivable  | (12,888 )                 | (51,041 )          |
| Accounts payable   | (1,496 )                  | 21,019             |
| Accrued liabilities  | (13,303 )                 | 51,071             |
| Deferred revenues  | 305                       | (3,156 )           |
| Other assets and liabilities   | 4,535                     | (9,046 )           |
| Net cash provided by operating activities  | 245,440                   | 178,660            |
| <b>INVESTING ACTIVITIES:</b>   |                           |                    |
| Payments for acquisitions, net of cash acquired  | (42,097 )                 | (61,766 )          |
| Proceeds from investments  | 7                         | 271                |
| Proceeds from sale of property and equipment   | 1,355                     | —                  |
| Capital expenditures   | (67,133 )                 | (46,794 )          |
| Net cash used in investing activities  | (107,868 )                | (108,289 )         |
| <b>FINANCING ACTIVITIES:</b>   |                           |                    |
| Repayments of long-term debt and other obligations                                       | (31,789 )                 | (39,590 )          |
| Proceeds from foreign bank debt  | 27,619                    | 18,363             |
| Repayments of foreign bank debt  | (36,953 )                 | (43,769 )          |
| Proceeds from term loan  | —                         | 250,000            |
| Repayment of term loan   | (250,000 )                | —                  |
| Proceeds from senior credit facility   | 902,817                   | 879,024            |
| Repayments of senior credit facility   | (715,653 )                | (1,072,468 )       |
| Payments of capital lease obligations  | (2,605 )                  | (1,951 )           |
| Payment of cash flow hedge   | —                         | (8,833 )           |
| Payments for repurchase of common stock  | (40,814 )                 | (85,149 )          |
| Payments for repurchase of convertible preferred stock                                   | (5,025 )                  | —                  |
| Proceeds from issuance of common stock   | 30,308                    | 39,208             |
| Dividends paid on mandatory convertible preferred stock                                  | (20,127 )                 | —                  |
| Excess tax benefit of stock options exercised  | —                         | 10,899             |

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|  |            |           |
|--|------------|-----------|
| Payments to noncontrolling interests                         | (6,961 )   | (2,603 )  |
| Net cash used in financing activities                        | (149,183 ) | (56,869 ) |
| Effect of exchange rate changes on cash and cash equivalents | 297        | (2,782 )  |
| Net (decrease)/ increase in cash and cash equivalents        | (11,314 )  | 10,720    |
| Cash and cash equivalents at beginning of period             | 55,634     | 22,236    |
| Cash and cash equivalents at end of period                   | \$ 44,320  | \$ 32,956 |
| <b>NON-CASH INVESTING ACTIVITIES:</b>                        |            |           |
| Issuances of obligations for acquisitions                    | \$ 23,069  | \$ 47,827 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

## STERICYCLE, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Six Months Ended June 30, 2016 and Year Ended December 31, 2015

(Unaudited)

In thousands

|   | Stericycle, Inc. Equity<br>Preferred Stock |        | Common Stock |        |                                  | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Noncontrolling<br>Interest | Total<br>Equity |
|---|--|--------|--------------|--------|----------------------------------|----------------------|---|----------------------------|-----------------|
|   | Shares                                     | Amount | Shares       | Amount | Additional<br>Paid-In<br>Capital |                      |   |                            |                 |
| Balance at January 1, 2015  | —  | \$ —   | 84,884       | \$ 849 | \$ 289,211                       | \$ 1,743,371         | \$ (138,419 )   | \$ 22,173                  | \$ 1,917,185    |
| Net income  |  |        |              |        |                                  | 267,046              |   | 967                        | 268,013         |
| Currency translation adjustment   |  |        |              |        |                                  |                      | (140,809 )  | 161                        | (140,648 )      |
| Change in qualifying cash flow hedge, net of tax  |  |        |              |        |                                  |                      | (3,403 )  |                            | (3,403 )        |
| Issuance of common stock for exercise of options, restricted stock units and employee stock purchases |  |        | 973          | 10     | 68,630                           |                      |   |                            | 68,640          |
| Issuance of mandatory convertible preferred stock   | 770  | 8      |              |        | 746,892                          |                      |   |                            | 746,900         |
| Purchase and cancellation of common stock   |  |        | (1,004 )     | (10 )  |                                  | (131,666 )           |   |                            | (131,676 )      |
| Preferred stock dividend  |  |        |              |        |                                  | (10,106 )            |   |                            | (10,106 )       |
| Stock compensation expense  |  |        |              |        | 21,750                           |                      |   |                            | 21,750          |
| Excess tax benefit of stock options   |  |        |              |        | 16,897                           |                      |   |                            | 16,897          |

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exercised

|   |      |      |        |        |              |              |              |           |              |
|---|------|------|--------|--------|--------------|--------------|--------------|-----------|--------------|
| Reduction to noncontrolling interests due to additional ownership                                     |      |      |        |        | (360 )       |              |              | (5,354 )  | (5,714 )     |
| Balance at December 31, 2015  | 770  | 8    | 84,853 | 849    | 1,143,020    | 1,868,645    | (282,631 )   | 17,947    | 2,747,838    |
| Net income  |      |      |        |        |              | 122,820      |              | 1,005     | 123,825      |
| Currency translation adjustment   |      |      |        |        |              |              | (15,837 )    | 55        | (15,782 )    |
| Change in qualifying cash flow hedge, net of tax  |      |      |        |        |              |              | 910          |           | 910          |
| Issuance of common stock for exercise of options, restricted stock units and employee stock purchases |      |      | 473    | 4      | 34,456       |              |              |           | 34,460       |
| Purchase and cancellation of common stock   |      |      | (361 ) | (3 )   |              |              | (40,811 )    |           | (40,814 )    |
| Purchase and cancellation of convertible preferred stock  | (6 ) | —    |        |        | (6,305 )     | 1,280        |              |           | (5,025 )     |
| Preferred stock dividend  |      |      |        |        |              |              | (20,127 )    |           | (20,127 )    |
| Stock compensation expense  |      |      |        |        | 11,557       |              |              |           | 11,557       |
| Reduction to noncontrolling interests due to additional ownership                                     |      |      |        |        | 412          |              |              | (8,175 )  | (7,763 )     |
| Balance at June 30, 2016  | 764  | \$ 8 | 84,965 | \$ 850 | \$ 1,183,140 | \$ 1,931,807 | \$(297,558 ) | \$ 10,832 | \$ 2,829,079 |

The accompanying notes are an integral part of these condensed consolidated financial statements.



## STERICYCLE, INC. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Unless the context requires otherwise, "we," "us" or "our" refers to Stericycle, Inc. and its subsidiaries on a consolidated basis.

## NOTE A1 — RESTATEMENT

The unaudited quarterly financial data for the three and six months ended June 30, 2015 has been restated for errors related to the timing of recognition of loss reserves between quarterly periods associated with the Company's settlement of the previously disclosed TCPA Action and Qui Tam Action. The Company determined that the estimated loss contingency for the three and six months ended June 30, 2015 was overstated by \$45.0 million and understated by \$28.5 million, respectively, resulting in an understatement of net income of \$27.4 million and an overstatement of \$19.1 million for the three month and six months ended June 30, 2015, respectively.

The Company's Condensed Consolidated Statements of Income; Condensed Consolidated Statements of Comprehensive Income; Condensed Consolidated Statements of Cash Flows; Note 5 - Income Taxes; Note 8 - Earnings Per Common Share; and Note 12 - Geographic Information; included in this Form 10-Q have been restated to correct the misstatements described above.

The following are previously reported and restated balances of affected line items in the Condensed Consolidated Statement of Income and Condensed Consolidated Statement of Comprehensive Income, and the Condensed Consolidated Statement of Cash Flows for the three and six months ended June 30, 2015 (Unaudited).

## Condensed Consolidated Statement of Income

|  | Three Months Ended June 30,<br>2015 |              |            | Six Months Ended June 30, 2015 |            |            |
|--|-------------------------------------|--------------|------------|--------------------------------|------------|------------|
|  | As                                  |              | Restated   | As                             |            | Restated   |
|  | Reported                            | Adjustment   |            | Reported                       | Adjustment |            |
| Selling, general and administrative expenses<br>(exclusive of depreciation and amortization) | \$ 181,752                          | \$ (45,000 ) | \$ 136,752 | \$ 323,115                     | \$ 28,500  | \$ 351,615 |
| Total costs and expenses   | 605,925                             | (45,000 )    | 560,925    | 1,142,191                      | 28,500     | 1,170,691  |
| Income from operations   | 109,764                             | 45,000       | 154,764    | 236,817                        | (28,500 )  | 208,317    |
| Income before income taxes   | 91,770                              | 45,000       | 136,770    | 199,627                        | (28,500 )  | 171,127    |
| Income tax expense   | 30,874                              | 17,619       | 48,493     | 62,921                         | (9,363 )   | 53,558     |
| Net income   | 60,896                              | 27,381       | 88,277     | 136,706                        | (19,137 )  | 117,569    |
| Net income attributable to Stericycle, Inc.  | 60,449                              | 27,381       | 87,830     | 135,907                        | (19,137 )  | 116,770    |
| EPS – basic  | 0.71                                | 0.32         | 1.03       | 1.60                           | (0.23 )    | 1.37       |
| EPS – diluted  | 0.70                                | 0.32         | 1.02       | 1.57                           | (0.22 )    | 1.35       |

## Condensed Consolidated Statement of Comprehensive Income

|  | Three Months Ended June 30,<br>2015 |            | Six Months Ended June 30, 2015 |            |
|--|-------------------------------------|------------|--------------------------------|------------|
|  | Adjustment Restated                 |            | Adjustment Restated            |            |
|  | Reported                            | Adjustment | Reported                       | Adjustment |

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|   | As Reported |           |          | As Reported |              |           |
|---|-------------|-----------|----------|-------------|--------------|-----------|
| Net income  | \$60,896    | \$ 27,381 | \$88,277 | \$136,706   | \$ (19,137 ) | \$117,569 |
| Comprehensive income/ (loss)                                  | 86,192      | 27,381    | 113,573  | 93,167      | (19,137 )    | 74,030    |
| Comprehensive income/ (loss) attributable to Stericycle, Inc. | 85,976      | 27,381    | 113,357  | 93,419      | (19,137 )    | 74,282    |

Condensed Consolidated Statement of Cash Flows

|                       | Six Months Ended June 30, 2015 |              |           |
|-----------------------|--------------------------------|--------------|-----------|
|                       | As Reported                    | Adjustment   | Restated  |
| Net income            | \$136,706                      | \$ (19,137 ) | \$117,569 |
| Deferred income taxes | 973                            | (9,363 )     | (8,390 )  |
| Accrued liabilities   | 22,571                         | 28,500       | 51,071    |

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## NOTE 1 – BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. However, the Company believes the disclosures included in the accompanying condensed consolidated financial statements are adequate to make the information presented not misleading. In our opinion, all adjustments necessary for a fair presentation for the periods presented have been reflected and are of a normal recurring nature. These condensed consolidated financial statements should be read in conjunction with the Stericycle, Inc. and Subsidiaries Consolidated Financial Statements and notes thereto for the year ended December 31, 2015, as filed with our Annual Report on Form 10-K for the year ended December 31, 2015. The results of operations for the six months ended June 30, 2016 are not necessarily indicative of the results that may be achieved for the entire year ending December 31, 2016.

There were no material changes in the Company's significant accounting policies since the filing of its 2015 Form 10-K. As discussed in the 2015 Form 10-K, the preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that affect the amount of reported assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and revenues and expenses during the periods reported. Actual results may differ from those estimates.

Certain amounts in previously issued financial statements have been reclassified to conform to the current period presentation.

We have evaluated subsequent events through the date of filing this quarterly report on Form 10-Q. No events have occurred that would require adjustment to or disclosure in the condensed consolidated financial statements.

## NOTE 2 – ACQUISITIONS

The following table summarizes the locations of our acquisitions for the six months ended June 30, 2016:

| Acquisition Locations | 2016 |
|-----------------------|------|
| United States         | 11   |
| Republic of Korea     | 1    |
| Romania               | 2    |
| Spain                 | 2    |
| United Kingdom        | 1    |
| Total                 | 17   |



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During the quarter ended March 31, 2016, we completed seven acquisitions. Domestically, we acquired 100% of the stock of one regulated waste business and selected assets of four secure information destruction businesses. Internationally, we acquired selected assets of one regulated waste business in Romania and one in Spain.

During the quarter ended June 30, 2016, we completed ten acquisitions. Domestically, we acquired selected assets of three regulated waste businesses and three secure information destruction businesses. Internationally, we acquired selected assets of one regulated waste business in each of the Republic of Korea, Romania, Spain and the United Kingdom.

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The following table summarizes the acquisition date fair value of consideration transferred for acquisitions completed during the six months ended June 30, 2016:

In thousands

|                             | Six<br>Months<br>Ended<br><br>June 30,<br>2016 |
|-----------------------------|--|
| Cash                        | \$32,651                                       |
| Promissory notes            | 23,238   |
| Deferred consideration      | 1,545  |
| Contingent consideration    | 75   |
| <b>Total purchase price</b> | <b>\$57,509</b>                                |

For financial reporting purposes, our acquisitions were accounted for using the acquisition method of accounting. These acquisitions resulted in the recognition of goodwill in our financial statements reflecting the premium paid to acquire businesses that we believe are complementary to our existing operations and fit our growth strategy. During the six months ended June 30, 2016, we recognized an increase in goodwill of \$33.6 million related to current year acquisitions, excluding the effect of foreign currency translation, of which \$29.2 million was assigned to our Domestic Regulated Waste and Compliance Services (“Domestic RCS”) reportable segment and \$4.4 million was assigned to our International Regulated Waste and Compliance Services (“International RCS”) reportable segment (see Note 9 – Goodwill and Other Intangible Assets). Approximately \$28.8 million of the goodwill recognized from current year acquisitions will be deductible for tax purposes.

