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STERICYCLE INC
 Form S-8
 December 20, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

STERICYCLE, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE
 (State or other jurisdiction
 of incorporation or organization)

36-3640402
 (I.R.S. Employer
 Identification Number)

28161 NORTH KEITH DRIVE, LAKE FOREST, ILLINOIS 60045
 (Address of principal executive offices)

STERICYCLE, INC. 2000 NONSTATUTORY STOCK OPTION PLAN
 (Full title of the plan)

MARK C. MILLER
 PRESIDENT AND CHIEF EXECUTIVE OFFICER
 STERICYCLE, INC.

28161 NORTH KEITH DRIVE, LAKE FOREST, ILLINOIS 60045
 (Name and address of agent for service)

(847) 367-5910
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)
Common Stock, par value \$.01 per share	1,000,000 shs.	\$31.375	\$31,375,000.00

(1) Computed pursuant to Rule 457(c), in accordance with Rule 457(h)(1), on the basis of the average of the high and low reported sales price on Friday, December 13, 2002 of a share of the Registrant's common stock on The Nasdaq National Market.

This Registration Statement covers an additional 1,000,000 shares of

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the Registrant's common stock, par value \$.01 per share, issuable under options granted or to be granted under the Stericycle, Inc. 2000 Nonstatutory Stock Option Plan. The initial 750,000 shares of the Registrant's common stock issuable under options granted or to be granted under the plan are covered by a Registration Statement on Form S-8 that the Registrant filed on February 7, 2001 (Registration No. 333-55156).

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

ITEM 1. PLAN INFORMATION

The information required by Item 1 is omitted from this Registration Statement in accordance with the Note to Part I of Form S-8.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION

The information required by Item 2 is omitted from this Registration Statement in accordance with the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The Registrant incorporates by reference in this Registration Statement the following documents that the Registrant has filed with the Securities and Exchange Commission (the "Commission"):

(a) the Registrant's annual report on Form 10-K for the fiscal year ended December 31, 2001;

(b) the Registrant's quarterly reports on Form 10-Q for the quarters ended March 31, June 30 and September 30, 2002;

(c) the Registrant's current reports on Form 8-K filed with the Commission on August 5, August 22, August 30 and October 28, 2002; and

(d) the description of the Registrant's common stock, par value \$.01 per share, contained in the Registration Statement on Form 8-A that the Registrant filed on August 21, 1996, together with any amendment or report that the Registrant may file for the purpose of updating this description.

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All documents that the Registrant files with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the filing of this Registration Statement but prior to the filing of a post-effective amendment which (i) indicates that all of the shares of the Registrant's common stock covered by this Registration Statement (the "shares") have been sold, or which (ii) deregisters all of the shares then remaining unsold, shall be deemed to be incorporated by reference in and to be part of this Registration Statement from their respective dates of filing.

Any statement in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or

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superseded to the extent that a statement in this Registration Statement, or in any document filed after the filing of this Registration Statement which is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes the earlier statement. The earlier statement shall be deemed to be incorporated in this Registration Statement only as so modified or superseded.

ITEM 4. DESCRIPTION OF SECURITIES

This item is not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The legality of the shares of the Registrant's common stock covered by this Registration Statement is being passed upon for the Registrant by Johnson and Colmar, 300 South Wacker Drive, Suite 1000, Chicago, Illinois 60601, who serve as the Registrant's outside general counsel. Partners of Johnson and Colmar beneficially own or have voting or investment power over shares of the Registrant's common stock.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

In response to this item, the Registrant incorporates by reference in this Registration Statement its response to Item 14 ("Indemnification of Directors and Officers") of Part II ("Information Not Required in Prospectus") of the Registration Statement on Form S-1 that the Registrant filed on June 11, 1996 (Registration No. 333-05665) and which, as amended, was declared effective on August 22, 1996.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

This item is not applicable.

ITEM 8. EXHIBITS

- 4.1 Second Amendment to Stericycle, Inc. 2000 Nonstatutory Stock Option Plan (incorporated by reference to Exhibit 10.15 to the Registrant's annual report on Form 10-K for the fiscal year ended December 31, 2001)
- 4.2 Third Amendment to Stericycle, Inc. 2000 Nonstatutory Stock Option Plan

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- 5.1 Opinion of Johnson and Colmar
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of Johnson and Colmar (filed as part of Exhibit 5.1)
- 24.1 Power of attorney (included under the caption "Power of Attorney" on page 6)

ITEM 9. UNDERTAKINGS

Rule 415 Offering

The Registrant undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) to reflect in the prospectus any facts or events

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arising after the effective date of this Registration Statement (or the most recent post-effective amendment) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that undertakings (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those undertakings is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are incorporated by reference in this Registration Statement;

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering; and

Filings Incorporating Subsequent Exchange Act Documents by Reference

The Registrant undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act which is incorporated by reference in this Registration Statement shall

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be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Commission Position on Indemnification

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the Delaware General Corporation Law or the Registrant's certificate of incorporation, as described in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Lake Forest, State of Illinois, on December 20, 2002.

STERICYCLE, INC.

By /s/ MARK C. MILLER

 Mark C. Miller
 President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below who is then an officer or director of the Registrant authorizes Mark C. Miller, Richard T. Kogler and Frank J.M. ten Brink, or any one of them, with full power of substitution and resubstitution, to sign in his name and to file any amendments (including post-effective amendments) to this Registration Statement and all related documents necessary or advisable to enable the Registrant to comply with the Securities Act of 1933, as amended, in connection with the registration of the securities which are the subject of this Registration Statement, which amendments may make such changes in this Registration Statement (as it may be so amended) as Mark C. Miller, Richard T. Kogler and Frank J.M. ten Brink, or any one of them, may deem appropriate, and to do and perform all other related acts and things necessary to be done.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

NAME	TITLE	
/s/ JACK W. SCHULER ----- Jack W. Schuler	Chairman of the Board of Directors	Dece
/s/ MARK C. MILLER ----- Mark C. Miller	President, Chief Executive Officer and a Director (Principal Executive Officer)	Dece
/s/ FRANK J.M. TEN BRINK ----- Frank J.M. ten Brink	Chief Financial Officer (Principal Finance and Accounting Officer)	Dece

/s/ JOHN P. CONNAUGHTON	Director	Decem
----- John P. Connaughton		
/s/ ROD F. DAMMEYER	Director	Decem
----- Rod F. Dammeyer		
/s/ PATRICK F. GRAHAM	Director	Decem
----- Patrick F. Graham		
/s/ JOHN PATIENCE	Director	Decem
----- John Patience		
/s/ THOMAS R. REUSCHE	Director	Decem
----- Thomas R. Reusche		
/s/ PETER VARDY	Director	Decem
----- Peter Vardy		
/s/ L. JOHN WILKERSON, PH.D.	Director	Decem
----- L. John Wilkerson, Ph.D.		