During the six months ended June 30, 2016, we recognized an increase in intangible assets from current year acquisitions of \$18.9 million, excluding the effect of foreign currency translation. We recognized \$18.1 million for the estimated fair value of acquired customer relationships with amortizable lives of 10 to 40 years, and \$0.8 million for a covenant not-to-compete with an amortizable life of 5 years.

The fair value of consideration transferred in business combinations is allocated to the tangible and intangible assets acquired and liabilities assumed at the acquisition date, with the remaining unallocated amount recorded as goodwill. The allocations of the acquisition price for recent acquisitions have been prepared on a preliminary basis, pending completion of certain intangible asset valuations and finalization of the opening balance sheet. The following table summarizes the preliminary purchase price allocation for current period acquisitions during the six months ended June 30, 2016:

In thousands

Six  
Months  
Ended

|                                 | June 30,<br>2016 |
|---------------------------------|------------------|
| Fixed assets                    | \$5,069          |
| Intangibles                     | 18,853           |
| Goodwill                        | 33,593           |
| Accounts receivable             | 1,275            |
| Net other assets/ (liabilities) | 8                |
| Current liabilities             | (239 )           |
| Net deferred tax liabilities    | (1,050 )         |
| Total purchase price allocation | \$57,509         |

During the six months ended June 30, 2016 and 2015, the Company incurred \$5.6 million and \$6.3 million, respectively, of acquisition related expenses. These expenses are included in “Selling, general and administrative expenses” (“SG&A”) on our Condensed Consolidated Statements of Income. The results of operations of these acquired businesses have been included in the Condensed Consolidated Statements of Income from the date of the acquisition. Pro forma results of operations for these acquisitions are not presented because the pro forma effects, individually or in the aggregate, were not material to the Company’s consolidated results of operations.

The following table summarizes the adjustments to the consideration transferred for prior year acquisitions and primarily includes \$9.5 million of additional cash consideration paid during the six months ended June 30, 2016 as part of the final working capital adjustment for the 2015 Shred-it acquisition:

In thousands

|                      |  |
|----------------------|--|
|                      | Six<br>Months<br>Ended<br><br>June 30,<br>2016 |
| Cash                 | \$9,446  |
| Promissory notes     | (1,789)  |
| Total purchase price | \$7,657  |

The following table summarizes these adjustments by major assets acquired and liabilities assumed for prior year acquisitions:

In thousands

|                                 | Shred-it<br>Acquisition | Other Prior<br>Year<br>Acquisitions | Total<br>Changes |
|---------------------------------|-------------------------|-------------------------------------|------------------|
| Fixed assets                    | \$ 31,861               | \$ (165 )                           | \$31,696         |
| Intangibles                     | 277,000                 | 17,792                              | 294,792          |
| Goodwill                        | (209,958 )              | (14,165 )                           | (224,123)        |
| Accounts receivable             | (1,085 )                | 776                                 | (309 )           |
| Net other assets                | —                       | 147                                 | 147              |
| Current liabilities             | (713 )                  | (1,343 )                            | (2,056 )         |
| Net deferred tax liabilities    | (87,637 )               | (4,853 )                            | (92,490 )        |
| Total purchase price allocation | \$ 9,468                | \$ (1,811 )                         | \$7,657          |

During the second quarter of 2016, we recorded various adjustments to our provisional amounts for the Shred-it acquisition. The transactions have been accounted for using the acquisition method of accounting, which requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The purchase price allocation is preliminary until we complete our assessment. As of June 30, 2016, the following recognized amounts are subject to change:

- amounts for certain balances included in working capital pending receipt of certain information that could affect provisional amounts recorded;
- amounts for intangibles assets and property, plant and equipment, pending finalization of valuation efforts as well as the completion of procedures confirming the existence and condition of certain property, plant and equipment assets;
- amounts for income tax liabilities, pending finalization of estimates and assumptions in respect of certain tax aspects of the transaction; and

· amount of goodwill pending the completion of the valuation of the assets acquired and liabilities assumed.

We will finalize the amounts recognized as we obtain the information necessary to complete the analysis. We expect to finalize these amounts as soon as possible but no later than one year from the acquisition date. We do not anticipate material changes in the purchase price allocation of other prior year acquisitions.

### NOTE 3 – NEW ACCOUNTING STANDARDS

#### Accounting Standards Recently Adopted

##### Compensation - Stock Compensation

On January 1, 2016, the Company adopted the guidance in Accounting Standards Update (ASU) No. 2016-09, “Compensation - Stock Compensation (Topic 718) - Improvements to Employee Share-Based Payment Accounting.” Under this ASU, entities are permitted to make an accounting policy election to either estimate forfeitures on share-based payment awards, as previously required, or to recognize forfeitures as they occur. The Company has elected to recognize

forfeitures as they occur and the impact of that change in accounting policy has been evaluated and determined to be insignificant and resulted in no cumulative-effect change to the Company's retained earnings. Additionally, ASU 2016-09 requires that all income tax effects related to settlements of share-based payment awards be reported in earnings as an increase or decrease to income tax expense (benefit), net. Previously, income tax benefits at settlement of an award's were reported as an increase (or decrease) to additional paid-in capital to the extent that those benefits were greater than (or less than) the income tax benefits reported in earnings during the award's vesting period. The requirement to report those income tax effects in earnings has been applied on a prospective basis to settlements occurring on or after January 1, 2016. The impact of applying that guidance was \$1.6 million and \$4.5 million to the condensed consolidated statements of income for the three and six months periods ended June 30, 2016, respectively. ASU 2016-09 also requires that all income tax-related cash flows resulting from share-based payments be reported as operating activities in the statement of cash flows. Previously, income tax benefits at settlement of an award were reported as a reduction to operating cash flows and an increase to financing cash flows to the extent that those benefits exceeded the income tax benefits reported in earnings during the award's vesting period. The Company has elected to apply that change in cash flow classification on a prospective basis, leaving previously reported net cash provided by operating activities and net cash used in financing activities in the accompanying Condensed Consolidated Statement of Cash Flows for the period ended June 30, 2015 unchanged. The remaining provisions of ASU 2016-09 did not have a material impact on the accompanying condensed consolidated financial statements.

#### Interest-Imputation of Interest

The Company adopted the guidance in ASU No. 2015-03, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs" that requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the debt liability rather than as an asset. The guidance for recognition and measurement for debt issuance costs are not affected by the accounting standard update. The revised standard only affects presentation and therefore will not have an impact on the Company's results of operations. At December 31, 2015, the Company reclassified \$12.3 million of other assets to long-term debt, net of current portion to conform to the current period balance sheet presentation.

#### Accounting Standards Issued But Not Yet Adopted

##### Revenue From Contracts With Customers

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers" (Topic 606), guidance to provide a single and comprehensive revenue recognition model for all contracts with customers. The revenue guidance contains principles that an entity will apply to determine the measurement of revenue and timing of when it is recognized. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. The amended authoritative guidance associated with revenue recognition is effective for the Company on January 1, 2018. The amended guidance may be applied retrospectively for all periods presented or retrospectively with the cumulative effect of initially applying the amended guidance recognized at the date of initial application. We are in the process of assessing the provisions of the new revenue recognition standard and have not determined whether the adoption will have a material impact on our consolidated financial statements.

##### Leases

In February 2016, the FASB issued ASU No. 2016-02, "Leases" (Topic 842). This ASU will require lessees to record a right-of-use asset and lease liability on the balance sheet for all leases with terms of more than 12 months.

Recognition, measurement and presentation of expenses will depend on classification as a finance or operating lease. This ASU also requires certain quantitative and qualitative disclosures. Accounting guidance for lessors is largely unchanged. The amendments should be applied on a modified retrospective basis. ASU 2016-02 is effective for us beginning January 1, 2019. We are beginning to evaluate the impact that the adoption of ASU 2016-02 will have on our consolidated financial statements and related disclosures.

#### NOTE 4 – FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy distinguishes between (1)

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market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Inputs that are generally unobservable and typically reflect management's judgment about the assumptions that market participants would use in pricing the asset or liability.

Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of assets and liabilities and their placement within the fair value hierarchy levels. The impact of creditworthiness and nonperformance risk has been considered in the fair value measurements presented below. There were no movements of items between fair value hierarchies.

In thousands

|                                  | Total as of<br>June 30,<br>2016 | Fair Value Measurements<br>Using |                   |                   |
|----------------------------------|---------------------------------|----------------------------------|-------------------|-------------------|
|                                  |                                 | Level 1<br>Inputs                | Level 2<br>Inputs | Level 3<br>Inputs |
| <b>Assets:</b>                   |                                 |                                  |                   |                   |
| Cash and cash equivalents        | \$44,320                        | \$44,320                         | \$—               | \$—               |
| Short-term investments           | 64                              | \$64                             | —                 | —                 |
| Derivative financial instruments | 719                             | —                                | 719               | —                 |
| <b>Total assets</b>              | <b>\$45,103</b>                 | <b>\$44,384</b>                  | <b>\$ 719</b>     | <b>\$—</b>        |
| <b>Liabilities:</b>              |                                 |                                  |                   |                   |
| Contingent consideration         | \$23,357                        | \$—                              | \$—               | \$23,357          |
| <b>Total liabilities</b>         | <b>\$23,357</b>                 | <b>\$—</b>                       | <b>\$—</b>        | <b>\$23,357</b>   |

In thousands

| Total as of<br>December 31, 2015 | Fair Value Measurements<br>Using |                   |                   |
|----------------------------------|----------------------------------|-------------------|-------------------|
|                                  | Level 1<br>Inputs                | Level 2<br>Inputs | Level 3<br>Inputs |
|                                  |                                  |                   |                   |



|                                  |                  |                 |                |                 |
|----------------------------------|------------------|-----------------|----------------|-----------------|
| <b>Assets:</b>                   |                  |                 |                |                 |
| Cash and cash equivalents        | \$ 55,634        | \$55,634        | \$—            | \$—             |
| Short-term investments           | 69               | 69              | —              | —               |
| Derivative financial instruments | 1,207            | —               | 1,207          | —               |
| <b>Total assets</b>              | <b>\$ 56,910</b> | <b>\$55,703</b> | <b>\$1,207</b> | <b>\$—</b>      |
| <b>Liabilities:</b>              |                  |                 |                |                 |
| Contingent consideration         | \$ 25,390        | \$—             | \$—            | \$25,390        |
| <b>Total liabilities</b>         | <b>\$ 25,390</b> | <b>\$—</b>      | <b>\$—</b>     | <b>\$25,390</b> |

For our derivative financial instruments we use a market approach valuation technique based on observable market transactions of spot and forward rates.

We recorded a \$0.7 million asset related to the fair value of the U.S. dollar - Canadian dollar foreign currency swap which was classified as other assets at June 30, 2016. The objective of the swap is to offset the foreign exchange risk to the U.S. dollar equivalent cash outflows for our Canadian subsidiary.

We had contingent consideration liabilities recorded using Level 3 inputs in the amount of \$23.4 million, of which \$7.5 million was classified as current liabilities at June 30, 2016. Contingent consideration liabilities were \$25.4 million at December 31, 2015 of which \$9.1 million was classified as current liabilities. Contingent consideration represents

amounts expected to be paid as part of acquisition consideration only if certain future events occur. These events are usually targets for revenues or earnings related to the business acquired. We arrive at the fair value of contingent consideration by applying a weighted probability of potential payment outcomes. The calculation of these potential outcomes is dependent on both past financial performance and management assumptions about future performance. If the financial performance measures were all fully met, our maximum liability would be \$40.7 million at June 30, 2016. Contingent consideration liabilities are reassessed each quarter and are reflected in the Condensed Consolidated Balance Sheets as part of “Other current liabilities” and “Other liabilities”. Changes to contingent consideration are reflected in the table below:

|  |          |
|--|----------|
| In thousands   |          |
| Contingent consideration at January 1, 2016                                      | \$25,390 |
| Increases due to acquisitions  | 75       |
| Decrease due to payments   | (1,169)  |
| Changes due to foreign currency fluctuations                                     | 1,705    |
| Changes in fair value reflected in Selling, general, and administrative expenses | (2,644)  |
| Contingent consideration at June 30, 2016  | \$23,357 |

Fair Value of Debt: At June 30, 2016, the fair value of the Company’s debt obligations was estimated, using Level 2 inputs, at \$3.08 billion compare to a carrying amount of \$3.13 billion. At December 31, 2015, the fair value of the Company’s debt obligations was estimated, using Level 2 inputs, at \$3.22 billion compared to a carrying amount of \$3.21 billion. The fair values were estimated using an income approach by applying market interest rates for comparable instruments. The Company has no current plans to retire a significant amount of its debt prior to maturity.

#### NOTE 5 – INCOME TAXES

We file income tax returns in the U.S, in various states and in certain foreign jurisdictions.

The Company has recorded accruals to cover certain unrecognized tax positions. Such unrecognized tax positions relate to additional taxes that the Company may be required to pay in various tax jurisdictions. During the course of examinations by various taxing authorities, proposed adjustments may be asserted. The Company evaluates such items on a case-by-case basis and adjusts the accrual for unrecognized tax positions as deemed necessary. During the quarter ended June 30, 2016, we had no material changes to our accruals related to previous or current uncertain tax positions. The effective tax rates for the quarters ended June 30, 2016 and 2015 were approximately 36.9% and 35.5%, respectively. The increase in the current quarter tax rate is primarily related to the recognition of deferred tax benefits in 2015.

#### NOTE 6 – STOCK BASED COMPENSATION

At June 30, 2016, we had the following active stock option and stock purchase plans:

- the 2014 Incentive Stock Plan, which our stockholders approved in May 2014;
- the 2011 Incentive Stock Plan, which our stockholders approved in May 2011;
- the 2008 Incentive Stock Plan, which our stockholders approved in May 2008;
- the 2005 Incentive Stock Plan, which our stockholders approved in April 2005;
- the 2000 Non-statutory Stock Option Plan, which expired in February 2010;
- the Employee Stock Purchase Plan (“ESPP”), which our stockholders approved in May 2001.

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## Stock-Based Compensation Expense:

The following table presents the total stock-based compensation expense resulting from stock option awards, restricted stock units (“RSUs”), and the ESPP included in the Condensed Consolidated Statements of Income:

In thousands

|   | Three Months Ended June 30, |          | Six Months Ended June 30, |           |
|---|-----------------------------|----------|---------------------------|-----------|
|   | 2016                        | 2015     | 2016                      | 2015      |
| Cost of revenues – stock option plan                    | \$ 12                       | \$ 22    | \$ 27                     | \$ 45     |
| Selling, general and administrative – stock option plan | 4,585                       | 4,650    | 9,337                     | 9,379     |
| Selling, general and administrative – RSUs              | 399                         | 375      | 958                       | 721       |
| Selling, general and administrative – ESPP              | 456                         | 370      | 1,235                     | 759       |
| Total pre-tax expense                                   | \$ 5,452                    | \$ 5,417 | \$ 11,557                 | \$ 10,904 |

Stock Options:

Stock option activity for the six months ended June 30, 2016 is summarized as follows:

|                                  | Weighted   |           |                  |  |                 |
|----------------------------------|------------|-----------|------------------|--|-----------------|
|                                  | Average    | Weighted  |                  |  |                 |
|                                  | Exercise   |           | Average          |  |                 |
|                                  | Number of  | Price per | Remaining        |  | Total Aggregate |
|                                  | Options    | Share     | Contractual Life |  | Intrinsic Value |
|                                  |            |           | (in years)       |  | (in thousands)  |
| Outstanding at beginning of year | 5,334,803  | \$ 92.02  |                  |  |                 |
| Granted                          | 1,040,107  | 110.93    |                  |  |                 |
| Exercised                        | (437,584 ) | 70.20     |                  |  |                 |
| Forfeited                        | (186,507 ) | 116.07    |                  |  |                 |
| Canceled or expired              | (7,950 )   | 102.64    |                  |  |                 |
| Outstanding at June 30, 2016     | 5,742,869  | 96.32     | 5.68             |  | \$ 85,756       |
| Exercisable at June 30, 2016     | 3,153,185  | 82.22     | 4.75             |  | \$ 80,141       |

As of June 30, 2016, there was \$39.3 million of total unrecognized compensation expense related to non-vested option awards, which is expected to be recognized over a weighted average period of 3.35 years.

The following table sets forth the total intrinsic value of options exercised:

|  | Three Months Ended June 30, |      | Six Months Ended June 30, |      |
|--|-----------------------------|------|---------------------------|------|
|  | 2016                        | 2015 | 2016                      | 2015 |

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|  |          |           |        |        |
|--|----------|-----------|--------|--------|
| Total intrinsic value of options exercised | \$ 7,021 | \$ 10,125 | 20,250 | 39,650 |
|--|----------|-----------|--------|--------|

The total intrinsic value of options exercised represents the total pre-tax value (the difference between the sales price on that trading day the option was exercised and the exercise price associated with the respective option).

The Company uses historical data to estimate expected life and volatility. The estimated fair value of stock options at the time of the grant using the Black-Scholes option pricing model was as follows:

|   | Three Months Ended June 30, |          | Six Months Ended June 30, |          |
|---|-----------------------------|----------|---------------------------|----------|
|   | 2016                        | 2015     | 2016                      | 2015     |
| Stock options granted (shares)            | 31,538                      | 74,742   | 1,040,107                 | 935,276  |
| Weighted average fair value at grant date |                             |          |                           |          |
| (per share)                               | \$ 19.69                    | \$ 22.18 | \$ 20.17                  | \$ 22.80 |
| <b>Assumptions:</b>                       |                             |          |                           |          |
| Expected term (in years)                  | 4.80                        | 4.79     | 4.77                      | 4.79     |
| Expected volatility                       | 20.96 %                     | 15.98 %  | 18.11 %                   | 16.58 %  |
| Expected dividend yield                   | — %                         | — %      | — %                       | — %      |
| Risk free interest rate                   | 1.26 %                      | 1.43 %   | 1.22 %                    | 1.44 %   |

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## Restricted Stock Units:

Restricted stock units (“RSUs”) vest annually, or at the end of three and five years. Our 2008, 2011 and 2014 Plans include a share reserve related to RSUs granted at a 2 -1 ratio. A summary of the status of our non-vested RSUs and changes during the six months ended June 30, 2016 are as follows:

|                                 | Number of | Weighted<br>Average<br>Grant Date<br>Fair Value | Weighted<br>Average<br>Remaining<br>Contractual Life<br>(in years) | Total Aggregate<br>Intrinsic Value<br>(in thousands) |
|---------------------------------|-----------|---|--|--|
| Non-vested at beginning of year | 71,451    | \$ 101.29                                       |  |  |
| Granted                         | 59,072    | 109.99  |  |  |
| Forfeited                       | (17,850 ) | 105.38  |  |  |
| Non-vested at June 30, 2016     | 112,673   | 105.21  | 2.92   | \$ 11,732  |

As of June 30, 2016, there was \$6.4 million of total unrecognized compensation expense related to RSUs, which is expected to be recognized over a weighted average period of 2.92 years.

## NOTE 7 – PREFERRED STOCK

At June 30, 2016, we had 1,000,000 authorized shares of preferred stock and 763,500 shares issued and outstanding of Mandatory Convertible Preferred Stock.

During the three months ended June 30, 2016, we repurchased 65,000 depository shares of Mandatory Convertible Preferred Stock for \$5.0 million at an average price per share of \$77.31 per share which resulted in a \$1.3 million gain because we redeemed the preferred stock at a discount. The 65,000 depository shares are equivalent to 6,500 units of preferred stock.

**Series A Mandatory Convertible Preferred Stock Offering:** On September 15, 2015, we completed a registered public offering of 7,700,000 depository shares, each representing a 1/10th interest in a share of our 5.25% Series A Mandatory Convertible Preferred Stock, par value \$0.01 per share (the “Series A Preferred Stock”), at a public offering price of \$100.00 per depository share for total gross proceeds of \$770.0 million.

Unless earlier converted or redeemed, each share of the Series A Preferred Stock will automatically convert into between 5.8716 and 7.3394 shares of our common stock, subject to anti-dilution and other adjustments, on the mandatory conversion date, which is expected to be September 15, 2018. The number of shares of our common stock

issuable on conversion will be determined based on the volume-weighted average price of our common stock over the 20 trading day period commencing on and including the 23rd scheduled trading day prior to September 15, 2018. Subject to certain restrictions, at any time prior to September 15, 2018, holders of the Series A Preferred Stock may elect to convert all or a portion of their shares into common stock at the minimum conversion rate of 5.8716 shares of common stock per share of Series A Preferred Stock, subject to adjustment.

Dividends on shares of the Series A Preferred Stock are payable on a cumulative basis when, as and if declared by our board of directors, or an authorized committee thereof, at an annual rate of 5.25% on the liquidation preference of \$1,000 per share (and, correspondingly, \$100.00 per share with respect to the depositary shares). The dividends may be payable in cash, or subject to certain limitations, in shares of our common stock or any combination of cash and shares of our common stock on March 15, June 15, September 15 and December 15 of each year, commencing on December 15, 2015, and to, and including, September 15, 2018. We declared and paid dividends of \$10.0 million and \$20.1 million to the preferred stock shareholders for the three and six months ended June 30, 2016, respectively.

#### NOTE 8 – EARNINGS PER COMMON SHARE

Basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock

outstanding during the period increased to include the number of additional shares of common stock that would have been outstanding if the potentially dilutive securities had been issued. Potentially dilutive securities include outstanding stock options, shares to be purchased under the Company's employee stock purchase plan, RSUs, and the assumed conversion of mandatory convertible preferred stock. The effect of potentially dilutive securities is reflected in diluted earnings per share by application of the "treasury stock method" for outstanding restricted stock awards and stock options. Under the treasury stock method, an increase in the fair market value of the Company's common stock can result in a greater dilutive effect from potentially dilutive securities. For the issue of the mandatory convertible preferred stock, we use the "if-converted method". Under the if-converted method, the preferred dividend applicable to convertible preferred stock is added back as an adjustment to the numerator. The Mandatory Convertible Preferred shares are assumed to be converted to common shares at the beginning of the period or, if later, at the time of issuance, and the resulting common shares are included in the denominator. In applying the if-converted method, conversion shall not be assumed for purposes of computing diluted EPS if the effect would be anti-dilutive. The numerator is also adjusted for any premium or discount arising from redemption of the preferred stock.

The following table sets forth the computation of basic and diluted earnings per share:

In thousands, except share and per share data

|   | Three Months Ended June 30, |                    | Six Months Ended June 30, |                    |
|---|-----------------------------|--------------------|---------------------------|--------------------|
|   | 2016                        | 2015<br>(Restated) | 2016                      | 2015<br>(Restated) |
| <b>Numerator:</b>   |                             |                    |                           |                    |
| Net income attributable to Stericycle, Inc.   | \$46,034                    | \$87,830           | \$122,820                 | \$116,770          |
| Less: mandatory convertible preferred stock dividend  | 10,021                      | —                  | 20,127                    | —                  |
| Less: gain on repurchase of preferred stock   | (1,280 )                    | —                  | (1,280 )                  | —                  |
| Numerator for basic earnings per share attributable to Stericycle, Inc. common shareholders             | \$37,293                    | \$87,830           | \$103,973                 | \$116,770          |
| <b>Denominator:</b>   |                             |                    |                           |                    |
| Denominator for basic earnings per share-weighted average shares  | 84,893,263                  | 84,961,907         | 84,799,131                | 85,000,723         |
| <b>Effect of diluted securities:</b>  |                             |                    |                           |                    |
| Employee stock based awards   | 867,423                     | 1,259,127          | 999,761                   | 1,292,093          |
| Mandatory convertible preferred stock (1)   | —                           | —                  | —                         | —                  |
| Denominator for diluted earnings per share-adjusted weighted average shares and after assumed exercises | 85,760,686                  | 86,221,034         | 85,798,892                | 86,292,816         |
| Earnings per share – Basic  | \$0.44                      | \$1.03             | \$1.23                    | \$1.37             |
| Earnings per share – Diluted  | \$0.43                      | \$1.02             | \$1.21                    | \$1.35             |

(1) The weighted average common shares issuable upon the assumed conversion of the mandatory convertible preferred stock totaling 5,624,139 and 5,637,757 shares for the three and six months ended June 30, 2016, respectively, were excluded from the computation of diluted earnings per share as such conversion would have been antidilutive.

For additional information regarding outstanding employee stock options, see Note 6 - Stock Based Compensation.



NOTE 9 – GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill and other identifiable indefinite lived intangibles are not amortized, but are subject to an annual impairment test, or more frequent testing if circumstances indicate that they may be impaired.

Goodwill:

During the second quarter of 2016, we changed the composition of our operating segments; see Note 12 – Segment Reporting for more information. Due to this change, part of our Domestic Regulated Waste and Compliance Services operating segment was combined with the legacy Domestic Regulated Recall and Returns Management Services operating segment to form a new operating segment, Domestic Communication and Related Services.

Our three operating segments, which are also our reporting units, are:

- Domestic Regulated Waste and Compliance Services,
- Domestic Communication and Related Services, and
- International Regulated Waste and Compliance Services.

Goodwill was reassigned to the affected reporting units using a relative fair value approach. That is, the goodwill was assigned to the businesses in the Domestic Regulated Waste and Compliance Services reporting unit based on their relative fair values and then the assigned goodwill followed the business impacted by the reorganization into the new Domestic Communication and Related Services reporting unit.

As a result of these changes in our segment reporting, all historical segment information has been revised to conform to the new presentation including our goodwill rollforward by segment.

The changes in the carrying amount of goodwill since January 1, 2015, by reportable segment and for the "Other" category, were as follows:

In thousands

|  | Domestic<br>Regulated<br>Waste and<br>Compliance<br>Services | International<br>Regulated<br>Waste and<br>Compliance<br>Services | Other      | Total        |
|--|--|---|------------|--------------|
| Balance as of January 1, 2015  | \$ 1,467,969   | \$ 614,783  | \$ 336,080 | \$ 2,418,832 |
| Goodwill acquired during the year                                      | 1,150,437  | 273,519   | 26,994     | 1,450,950    |
| Purchase accounting allocation adjustments for prior year acquisitions | (6,221 )   | (19,072 )   | (2,984 )   | (28,277 )    |
| Goodwill other changes   | —  | (440 )  | —          | (440 )       |
| Changes due to foreign currency fluctuations                           | —  | (82,888 )   | —          | (82,888 )    |
| Balance as of December 31, 2015  | 2,612,185  | 785,902   | 360,090    | 3,758,177    |
| Goodwill acquired during the year                                      | 29,171   | 4,422   | —          | 33,593       |
| Purchase accounting allocation adjustments for prior year acquisitions | (128,076 )   | (97,197 )   | 1,150      | (224,123 )   |
| Changes due to foreign currency fluctuations                           | —  | (9,364 )  | —          | (9,364 )     |
| Balance at June 30, 2016   | \$ 2,513,280   | \$ 683,763  | \$ 361,240 | \$ 3,558,283 |

Current year adjustments to goodwill are primarily due to updated tangible and intangible asset valuations for certain 2015 acquisitions.

During the quarter ended June 30, 2016, we performed our annual goodwill impairment evaluation for our three reporting units: Domestic Regulated Waste and Compliance Services, Domestic Communication and Related Services, and International Regulated Waste and Compliance Services. We calculated the fair value of each of our reporting units using an income method and validated those results using a market approach by applying estimated EBITDA multiples to the EBITDA of the reporting units.

The income approach uses expected future cash flows of each reporting unit and discounts those cash flows to present values. Expected future cash flows are calculated using management assumptions of growth rates, capital

expenditures, and cost efficiencies. Future acquisitions are not included in the expected future cash flows. We use a discount rate based on our Company calculated weighted average cost of capital which is adjusted for each of our reporting units based on size and country risk premiums.

The results of our goodwill impairment test using the market approach corroborated the results of the impairment test under the income approach and indicated the fair value of our reporting units exceeded their respective carrying values.

Due to the change in reporting units during the second quarter, we analyzed goodwill for impairment immediately before and after we reorganized our reporting structure. As a result of this analysis, we concluded that goodwill related to the effected reporting units were not impaired.

## Other Intangible Assets:

At June 30, 2016 and December 31, 2015, the values of other intangible assets were as follows:

In thousands

|                                      | June 30, 2016      |                   |                    | December 31, 2015  |                   |                    |
|--------------------------------------|--------------------|-------------------|--------------------|--------------------|-------------------|--------------------|
|                                      | Gross              |                   |                    | Gross              |                   |                    |
|                                      | Carrying           | Accumulated       | Net                | Carrying           | Accumulated       | Net                |
|                                      | Amount             | Amortization      | Value              | Amount             | Amortization      | Value              |
| <b>Amortizable intangibles:</b>      |                    |                   |                    |                    |                   |                    |
| Customer relationships               | \$1,539,892        | \$ 210,224        | \$1,329,668        | \$1,304,388        | \$ 144,020        | \$1,160,368        |
| Covenants not-to-compete             | 9,875              | 6,137             | 3,738              | 6,878              | 5,141             | 1,737              |
| Tradenames                           | 7,513              | 1,540             | 5,973              | 3,819              | 948               | 2,871              |
| Other                                | 19,403             | 2,497             | 16,906             | 18,902             | 916               | 17,986             |
| <b>Indefinite lived intangibles:</b> |                    |                   |                    |                    |                   |                    |
| Operating permits                    | 241,208            | —                 | 241,208            | 233,101            | —                 | 233,101            |
| Tradenames                           | 480,741            | —                 | 480,741            | 426,498            | —                 | 426,498            |
| <b>Total</b>                         | <b>\$2,298,632</b> | <b>\$ 220,398</b> | <b>\$2,078,234</b> | <b>\$1,993,586</b> | <b>\$ 151,025</b> | <b>\$1,842,561</b> |

The changes in the carrying amount of intangible assets since January 1, 2015 were as follows:

In thousands

|   | Total       |
|---|-------------|
| Balance as of January 1, 2015                     | \$909,645   |
| Intangible assets acquired during the year        | 1,016,775   |
| Valuation adjustments for prior year acquisitions | 35,241      |
| Impairments during the year                       | (4,177 )    |
| Amortization during the year                      | (45,498 )   |
| Changes due to foreign currency fluctuations      | (69,425 )   |
| Balance as of December 31, 2015                   | 1,842,561   |
| Intangible assets acquired during the year        | 18,853      |
| Valuation adjustments for prior year acquisitions | 294,792     |
| Amortization during the year                      | (69,183 )   |
| Changes due to foreign currency fluctuations      | (8,789 )    |
| Balance at June 30, 2016                          | \$2,078,234 |

Under generally accepted accounting principles, a fair value must be assigned to all acquired assets based on a theoretical “market participant” regardless of the acquirer's intended use for those assets. This accounting treatment can lead to the recognition of losses when a company disposes of acquired assets. We complete our annual impairment analysis of our indefinite lived intangibles during the quarter ended December 31 of each year, or more frequently, if circumstances indicate that they may be impaired.

Our finite-lived intangible assets are amortized over their useful lives. We have determined that our customer relationships have useful lives from 5 to 40 years based upon the type of customer, with a weighted average remaining useful life of 15.6 years. We have covenant not-to-compete intangibles with useful lives from 5 to 14 years, with a weighted average remaining useful life of 3.7 years. We have tradename intangibles with useful lives from 15 to 40 years, with a weighted average remaining useful life of 12.5 years. Other intangibles mainly consist of landfill air rights with a weighted average remaining useful life of 18.3 years. We have determined that our permits have indefinite lives due to our ability to renew these permits with minimal additional cost, and therefore these are not amortized. We also have a trade name that we have determined has an indefinite life.

During the quarters ended June 30, 2016 and 2015, the aggregate amortization expense was \$50.9 million and \$8.9 million, respectively. We recorded approximately \$30 million of additional amortization during the quarter due to an update to the valuation of the Shred-it intangibles. For the six months ended June 30, 2016 and 2015, the aggregate amortization expense was \$69.2 million and \$17.7 million, respectively.

The estimated amortization expense for each of the next five years, assuming no additional amortizable intangible assets, is as follows for the years ended December 31:

In thousands

|      |            |
|------|------------|
| 2016 | \$ 123,660 |
| 2017 | 114,502    |
| 2018 | 114,453    |
| 2019 | 113,680    |
| 2020 | 112,703    |

Future amortization expense may fluctuate depending on changes in foreign currency rates, future acquisitions, or changes to the estimated amortizable life of the intangibles. The estimates for amortization expense noted above are based upon foreign exchange rates as of June 30, 2016.

#### NOTE 10 – ENVIRONMENTAL REMEDIATION LIABILITIES

We record a liability for environmental remediation when such liability becomes probable and the costs or damages can be reasonably estimated. We accrue environmental remediation costs, on an undiscounted basis, associated with identified sites where an assessment has indicated that cleanup costs are probable and can be reasonably estimated, but the timing of such payments is not fixed and determinable. Such accruals are based on currently available information, estimated timing of remedial actions, existing technology, and enacted laws and regulations. The liability for environmental remediation is included in the Condensed Consolidated Balance Sheets in current liabilities within “Accrued liabilities” and in non-current liabilities within “Other liabilities.”

At June 30, 2016, the total environmental remediation liabilities recorded were \$30.4 million, of which \$2.8 million was classified as accrued liabilities and \$27.6 million was classified as other liabilities.

#### NOTE 11 – DEBT

Long-term debt consisted of the following:

In thousands

|  | June 30,<br>2016 | December 31,<br>2015 |
|--|------------------|----------------------|
| Obligations under capital leases   | \$ 13,574        | \$ 15,024            |
| \$1.20 billion senior credit facility weighted average rate 1.97%, due in 2019 | 531,065          | 353,763              |

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|   |             |              |
|---|-------------|--------------|
| \$1.0 billion term loan weighted average rate 1.83%, due in 2020  | 1,000,000   | 1,250,000    |
| \$175 million private placement notes 3.89%, due in 2017  | 175,000     | 175,000      |
| \$125 million private placement notes 2.68%, due in 2019  | 125,000     | 125,000      |
| \$225 million private placement notes 4.47%, due in 2020  | 225,000     | 225,000      |
| \$150 million private placement notes 2.89%, due in 2021  | 150,000     | 150,000      |
| \$125 million private placement notes 3.26%, due in 2022  | 125,000     | 125,000      |
| \$200 million private placement notes 2.72%, due in 2022  | 200,000     | 200,000      |
| \$100 million private placement notes 2.79%, due in 2023  | 100,000     | 100,000      |
| \$150 million private placement notes 3.18%, due in 2023  | 150,000     | 150,000      |
| Promissory notes and deferred consideration weighted average rate of 2.44% and weighted average maturity of 3.1 years | 229,310     | 239,731      |
| Foreign bank debt weighted average rate 7.82% and weighted average maturity of 2.3 years                              | 105,150     | 105,530      |
| Total debt  | 3,129,099   | 3,214,048    |
| Less: current portion of total debt   | 109,868     | 161,409      |
| Less: unamortized debt issuance costs   | 10,643      | 12,287       |
| Long-term portion of total debt   | \$3,008,588 | \$ 3,040,352 |

Our \$1.20 billion senior credit facility maturing in June 2019, our \$1.0 billion term loan maturing in August 2020, our \$175.0 million private placement notes maturing in October 2017, our \$125.0 million private placement notes maturing in December 2019, our \$225.0 million private placement notes maturing in October 2020, our \$150.0 million private placement notes maturing in October 2021, our \$125.0 million private placement notes maturing in December 2022, our \$200.0 million private placement notes maturing in July 2022, our \$100.0 million private placement notes maturing in July 2023, and our \$150.0 million private placement notes maturing in October 2023 all require us to comply with various financial, reporting and other covenants and restrictions, including a restriction on dividend payments. The financial debt covenants are the same for the senior credit facility, term loan, and the private placement notes. At June 30, 2016, we were in compliance with all of our financial debt covenants. Our senior credit facility, term loan, and the private placement notes rank pari passu to each other and all other unsecured debt obligations.

As of June 30, 2016 and December 31, 2015, we had \$162.5 million and \$160.4 million, respectively, committed to outstanding letters of credit under our senior credit facility. The unused portion of the revolving credit facility as of June 30, 2016 and December 31, 2015 was \$506.4 million and \$685.8 million, respectively.

#### NOTE 12 – SEGMENT REPORTING

Our plans to make certain changes to our organizational structure to integrate the domestic and international Shred-it operations into our Domestic Regulated Waste and Compliance Services and International Regulated Waste and Compliance Services operating segments, respectively, were finalized in the second quarter of 2016. We also changed the composition of our operating segments to further align our compliance and communication services. Due to this change, part of our Domestic Regulated Waste and Compliance Services operating segment was combined with the legacy Domestic Regulated Recall and Returns Management Services operating segment to form a new operating segment, Domestic Communication and Related Services. As a result, our three operating segments are:

- Domestic Regulated Waste and Compliance Services;
- Domestic Communication and Related Services; and
- International Regulated Waste and Compliance Services.

Our Domestic and International Regulated Waste and Compliance Services segments include medical waste disposal, pharmaceutical waste disposal, hazardous waste management, sustainability solutions for expired or unused inventory, secure information destruction of documents and e-media, training and consulting through our Steri-Safe® and Clinical Services programs, and other regulatory compliance services.

Our Domestic Communication and Related Services segment consists of inbound/outbound communication, automated patient reminders, online scheduling, notifications, product retrievals, product returns, and quality audits.

Our two reportable segments are:



- Domestic Regulated Waste and Compliance Services (“Domestic RCS”),
- International Regulated Waste and Compliance Services (“International RCS”).

Our Domestic Communication and Related Services operating segment does not meet the quantitative criteria to be a separate reportable segment and is categorized as “Other.”

In connection with changes made to our management reporting to align with the new operating segments, we have also changed our measure of segment profit a measure of earnings before interest, tax and amortization (“EBITA”). As a result of these changes in segment reporting, all historical segment information has been revised to conform to the new presentation.

The following tables show financial information for the Company's reportable segments:

In thousands

|                     | Three Months Ended June 30, |                   | Six Months Ended June 30, |                     |
|---------------------|-----------------------------|-------------------|---------------------------|---------------------|
|                     | 2016                        | 2015              | 2016                      | 2015                |
| <b>Revenues</b>     |                             |                   |                           |                     |
| Domestic RCS        | \$ 591,037                  | \$ 451,512        | \$ 1,170,664              | \$ 866,348          |
| International RCS   | 234,479                     | 197,507           | 458,993                   | 388,578             |
| Other               | 66,105                      | 66,670            | 136,145                   | 124,082             |
| <b>Total</b>        | <b>\$ 891,621</b>           | <b>\$ 715,689</b> | <b>\$ 1,765,802</b>       | <b>\$ 1,379,008</b> |
| <b>Gross Profit</b> |                             |                   |                           |                     |
| Domestic RCS        | \$ 271,816                  | \$ 208,690        | \$ 532,975                | \$ 401,878          |
| International RCS   | 76,396                      | 63,217            | 149,517                   | 124,585             |
| Other               | 32,883                      | 32,917            | 67,787                    | 59,692              |
| <b>Total</b>        | <b>\$ 381,095</b>           | <b>\$ 304,824</b> | <b>\$ 750,279</b>         | <b>\$ 586,155</b>   |
| <b>Amortization</b> |                             |                   |                           |                     |
| Domestic RCS        | \$ 32,670                   | \$ 3,482          | \$ 43,086                 | \$ 6,685            |
| International RCS   | 16,259                      | 3,639             | 22,138                    | 7,422               |
| Other               | 1,980                       | 1,800             | 3,959                     | 3,611               |
| <b>Total</b>        | <b>\$ 50,909</b>            | <b>\$ 8,921</b>   | <b>\$ 69,183</b>          | <b>\$ 17,718</b>    |
| <b>EBITA</b>        |                             |                   |                           |                     |
| Domestic RCS        | \$ 164,181                  | \$ 140,106        | \$ 315,880                | \$ 269,018          |
| International RCS   | 13,801                      | 24,632            | 26,901                    | 48,229              |
| Other               | 14,121                      | 13,777            | 29,674                    | 23,050              |
| <b>Total</b>        | <b>\$ 192,103</b>           | <b>\$ 178,515</b> | <b>\$ 372,455</b>         | <b>\$ 340,297</b>   |

The following table reconciles the Company's primary measure of segment profitability (EBITA) to income from operations:

In thousands

|   | Three Months Ended June 30, |                   | Six Months Ended June 30, |                   |
|---|-----------------------------|-------------------|---------------------------|-------------------|
|   | 2016                        | 2015              | 2016                      | 2015              |
| <b>Domestic RCS EBITA</b>                         | <b>\$ 164,181</b>           | <b>\$ 140,106</b> | <b>\$ 315,880</b>         | <b>\$ 269,018</b> |
| International RCS EBITA                           | 13,801                      | 24,632            | 26,901                    | 48,229            |
| <b>Subtotal reportable segments</b>               | <b>177,982</b>              | <b>164,738</b>    | <b>342,781</b>            | <b>317,247</b>    |
| Other EBITA                                       | 14,121                      | 13,777            | 29,674                    | 23,050            |
| Acquisition expenses                              | (2,607 )                    | (2,986 )          | (5,597 )                  | (6,282 )          |
| Integration expenses                              | (22,578 )                   | (8,924 )          | (41,846 )                 | (17,810 )         |
| Litigation expenses                               | (2,664 )                    | 173               | (3,964 )                  | (75,450 )         |
| Changes in fair value of contingent consideration | —                           | (35 )             | 2,644                     | 640               |
| Restructuring and plant conversion expenses       | (929 )                      | (3,058 )          | (1,170 )                  | (15,360 )         |
| Contract exit costs                               | (12,708 )                   | —                 | (12,708 )                 | —                 |
| Amortization expense                              | (50,909 )                   | (8,921 )          | (69,183 )                 | (17,718 )         |
| <b>Income from operations</b>                     | <b>\$ 99,708</b>            | <b>\$ 154,764</b> | <b>\$ 240,631</b>         | <b>\$ 208,317</b> |

The following table shows consolidated revenue by service:

In thousands

|  | Three Months Ended<br>June 30, |           | Six Months Ended June<br>30, |             |
|--|--------------------------------|-----------|------------------------------|-------------|
|  | 2016                           | 2015      | 2016                         | 2015        |
| Regulated Waste and Compliance Solutions | \$517,186                      | \$515,978 | \$1,021,220                  | \$1,013,388 |
| Secure Information Destruction Services  | 190,534                        | —         | 375,164                      | —           |
| Communication and Related Solutions      | 82,549                         | 82,068    | 170,498                      | 154,421     |
| Manufacturing and Industrial Services    | 101,352                        | 117,643   | 198,920                      | 211,199     |
| Revenues                                 | \$891,621                      | \$715,689 | \$1,765,802                  | \$1,379,008 |

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NOTE 13 – LEGAL PROCEEDINGS

We operate in a highly regulated industry and must deal with regulatory inquiries or investigations from time to time that may be instituted for a variety of reasons. We are also involved in a variety of civil litigation from time to time.

We review all of our outstanding legal proceedings with counsel quarterly, and we will disclose an estimate of any reasonably possible loss or range of reasonably possible losses if and when we are able to make such an estimate and the reasonably possible loss or range of reasonably possible losses is material to our financial statements.

**Class Action Lawsuits.** As we have previously disclosed, we were served on March 12, 2013 with a class action complaint filed in the U.S. District Court for the Western District of Pennsylvania by an individual plaintiff for itself and on behalf of all other “similarly situated” customers of ours. The complaint alleges, among other things, that we imposed unauthorized or excessive price increases and other charges on our customers in breach of our contracts and in violation of the Illinois Consumer Fraud and Deceptive Business Practices Act. The complaint sought certification of the lawsuit as a class action and the award to class members of appropriate damages and injunctive relief.

The Pennsylvania class action complaint was filed in the wake of a settlement with the State of New York of an investigation under the New York False Claims Act which arose out of the qui tam (or “whistle blower”) action captioned United States of America ex rel. Jennifer D. Perez v. Stericycle, Inc., Case No. 1:08-cv-2390 which was settled in the fourth quarter of 2015 as previously disclosed.

Following the filing of the Pennsylvania class action complaint, we were served with class action complaints filed in federal and state courts in several jurisdictions. These complaints asserted claims and allegations substantially similar to those made in the Pennsylvania class action complaint. All of these cases appear to be follow-on litigation to our settlement with the State of New York. On August 9, 2013, the Judicial Panel on Multidistrict Litigation granted our Motion to Transfer these related actions to the United States District Court for the Northern District of Illinois for centralized pretrial proceedings (the “MDL Action”). On December 10, 2013, we filed our answer to the Amended Consolidated Class Action Complaint in the MDL Action, generally denying the allegations therein. Plaintiffs subsequently filed a Second Amended Consolidated Complaint on March 8, 2016, and we filed an answer to that pleading on March 25, 2016, generally denying the allegations therein and asserting a variety of affirmative defenses.

In addition, the plaintiffs’ attorneys filed a Motion for Class Certification in the MDL Action on January 29, 2016. The Motion requests that the court certify a class of plaintiffs consisting of certain of our small quantity customers who received rate increases. We intend to strongly contest the Motion and will be filing a response to that motion in the coming weeks.

We believe that we have operated in accordance with the terms of our customer contracts and that these complaints are without merit. We will continue to vigorously defend ourselves against each of these lawsuits.

We have not accrued any amounts in respect of these class action lawsuits, and we cannot estimate the reasonably possible loss or the range of reasonably possible losses that we may incur. We are unable to make such an estimate because (i) litigation is by its nature uncertain and unpredictable, (ii) we do not know whether the court will certify any class of plaintiffs or, if any class is certified, how the class would be defined, (iii) if a class or classes are certified, what the ultimate disposition on the merits would be of any class claim as well as our defenses to that claim, and (iv) in our judgment, there are no comparable proceedings against other defendants that might provide guidance in making estimates.

Securities Class Action Lawsuit. On July 11, 2016, two purported stockholders filed a putative class action complaint in the U.S. District Court for the Northern District of Illinois. The plaintiffs purported to sue for themselves and on behalf of all purchasers of our publicly traded securities between February 7, 2013 and April 28, 2016, inclusive, and all those who purchased securities in our public offering of depository shares, each representing a 1/10th interest in a share of our mandatory convertible preferred stock, on or around September 15, 2015. The complaint named as defendants the Company, our directors and certain of our current and former officers, and certain of the underwriters in the public offering. The complaint purports to assert claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as well as SEC Rule 10b-5, promulgated thereunder. The complaint alleges, among other things, that the Company imposed unauthorized or excessive price increases and other charges on its customers in breach of its contracts, and that defendants failed to disclose those

alleged practices in public filings and other statements issued during the proposed class period beginning February 7, 2013 and ending April 28, 2016.

On August 4, 2016, plaintiffs filed an amended complaint that purports to assert additional misrepresentations in public statements through July 28, 2016, and therefore to change the putative class period to the period from February 7, 2013 to July 28, 2016, inclusive.

We intend to vigorously defend ourselves against this lawsuit.

We have not accrued any amounts in respect of this lawsuit, and we cannot estimate the reasonably possible loss or the range of reasonably possible losses that we may incur. We are unable to make such an estimate because (i) litigation is by its nature uncertain and unpredictable, (ii) we do not know whether the court will certify any class of plaintiffs or, if any class is certified, how the class would be defined, and (iii) in our judgment, there are no comparable proceedings against other defendants that might provide guidance in making estimates.

TCPA Lawsuit. On June 3, 2016, a plaintiff filed a putative class action, captioned Ibrahim v. Stericycle, Inc., No. 16-cv-4294 (N.D. Ill.), against us and our wholly-owned subsidiary, Stericycle Communication Solutions, Inc., under the Telephone Consumer Protection Act (“TCPA”), asserting that the defendants called the plaintiff and others in violation of that statute. The plaintiff challenges our use of pre-recorded messages that urge the owners of recalled products to return or obtain repairs for those products.

The plaintiff seeks certification of two nationwide classes. One class includes people who received one or more cellular telephone calls from Stericycle featuring a prerecorded or artificial voice message relating to a product recall, where the called party was not the same individual who, according to Stericycle’s records, was the intended recipient of the call. The second class includes people who received one or more cellular telephone calls from Stericycle featuring a prerecorded or artificial voice message relating to a product recall after such person had communicated to Stericycle that Stericycle did not have consent to make any such calls to their cellular telephone number.

On July 28, 2016, we answered the complaint, denying the material allegations and raising certain affirmative defenses. Among the asserted defenses is the “emergency” exception to the TCPA, which exempts calls made to promote public health and safety.

We have not accrued any amounts in respect of this lawsuit, and we cannot estimate the reasonably possible loss or the range of reasonably possible losses that we may incur. We are unable to make such an estimate because (i) litigation is by its nature uncertain and unpredictable, (ii) we do not know whether the court will certify any class of plaintiffs or, if any class is certified, how the class would be defined, and (iii) in our judgment, there are no comparable proceedings against other defendants that might provide guidance in making estimates.

Environmental Matters. Our Environmental Solutions business is regulated by federal, state and local laws enacted to regulate the discharge of materials into the environment, remediate contaminated soil and groundwater or otherwise protect the environment. As a result of this continuing regulation, we frequently become a party to legal or administrative proceedings involving various governmental authorities and other interested parties. The issues involved in these proceedings generally relate to alleged violations of existing permits and licenses or alleged responsibility under federal or state Superfund laws to remediate contamination at properties owned either by us or by other parties to which either we or the prior owners of certain of its facilities shipped wastes. From time to time, we may be subject to fines or penalties in regulatory proceedings relating primarily to waste treatment, storage or disposal facilities. We believe that the fines or other penalties that we may pay in connection with any pending regulatory proceedings of this nature will not, individually or in the aggregate, be material to our financial statements.

On February 29, 2016, we entered into a statute of limitations tolling agreement with the United States Attorney's Office for the District of Utah relating to that Office's investigation of the same facts underlying the notice of violation (the "NOV") issued by the State of Utah Division of Air Quality (the "DAQ") that resulted in our December 2014 settlement with the DAQ that we have previously disclosed. The U.S. Attorney's Office is investigating whether the matters forming the basis of the NOV constitute violations of the Clean Air Act and other federal statutes. On July 5, 2016, we extended the tolling agreement to November 30, 2016. Under the tolling agreement as extended, the period from March 1, 2016 through November 30, 2016 will be excluded from any calculation of time for the purpose of determining the statute of limitations concerning any charges that we violated federal statutes. The agreement does not constitute an admission of guilt or wrongdoing on our part and cannot be construed as a waiver of any other rights or defenses that we may have in any resulting action or proceeding. We will continue to cooperate with the investigation.

On April 8, 2016, the State of Missouri through the Missouri Department of Natural Resources (“MDNR”) filed an Amended Verified Petition in the Circuit Court of the City of St. Louis, Missouri alleging that we had violated certain provisions of the Solid Waste Permit relating to our facility located in St. Louis by failing to treat or transport certain waste within 24 hours or to transfer certain waste within 24 hours. The Petition also alleged that certain record keeping requirements had not been met. On May 27, 2016 a First Amended Verified Petition was filed with essentially the same allegations. MDNR originally filed its Petition on October 16, 2014. We have agreed in principle to a Consent Judgment which would require us to timely treat or transfer waste received, to keep proper records and to pay a civil penalty of \$130,000. The Consent Judgment has not yet been executed by the parties nor entered by the Court; however, we expect that to occur in the coming weeks.

## ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We are a business-to-business services provider with a focus on regulated and compliance solutions for healthcare, retail, manufacturing, and commercial businesses. This includes the collection and processing of regulated and specialized waste for disposal and the collection of personal and confidential information for secure destruction, plus a variety of training, consulting, recall/return, communication, and compliance services. We were incorporated in 1989 and presently serve a diverse customer base of more than 1,000,000 customers throughout the United States, Argentina, Australia, Austria, Belgium, Brazil, Canada, Chile, France, Germany, Ireland, Japan, Luxembourg, Mexico, the Netherlands, Portugal, Republic of Korea, Romania, Singapore, South Africa, Spain, and the United Kingdom.

Our solutions for regulated and compliance services include: medical waste disposal, pharmaceutical waste disposal, hazardous waste management, sustainability solutions for expired or unused inventory, secure information destruction of documents and e-media, training and consulting through our Steri-Safe® and Clinical Services programs, and other regulatory compliance services. Our communication and related services consist of inbound/outbound communication, automated reminders, online scheduling, notifications, product retrievals, product returns, and quality audits.

There were no material changes in the Company’s critical accounting policies since the filing of its 2015 Form 10-K. As discussed in the 2015 Form 10-K, the preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that affect the amount of reported assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and revenues and expenses during the periods reported. Actual results may differ from those estimates.

### THREE MONTHS ENDED JUNE 30, 2016 COMPARED TO

### THREE MONTHS ENDED JUNE 30, 2015

Highlights of the three months ended June 30, 2016:

- revenues grew to \$891.6 million, up 24.6% from \$715.7 million in the second quarter last year;
- gross profit as a percentage of revenue was 42.7% compared to 42.6% in the second quarter of 2015;
- operating income decreased 35.6% to \$99.7 million from \$154.8 million in the second quarter last year;



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- we incurred \$41.5 million in pre-tax expenses related to acquisitions and integration expenses, litigation expenses, plant conversion expenses, and contract exit costs;
- amortization expense increased to \$50.9 million from \$8.9 million in the second quarter last year primarily due to updated intangible valuations for our 2015 Shred-it acquisition and the true-up of prior amortization expense;
- cash flow from operations was \$88.5 million;
- dividends of \$10.0 million were paid on June 15, 2016 to holders of our Series A Preferred Stock; and
- finalized our plans to integrate Shred-it and align our organizational structure around our compliance and communication services.

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Over the last six months, we have been working with a consulting firm to optimize our organizational structure in the U.S. and Canada. During the second quarter of 2016, we began implementing the new structure.

Our sales organization was realigned to focus on growing our healthcare customer base, expanding national account relationships, converting the unvented secure information destruction market and expanding our multiple services across new and existing customers.

We also established one field operations management organization for our regulated waste, compliance services and secure information destruction services. By having these operations aligned under one leadership team, we will drive best practices across the organization and provide best-in-class service to our customers. This will also enable us to drive long-term efficiencies and margin improvement. In addition, we have combined our recall and communication solutions services under one operating segment. Since a large portion of our recall services is call center related, we have consolidated the operations, sales and marketing and client service functions under one leadership team.

Finally, we are developing a long-term plan to expand our shared services model across all of our services. Some of these shared services include IT, financial support, human resources and continuous improvement. When fully implemented, this plan will enable us to better leverage best practices and SG&A. We believe this will allow us to drive team member engagement, better serve our customers and provide long-term sustainable growth.

The following summarizes the Company's operations:

In thousands, except per share data

|  | Three Months Ended June 30, |        |                 |        |
|--|-----------------------------|--------|-----------------|--------|
|  | 2016                        |        | 2015 (Restated) |        |
|  | \$                          | %      | \$              | %      |
| Revenues   | \$891,621                   | 100.0% | \$715,689       | 100.0% |
| Cost of revenues exclusive of depreciation and adjusting item shown below            | 486,398                     | 54.6   | 396,279         | 55.4   |
| Depreciation   | 23,611                      | 2.6    | 14,072          | 2.0    |
| Plant conversion expenses  | 517                         | 0.1    | 514             | 0.1    |
| Total cost of revenues   | 510,526                     | 57.3   | 410,865         | 57.4   |
| Gross profit   | 381,095                     | 42.7   | 304,824         | 42.6   |
| Selling, general and administrative expenses exclusive of items shown below ("SG&A") | 181,409                     | 20.3   | 122,436         | 17.1   |
| Acquisition expenses   | 2,607                       | 0.3    | 2,986           | 0.4    |
| Integration expenses   | 22,578                      | 2.5    | 8,924           | 1.2    |
| Change in fair value of contingent consideration                                     | —                           | —      | 35              | 0.0    |
| Restructuring and plant conversion expenses  | 412                         | 0.0    | 2,544           | 0.4    |
| Litigation expenses  | 2,664                       | 0.3    | (173 )          | (0.0 ) |
| Contract exit costs  | 12,708                      | 1.4    | —               | —      |
| Amortization   | 50,909                      | 5.7    | 8,921           | 1.2    |
| Depreciation   | 8,100                       | 0.9    | 4,387           | 0.6    |
| Income from operations   | 99,708                      | 11.2   | 154,764         | 21.6   |
| Net interest expense   | 24,358                      | 2.7    | 16,390          | 2.3    |
| Other expense, net   | 2,118                       | 0.2    | 1,604           | 0.2    |
| Income tax expense   | 27,002                      | 3.0    | 48,493          | 6.8    |
| Net income   | 46,230                      | 5.2    | 88,277          | 12.3   |
| Less: net income attributable to noncontrolling interests                            | 196                         | 0.0    | 447             | 0.1    |

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|   |          |        |          |      |
|---|----------|--------|----------|------|
| Net income attributable to Stericycle, Inc.                     | 46,034   | 5.2    | 87,830   | 12.3 |
| Less: mandatory convertible preferred stock dividend            | 10,021   | 1.1    | —        | —    |
| Less: gain on repurchase of preferred stock                     | (1,280 ) | (0.1 ) | —        | —    |
| Net income attributable to Stericycle, Inc. common shareholders | \$37,293 | 4.2    | \$87,830 | 12.3 |
| Earnings per share- diluted                                     | \$0.43   |        | \$1.02   |      |

Revenues: Our revenues increased \$175.9 million, or 24.6%, in the second quarter of 2016 to \$891.6 million from \$715.7 million in the same period of 2015. Overall organic revenue growth contributed \$10.0 million, or 1.4% in revenues.

Organic growth excludes the effect of foreign exchange and acquisitions and divestitures less than one year old. Revenues from acquisitions closed within the preceding twelve months contributed \$185.9 million to the increase in revenues in the second quarter of 2016. The effect of foreign exchange rates unfavorably impacted international revenues in 2016 by \$20.0 million as foreign currencies declined against the U.S. dollar.

Domestic Regulated Waste and Compliance Services (“domestic RCS”) revenues increased \$139.5 million, or 30.9%, in the second quarter of 2016 to \$591.0 million from \$451.5 million in the same period in 2015. Acquisitions less than twelve months old contributed \$137.5 million and organic growth contributed \$2.0 million, or 0.4% in revenues. Services related to Manufacturing and Industrial (“M&I”) waste experienced a reduction of \$13.1 million in the second quarter of 2016 as compared to the same period in 2015, negatively impacting overall organic growth by 2.5%. This reduction was due to fewer on call services (project work) and the impact the slowdown in the oil and energy sector had on related businesses, such as M&I. In addition, revenues for the second quarter of 2015 were noticeably impacted by a shift of volumes that would normally have been in the first quarter of 2015, due to the impact of unusually severe weather. Therefore, the second quarter of 2016 comparability was negatively impacted.

International Regulated Waste and Compliance Services (“international RCS”) revenues increased \$37.0 million, or 18.7%, in the second quarter of 2016, to \$234.5 million from \$197.5 million in the same period in 2015. Organic growth, currency rate fluctuations and acquisitions impact the comparison of 2016 and 2015. Organic growth in the international segment contributed \$11.2 million in revenues, or 5.6%. Organic growth excludes the effect of foreign exchange and acquisitions and divestitures less than one year old. The effect of foreign exchange rates unfavorably impacted international revenues in 2016 by \$20.0 million as foreign currencies declined against the U.S. dollar. Revenue from international acquisitions that closed within the preceding twelve months contributed \$45.8 million to the increase in revenues in the second quarter of 2016.

Other revenues related to our recalls and returns services decreased \$7.4 million primarily due to fewer large events in the current quarter.

Cost of Revenues: Our cost of revenues increased \$99.7 million, or 24.3%, in the second quarter of 2016 to \$510.5 million from \$410.9 million in the same period in 2015. Our consolidated gross profit was 42.7% during the second quarter of 2016 as compared to 42.6% during the same period in 2015. We incurred \$0.5 million in plant conversion expenses during the second quarter of 2016 and 2015. In general, international gross profit is lower than domestic gross profit because international operations have fewer small account customers, which tend to provide higher gross profits. Historically, the international operations have had most of their revenues from large account customers, such as hospitals. As the international revenues increase, consolidated gross profit receive downward pressure due to this "business mix" shift, which may be offset by additional international small account market penetration, integration savings, and in-country business expansion.

Domestic RCS cost of revenues increased \$76.4 million, or 31.5%, in the second quarter of 2016 to \$319.2 million from \$242.8 million in the same period in 2015. Domestic RCS gross profit as a percentage of revenues decreased to 46.0% during the second quarter of 2016 from 46.2% in the same period in 2015 primarily due to less than anticipated revenues from our M&I customers, which have a higher fixed cost structure.

International RCS cost of revenues increased \$23.8 million, or 17.7%, in the second quarter of 2016 to \$158.1 million from \$134.3 million in the same period in 2015. International RCS gross profit as a percentage of revenues increased to 32.6% during the second quarter of 2016 from 32.0% during the same period in 2015 primarily due to the inclusion of the 2015 Shred-it acquisition, partially offset by the negative impact of higher costs related to the servicing of certain government contracts in our patient transportation business in the United Kingdom.

Selling, General and Administrative Expenses Exclusive of Adjusting Items and Depreciation (“SG&A”): Our SG&A expenses increased \$59.0 million, or 48.2%, in the second quarter of 2016 to \$181.4 million from \$122.4 million in the same period of 2015 mainly due to the inclusion of the 2015 Shred-it acquisition. As a percentage of revenues, these costs increased to 20.3% in the second quarter of 2016 from 17.1% in the same period of 2015, due to the inclusion of the 2015 Shred-it acquisition, lower revenues from our M&I customers, as well as lower revenues from our recall and returns service.

Domestic RCS second quarter SG&A expenses increased \$37.5 million, or 56.2%, to \$104.2 million from \$66.7 million in the same period in 2015 due to the inclusion of the 2015 Shred-it acquisition and lower revenues from our M&I customers. As a percentage of revenues, SG&A increased to 17.6% in the second quarter of 2016 from 14.8% in the same period in 2015.

International RCS second quarter SG&A expenses increased \$22.1 million, or 58.3%, to \$60.0 million from \$37.9 million in the same period of 2015. As a percentage of revenues, SG&A increased to 25.6% in the second quarter of 2016 from 19.2% in the same period in 2015. The following factors negatively impacted our second quarter international SG&A: higher costs related to the management of certain government contracts in our patient transportation business in the United Kingdom, compensation expenses in support of new business growth opportunities, and the inclusion of the 2015 Shred-it acquisition.

Income from Operations: Income from operations decreased \$55.1 million, or 35.6%, in the second quarter of 2016 to \$99.7 million from \$154.8 million in same period of 2015. Comparison of income from operations between the second quarter of 2016 and the same period of 2015 was affected by the items as described below.

During the quarter ended June 30, 2016, we recognized \$2.6 million in acquisition expenses, \$22.6 million of expenses related to the integration of our acquisitions, mainly Shred-it, \$2.7 million in litigation expenses, \$0.9 million in plant conversion expenses, and \$12.7 million of costs related to exiting certain contracts in our patient transport services in the United Kingdom.

During the quarter ended June 30, 2015, we recognized \$3.0 million in acquisition expenses, \$8.9 million of expenses related to the integration of our acquisitions, \$3.0 million in restructuring and plant conversion expenses and a \$0.2 million favorable adjustment to litigation expense.

Depreciation and amortization expenses increased \$55.2 million in the second quarter of 2016 to \$82.6 million from \$27.4 million in the same period of 2015, primarily due to the inclusion of the Shred-it acquisition, which has a higher level of depreciation expense, and to a refinement of the intangible valuations related to the Shred-it acquisition resulting in a true-up the amortization expense from acquisition date. As a percentage of revenues, depreciation and amortization expenses increased to 9.3% in the second quarter of 2016 as compared to 3.8% in the same period of 2015.

Domestic RCS income from operations decreased \$12.4 million, or 9.7%, in the second quarter of 2016 to \$115.5 million from \$127.9 million in the same period in 2015.

During the quarter ended June 30, 2016, we recognized \$16.0 million in acquisition, integration, and litigation expenses.

During the quarter ended June 30, 2015, we recognized \$8.7 million in acquisition, integration, restructuring and litigation expenses.

Domestic depreciation and amortization expenses increased \$38.8 million in the second quarter of 2016 to \$51.5 million from \$12.7 million in the same period of 2015, primarily due to the inclusion of the Shred-it acquisition, which has a higher level of depreciation expense, and to a refinement of the intangible valuations related to the Shred-it acquisition resulting in a true-up the amortization expense from acquisition date. As a percentage of revenues, depreciation and amortization expenses increased to 8.7% in the second quarter of 2016 as compared to 2.8% in the same period of 2015.

International RCS income from operations decreased \$40.6 million in the second quarter of 2016 to \$21.9 million loss from \$18.7 million income in the same period in 2015.

During the quarter ended June 30, 2016, we recognized \$19.5 million in acquisition, integration, plant conversion expenses, and costs related to exiting certain contracts in our patient transport services in the United Kingdom.

During the quarter ended June 30, 2015, we recognized \$2.3 million in acquisition, integration, restructuring and plant conversion expenses, and a favorable adjustment to litigation expenses.

International depreciation and amortization expenses increased \$16.3 million in the second quarter of 2016 to \$27.4 million from \$11.0 million in the same period of 2015, primarily due to the inclusion of the Shred-it acquisition, which has a higher level of depreciation expense, and to a refinement of the intangible valuations related to the Shred-it acquisition resulting in a true-up the amortization expense from acquisition date. As a percentage of revenues, depreciation and amortization expenses increased to 11.7% in the second quarter of 2016 as compared to 5.6% in the same period of 2015.

Net Interest Expense: Net interest expense was at \$24.4 million during the second quarter of 2016 and \$16.4 million during the same period in 2015 due to increased borrowings to fund the acquisition of Shred-it in the fourth quarter of 2015.

Income Tax Expense: Income tax expense decreased to \$27.0 million in the second quarter of 2016 from \$48.5 million in the same period in 2015. This is due to a decrease in pretax book income in the quarter. The effective tax rates for the quarters ended June 30, 2016 and 2015 were 36.9% from 35.5%, respectively. The increase in the current quarter tax rate, when compared to the prior, is primarily related to the recognition of tax benefits in the previous year.

#### SIX MONTHS ENDED JUNE 30, 2016 COMPARED TO

#### SIX MONTHS ENDED JUNE 30, 2015

#### Highlights of the six months ended June 30, 2016:

- revenues grew to \$1.77 billion, up 28.0% from \$1.38 billion for the six months of last year;
- gross margins remained flat at 42.5%;
- operating income increased 15.5% to \$240.6 million from \$208.3 million for the six months of last year;
- we incurred \$62.6 million in pre-tax expenses related to acquisitions, integration expense, litigation expenses, plant conversion expenses, contract exit costs, and a favorable change in the fair value of contingent consideration;
- amortization expense increased to \$69.2 million from \$17.7 million in 2015 primarily due to updated intangible valuations for our Shred-it acquisition and the true-up of amortization expense;
- cash flow from operations was \$245.4 million;
- dividends of \$20.1 million were paid during first six months of 2016 to holders of our Series A Preferred Stock, and
- finalized our plans to integrate Shred-it and align our organizational structure around our compliance and communication services..



The following summarizes the Company's operations:

In thousands, except per share data

|  | Six Months Ended June 30, 2016 |               |                    |               |
|--|--------------------------------|---------------|--------------------|---------------|
|  | 2016                           |               | 2015 (Restated)    |               |
|  | \$                             | %             | \$                 | %             |
| <b>Revenues</b>  | <b>\$1,765,802</b>             | <b>100.0%</b> | <b>\$1,379,008</b> | <b>100.0%</b> |
| Cost of revenues exclusive of depreciation and adjusting item shown below            | 968,518                        | 54.8          | 763,619            | 55.4          |
| <b>Depreciation</b>  | <b>46,252</b>                  | <b>2.6</b>    | <b>28,720</b>      | <b>2.1</b>    |
| Plant conversion expenses  | 753                            | 0.0           | 514                | 0.0           |
| <b>Total cost of revenues</b>  | <b>1,015,523</b>               | <b>57.5</b>   | <b>792,853</b>     | <b>57.5</b>   |
| Gross profit   | 750,279                        | 42.5          | 586,155            | 42.5          |
| Selling, general and administrative expenses exclusive of items shown below ("SG&A") | 362,978                        | 20.6          | 237,867            | 17.2          |
| Acquisition expenses   | 5,597                          | 0.3           | 6,282              | 0.5           |
| Integration expenses   | 41,846                         | 2.4           | 17,810             | 1.3           |
| Change in fair value of contingent consideration                                     | (2,644 )                       | (0.1 )        | (640 )             | (0.0 )        |
| Restructuring and plant conversion expenses  | 417                            | 0.0           | 14,846             | 1.1           |
| Litigation expenses  | 3,964                          | 0.2           | 75,450             | 5.5           |
| Contract exit costs  | 12,708                         | 0.7           | —                  | —             |
| Amortization   | 69,183                         | 3.9           | 17,718             | 1.3           |
| Depreciation   | 15,599                         | 0.9           | 8,505              | 0.6           |
| Income from operations   | 240,631                        | 13.6          | 208,317            | 15.1          |
| Net interest expense   | 48,399                         | 2.7           | 34,988             | 2.5           |
| Other expense, net   | 3,369                          | 0.2           | 2,202              | 0.2           |
| Income tax expense   | 65,038                         | 3.7           | 53,558             | 3.9           |
| Net income   | 123,825                        | 7.0           | 117,569            | 8.5           |
| Less: net income attributable to noncontrolling interests                            | 1,005                          | 0.1           | 799                | 0.1           |
| Net income attributable to Stericycle, Inc.  | 122,820                        | 7.0           | 116,770            | 8.5           |
| Less: mandatory convertible preferred stock dividend                                 | 20,127                         | 1.1           | —                  | —             |
| Less: gain on repurchase of preferred stock  | (1,280 )                       | (0.1 )        | —                  | —             |
| <b>Net income attributable to Stericycle, Inc. common shareholders</b>               | <b>\$103,973</b>               | <b>5.9</b>    | <b>\$116,770</b>   | <b>8.5</b>    |
| Earnings per share- diluted  | \$1.21                         |               | \$1.35             |               |

Revenues: Our revenues increased \$386.8 million, or 28.0%, for the six months ended June 30, 2016 to \$1.77 billion from \$1.38 billion in the same period of 2015. Overall organic revenue growth contributed \$50.2 million, or 3.6% in revenues. Organic growth excludes the effect of foreign exchange and acquisitions and divestitures less than one year old. Revenues from acquisitions closed within the preceding twelve months contributed \$380.4 million to the increase in revenues in the second quarter of 2016. The effect of foreign exchange rates unfavorably impacted international revenues in 2016 by \$43.8 million as foreign currencies declined against the U.S. dollar.

Domestic RCS revenues increased \$304.3 million, or 35.1%, to \$1.17 billion from \$866.3 million in the same period of 2015. Acquisitions less than twelve months old contributed \$284.2 million, and organic growth contributed \$20.1 million, or 2.3% in revenues.

International RCS revenues increased \$70.4 million, or 18.1%, to \$459.0 million from \$388.6 million in the same period of 2015. Organic growth, currency rate fluctuations and acquisitions impact the comparison of 2016 and 2015.

Organic growth in the International RCS segment contributed \$23.3 million in revenues, or 6.0%. Organic growth excludes the effect of foreign exchange and acquisitions and divestitures less than one year old. The effect of foreign exchange rates unfavorably impacted international revenues in 2016 by \$43.8 million as foreign currencies declined against the U.S. dollar. Revenue from international acquisitions closed within the preceding twelve months contributed \$90.9 million to the increase in revenues in the second quarter of 2016.

Cost of Revenues: Our cost of revenues increased \$222.7 million, or 28.1%, for the six months ended June 30, 2016 to \$1.02 billion from \$792.9 million in the same period of 2015. As a percentage of revenues, consolidated gross

profit was flat at 42.5% during the six months ending June 30, 2016 and 2015. We incurred \$0.8 million and \$0.5 million in plant conversion expenses during the first six months of 2016 and 2015, respectively. In general, international gross profit is lower than domestic gross profit because international operations have fewer small account customers, which tend to provide higher gross profits. Historically, the international operations have had most of their revenues from large account customers, such as hospitals. As the international revenues increase, consolidated gross profit receive downward pressure due to this "business mix" shift, which may be offset by additional international small account market penetration, integration savings, and in-country business expansion.

Domestic RCS cost of revenues increased \$173.2 million, or 37.3%, for the six months ended June 30, 2016 to \$637.7 million from \$464.5 million in the same period in 2015. Domestic RCS gross profit as a percentage of revenues decreased to 45.5% in 2016 from 46.4% in the same period in 2015 primarily due to less than anticipated revenues from our M&I customers, which have a higher fixed cost structure. Additionally, higher disposal costs for some of our industrial waste project work in the year unfavorably impacted domestic gross profit.

International RCS cost of revenues increased \$45.5 million, or 17.2%, for the six months ended June 30, 2016 to \$309.5 million from \$264.0 million in the same period in 2015. International RCS gross profit as a percentage of revenues increased to 32.6% in 2016 from 32.1% during the same period in 2015 due to the inclusion of the Shred-it acquisition, which has a higher average gross profit, partially offset by the negative impact of higher costs related to the servicing of certain government contracts in our patient transportation business in the United Kingdom.

SG&A: Our SG&A expenses increased \$125.1 million, or 52.6%, for the six months of 2016 to \$363.0 million from \$237.9 million in the same period of 2015 to support our increase in revenues and the inclusion of the 2015 Shred-it acquisition. As a percentage of revenues, these costs increased to 20.6% in 2016 from 17.2% in the same period of 2015 due to the inclusion of the 2015 Shred-it acquisition, lower revenues from our M&I customers, as well as lower revenues from our recall and returns service.

Domestic RCS SG&A expenses increased \$81.3 million, or 63.0%, for the six months ended June 3, 2016 to \$210.5 million from \$129.1 million in the same period in 2015 primarily related to increased healthcare benefit costs, compensation and marketing expenses, increased investment for growth, the inclusion of the 2015 Shred-it acquisition, and lower revenues from our M&I customers. As a percentage of revenues, SG&A increased to 18.0% in 2016 from 14.9% in 2015.

International RCS SG&A expenses increased \$42.4 million, or 56.8%, for the six months ended June 30, 2016 to \$117.2 million from \$74.7 million in the same period of 2015. As a percentage of revenues, SG&A increased to 25.5% in 2016 from 19.2% in 2015. The following factors negatively impacted our international SG&A during 2016: higher costs related to the management of certain government contracts in our patient transportation business in the United Kingdom, compensation expenses in support of new business growth opportunities, and the inclusion of the 2015 Shred-it acquisition.

Income from Operations: Income from operations increased \$32.3 million, or 15.5%, for the six months ended June 30, 2016 to \$240.6 million from \$208.3 million in same period of 2015. Comparison of income from operations between 2016 and the same period of 2015 was affected by the items as described below.

During the six months ended June 30, 2016, we recognized \$5.6 million in acquisition expenses, \$41.8 million of expenses related to the integration of our acquisitions, mainly Shred-it, \$4.0 million in litigation expenses, \$1.2 million in plant conversion expenses, \$12.7 million of costs related to exiting certain contracts in our patient transport services in the United Kingdom, and a \$2.6 million favorable change in fair value of contingent consideration.

During the six months ended June 30, 2015, we recognized \$6.3 million in acquisition expenses, \$17.8 million of expenses related to the integration of our acquisitions, \$15.4 million in restructuring and plant conversion expenses, \$75.5 million litigation expense (mainly \$45.0 million related to the Junk Fax Lawsuit and \$28.5 million related to the Qui Tam Action), and a \$0.6 million favorable change in fair value of contingent considerations.

Depreciation and amortization expenses increased \$76.1 million for the six months ended June 30, 2016 to \$131.0 million from \$54.9 million in the same period of 2015, primarily due to the inclusion of the Shred-it acquisition, which has a higher level of depreciation expense, and to a refinement of the intangible valuations related to the Shred-it acquisition resulting in a true-up the amortization expense from acquisition date. As a percentage of revenues, depreciation and amortization expenses increased to 7.4% in the second quarter of 2016 as compared to 4.0% in the same period of 2015.

Domestic RCS income from operations increased \$72.2 million, or 42.6%, for the six months ended June 30, 2016 to \$241.7 million from \$169.5 million in the same period of 2015.

During the six months ended June 30, 2016, we recognized \$31.1 million in acquisition, integration, and litigation expenses.

During the six months ended June 30, 2015, we recognized \$92.9 million in acquisition, integration, restructuring and litigation expenses (mainly \$45.0 million related to the Junk Fax Lawsuit and \$28.5 million related to the Qui Tam Action).

Domestic depreciation and amortization expenses increased \$54.4 million for the six months ended June 30, 2016 to \$79.6 million from \$25.2 million in the same period of 2015, primarily due to the inclusion of the Shred-it acquisition, which has a higher level of depreciation expense, and to a refinement of the intangible valuations related to the Shred-it acquisition resulting in a true-up the amortization expense from acquisition date. As a percentage of revenues, depreciation and amortization expenses increased to 6.8% in 2016 as compared to 2.9% in the same period of 2015.

International RCS income from operations decreased \$47.0 million, for the six months ended June 30, 2016 to \$16.4 million loss from \$30.6 million income in the same period in 2015.

During the six months ended June 30, 2016, we recognized \$20.4 million in acquisition, integration, plant conversion expenses, costs related to exiting certain contracts in our patient transport services in the United Kingdom, and a favorable change in the fair value of contingent consideration.

During the six months ended June 30, 2015, we recognized \$9.7 million in acquisition, integration, restructuring and plant conversion expenses, a favorable adjustment to litigation expenses, and a favorable change in the fair value of contingent consideration.

International depreciation and amortization expenses increased \$21.8 million for the six months ended June 30, 2016 to \$44.2 million from \$22.4 million in the same period of 2015, primarily due to the inclusion of the Shred-it acquisition, which has a higher level of depreciation expense, and to a refinement of the intangible valuations related to the Shred-it acquisition resulting in a true-up the amortization expense from acquisition date. As a percentage of revenues, depreciation and amortization expenses increased to 9.6% in 2016 as compared to 5.8% in the same period of 2015.

Net Interest Expense: Net interest expense increased to \$48.4 million for the six months ended June 30, 2016 from \$35.0 million during the same period in 2015 due to increased borrowings to fund the acquisition of Shred-it in the fourth quarter of 2015.

Income Tax Expense: Income tax expense increased to \$65.0 million for the six months ended June 30, 2016 from \$53.6 million in the same period of 2015. The effective tax rates for six months ended June 30, 2016 and 2015 were 34.4% and 31.3%, respectively. The increase in the current quarter tax rate is primarily related to the recognition of tax benefits in 2015.

#### Liquidity and Capital Resource:

The following senior credit facility, term loan, and the private placement notes require us to comply with various financial, reporting and other covenants and restrictions, including a restriction on dividend payments:

\$1.20 billion senior credit facility weighted average rate 1.97%, due in 2019

\$1.0 billion term loan weighted average rate 1.83%, due in 2020

\$175 million private placement notes 3.89%, due in 2017

\$125 million private placement notes 2.68%, due in 2019

\$225 million private placement notes 4.47%, due in 2020

\$150 million private placement notes 2.89%, due in 2021

\$125 million private placement notes 3.26%, due in 2022

\$200 million private placement notes 2.72%, due in 2022

\$100 million private placement notes 2.79%, due in 2023

\$150 million private placement notes 3.18%, due in 2023

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The financial debt covenants are the same for the senior credit facility, term loan, and the private placement notes. At June 30, 2016, we were in compliance with all of our financial debt covenants. Our senior credit facility, term loan, and the private placement notes rank pari passu to each other and all other unsecured debt obligations.

As of June 30, 2016, we had \$531.1 million of borrowings outstanding under our \$1.20 billion senior unsecured credit facility, which includes foreign currency borrowings of \$146.9 million. We also had \$162.5 million committed to outstanding letters of credit under this facility. The unused portion of the revolving credit facility as of June 30, 2016 was \$506.4 million. June 30, 2016, our interest rates on borrowings under our revolving credit facility were as follows:

- A fee of 0.2% on our revolving credit facility
- For borrowings less than one month, prime rate plus 0.3%
- For borrowings greater than one month, LIBOR plus 1.3%

The weighted average rate of interest on the unsecured revolving credit facility was 1.97% per annum, which includes the 0.2% facility fee at June 30, 2016.

As of June 30, 2016, we had \$1.0 billion outstanding under our \$1.50 billion term loan credit facility. The weighted average rate of interest on the unsecured term loan facility was 1.83% per annum.

As of June 30, 2016, we had \$175.0 million outstanding of seven-year 3.89% unsecured senior notes and \$225.0 million of 10-year 4.47% unsecured senior notes issued to 39 institutional purchasers in a private placement completed in October 2010. Interest is payable in arrears semiannually on April 15 and October 15 beginning on April 15, 2011, and principal is payable at the maturity of the notes, October 15, 2017 in the case of the seven-year notes and October 15, 2020 in the case of the 10-year notes.

As of June 30, 2016, we had \$125.0 million outstanding of seven-year 2.68% unsecured senior notes and \$125.0 million of 10-year 3.26% unsecured senior notes issued to 46 institutional purchasers in a private placement completed in December 2012. Interest is payable in arrears semi-annually on June 12 and December 12 beginning on June 12, 2013, and principal is payable at the maturity of the notes, December 12, 2019 in the case of the seven-year notes and December 12, 2022 in the case of the 10-year notes.

As of June 30, 2016, we had \$200.0 million outstanding of seven-year 2.72% unsecured senior notes and \$100.0 million of eight-year 2.79% unsecured senior notes issued to several institutional purchasers in a private placement completed in July 2015. Interest is payable in arrears semi-annually on January 1 and July 1 beginning on January 1, 2016, and principal is payable at the maturity of the notes, July 1, 2022 in the case of the seven-year notes and July 1, 2023 in the case of the eight-year notes.

As of June 30, 2016, we had \$150.0 million outstanding of six-year 2.89% unsecured senior notes and \$150.0 million of eight-year 3.18% unsecured senior notes issued to several institutional purchasers in a private placement completed in October 2015. Interest is payable in arrears semiannually on April 1 and October 1 beginning on April 1, 2016, and principal is payable at the maturity of the notes, October 1, 2021 in the case of the six-year notes and October 1, 2023 in the case of the eight-year notes.

As of June 30, 2016, we had \$246.4 million in promissory notes issued in connection with acquisitions during 2008 through 2016, \$106.5 million in foreign subsidiary bank debt outstanding, and \$14.3 million in capital lease obligations.

Working Capital: At June 30, 2016, our working capital increased \$78.8 million to \$253.3 million, as compared to \$174.5 million at December 31, 2015.

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Current assets increased by \$8.5 million, mainly driven by a \$12.6 million increase in accounts receivable and by an \$11.8 increase in prepaid expense balance, offset by a \$11.0 million decrease in cash and cash equivalents at the end of the quarter. Days sales outstanding (“DSO”) was calculated at 64 days at June 30, 2016 and at December 31, 2015.

Current liabilities decreased by \$70.2 million, primarily related to a \$50 million repayment of current debt, a decrease in accounts payable, and a \$14.5 million decrease in accrued liabilities.

Net Cash Provided or Used: Net cash provided by operating activities increased \$66.8 million, or 37.4%, to \$245.4 million during the six months ended June 30, 2016 from \$178.7 million for the same period in 2015. Cash provided by operations as a ratio to net income was 198% and 152% for the six months ended June 30, 2016 and 2015, respectively.



On January 1, 2016, the Company adopted the guidance in Accounting Standards Update ("ASU") No. 2016-09, "Compensation - Stock Compensation (Topic 718) - Improvements to Employee Share-Based Payment Accounting." ASU 2016-09 requires that all income tax-related cash flows resulting from share-based payments be reported as operating activities in the statement of cash flows. Previously, income tax benefits at settlement of an award were reported as a reduction to operating cash flows and an increase to financing cash flows to the extent that those benefits exceeded the income tax benefits reported in earnings during the award's vesting period. The Company has elected to apply that change in cash flow classification on a prospective basis, leaving previously reported net cash provided by operating activities and net cash used in financing activities in the accompanying Condensed Consolidated statement of Cash Flows for the period ended June 30, 2015 unchanged.

Net cash used in investing activities for six months ended June 30, 2016 was \$107.9 million compared to \$108.3 million in the same period in 2015. We used \$19.7 million less in funds to acquire new businesses in 2016 offset by \$20.3 million increase in capital expenditures which is primarily due to the inclusion of the Shred-it acquisition. Our capital expenditures, as a percentage of revenues, were at 3.8% in 2016 compare to 3.4% in 2015.

Net cash used in financing activities for the three and six months ended June 30, 2016 was \$149.2 million compared to \$56.9 million for the same period in 2015. In 2016, we had \$62.8 million of net repayments on our senior credit facility and term loan facility, as compared to \$56.6 million of net borrowings in 2015. We had common and preferred share repurchases of \$45.8 million in 2016 compared to \$85.1 million in 2015, a decrease of \$39.3 million. Dividends of \$20.1 million were paid on March 15 and June 15, 2016 to holders of our Series A Preferred Stock.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are subject to market risks arising from changes in interest rates. Our potential additional interest expense over one year that would result from a hypothetical, instantaneous and unfavorable change of 100 basis points in the interest rate on all of our variable rate obligations would be approximately \$16.6 million on a pre-tax basis.

We have exposure to commodity pricing for gas and diesel fuel for our trucks, for the purchase of containers and boxes, and for the price we receive for shredded office paper. We do not hedge these items to manage the exposure.

We have exposure to foreign currency fluctuations. We have subsidiaries in multiple foreign countries whose functional currency is the local currency. Our international subsidiaries use local currency denominated lines of credit for their funding needs which has no exposure to currency fluctuations. We translate the results of our international operations using an average monthly exchange rate. Changes in foreign currency exchange rates could unfavorably impact our consolidated results of operations.

We operate in a highly competitive market. We have exposure to other service providers providing cheaper solutions. As physician practices are consolidated by larger hospital groups we have exposure related to negotiating leverage that large quantity generators have through professional purchasing departments, which may have a negative impact to our revenues as contracts renew.

#### ITEM 4. CONTROLS AND PROCEDURES

##### Disclosure Controls and Procedures

The term "disclosure controls and procedures" is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 as "controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Act is recorded, processed, summarized and reported, within the time periods specified in the [Securities and Exchange] Commission's rules and forms." Our disclosure controls and procedures are designed to ensure that material information relating to us and our consolidated subsidiaries is accumulated and communicated to our management, including our President and Chief Executive Officer and our Chief Financial Officer as appropriate, to allow timely decisions regarding our required disclosures.

Our management, with the participation of our President and Chief Executive Officer and our Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the fiscal quarter covered by this Report. Based upon that evaluation, our President and Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this

quarterly report, because of material weaknesses in internal control over financial reporting described below and also identified in Management's Report on Internal Control Over Financial Reporting included in our Annual Report on Form 10-K for the year ended December 31, 2015, as amended. References to "COSO" or "COSO Framework" below refer to the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) in Internal Control-Integrated Framework.

#### Internal Control Over Financial Reporting

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2015. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) in Internal Control-Integrated Framework (the "COSO Framework"). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that there were material weaknesses in internal controls over financial reporting described below. During the quarter ended June 30, 2016, there were no changes in our internal controls over financial reporting.

#### COSO Component - Risk Assessment

The Company's risk assessment process did not operate effectively, resulting in a material weakness pertaining to this component of the COSO Framework. Specifically, the Company did not sufficiently identify risks associated with certain routine processes and related information systems, including revenue, and certain non-routine transactions, including the accounting for loss contingencies. In addition, the Company did not properly design and implement appropriate process-level internal controls related to our environmental services included in our Domestic Regulated Waste and Compliance Services segment. The environmental services are primarily related to the PSC Environmental Services, LLC acquisition in April 22, 2014, which was excluded from the management assessment of internal controls over financial reporting as of December 31, 2014. The material weakness relating to the risk assessment component of the internal control framework contributed to the other material weaknesses described below.

#### COSO Component - Control Activities

Revenue - The design and operating effectiveness of revenue control activities were inadequate to ensure that revenue transactions were properly measured and recorded in the appropriate period.

Environmental Solutions - The design and operating effectiveness of control activities at the Environmental Solutions component of the Domestic Regulated Waste and Compliance Services segment of the business were inadequate to ensure the component's financial statements were appropriately stated.

#### Planned Remediation of Material Weaknesses

We are committed to remediating the control deficiencies that gave rise to the material weaknesses described above by implementing changes to strengthen our risk assessment process and accountability for our internal control over financial reporting. Management is responsible for implementing changes and improvements in our internal control over financial reporting and for remediating the control deficiencies that gave rise to these material weaknesses.

To remediate the material weaknesses in our internal control over financial reporting described above, we will review, analyze, and properly document our processes related to internal controls over financial reporting, starting with our revenue processes. We will create standard policies and procedures related to internal control over financial reporting to be implemented throughout the organization. These measures will also include the implementation of financial

reporting risk assessment and review processes to ensure the related significant accounting policies are implemented and applied properly under U.S. generally accepted accounting principles on a consistent basis throughout the Company.

The Company has engaged an external service provider to assist management with performing a comprehensive risk assessment, further documenting and updating the Company's internal control over financial reporting at both the entity and transaction levels, and correcting the identified deficiencies including the material weaknesses. We have made significant progress in reviewing our deficiencies and developing remediation plans. The material weaknesses will not be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

Changes in Internal Controls

Although we have taken steps toward our planned remediation of material weaknesses as described above, there were no changes implemented in our internal control over financial reporting during the quarter ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

FROM TIME TO TIME WE ISSUE FORWARD-LOOKING STATEMENTS RELATING TO SUCH THINGS AS ANTICIPATED FINANCIAL PERFORMANCE, BUSINESS PROSPECTS, ACQUISITION ACTIVITIES AND SIMILAR MATTERS.

THESE FORWARD-LOOKING STATEMENTS MAY INVOLVE RISKS AND UNCERTAINTIES, SOME OF WHICH ARE BEYOND OUR CONTROL (FOR EXAMPLE, GENERAL ECONOMIC CONDITIONS). OUR ACTUAL RESULTS COULD DIFFER SIGNIFICANTLY FROM THE RESULTS DESCRIBED IN THE FORWARD-LOOKING STATEMENTS. FACTORS THAT COULD CAUSE SUCH DIFFERENCES INCLUDE DIFFICULTIES IN COMPLETING THE INTEGRATION OF ACQUIRED BUSINESSES, CHANGES IN GOVERNMENTAL REGULATION OF MEDICAL WASTE COLLECTION AND TREATMENT, AND INCREASES IN TRANSPORTATION AND OTHER OPERATING COSTS, AS WELL AS VARIOUS OTHER FACTORS.

## PART II. – OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

See Note 13 - Legal Proceedings in the Notes to the Condensed Consolidated Financial Statements (Item 1 of Part I).

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Under resolutions that our Board of Directors has adopted, we have been authorized to purchase a cumulative total of 24,621,640 shares of our common stock on the open market. As of June 30, 2016, we had purchased a cumulative total of 21,251,733 shares.

The following table provides information about our purchases of shares of our common stock during the six months ended June 30, 2016:

## Issuer Purchase of Equity Securities

| Period                         | Total Number of<br>Shares (or Units)<br>Purchased * | Average Price<br>Paid per Share<br>(or Unit) | Total Number of<br>Shares (or Units)<br>Purchased as Part<br>of Publicly<br>Announced Plans<br>or Programs | Maximum  |
|--------------------------------|---|--|--|--|
|                                |   |  |  | Number of Shares<br>(or Units) that<br>May Yet Be<br>Purchased Under<br>the Plans or<br>Programs |
| January 1 – January 31, 2016   | 277,952   | \$ 116.24                                    | 277,952  | 3,452,869  |
| February 1 – February 29, 2016 | 50,000  | 107.69                                       | 50,000   | 3,402,869  |
| March 1 – March 31, 2016       | —   | —  | —  | 3,402,869  |
| April 1- April 30, 2016        | 14,387  | 94.75  | 14,387   | 3,388,482  |
| May 1 - May 31, 2016           | 18,575  | 94.68  | 18,575   | 3,369,907  |
| June 1 - June 30, 2016         | —   | —  | —  | 3,369,907  |
| <b>Total</b>                   | <b>360,914</b>                                      |  | <b>360,914</b>   | <b>3,369,907</b>   |

ITEM 6. EXHIBITS

- 10.1 Stericycle, Inc. Plan of Compensation for Outside Directors
- 31.1 Rules 13a-14(a)/15d-14(a) Certification of Charles A. Alutto, President and Chief Executive Officer
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of Daniel V. Ginnetti, Executive Vice President and Chief Financial Officer
- 32 Section 1350 Certification of Charles A. Alutto, President and Chief Executive Officer, and Daniel V. Ginnetti, Executive Vice President and Chief Financial Officer
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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: August 9, 2016

STERICYCLE, INC.

(Registrant)

By: /s/ Daniel V. Ginnetti

Daniel V. Ginnetti

Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)