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STERICYCLE INC
Form POS AM
November 07, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 7, 2001

REGISTRATION NO. 333-72870

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE
AMENDMENT NO. 1
TO
FORM S-3
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 No.)

28161 NORTH KEITH DRIVE, LAKE FOREST, ILLINOIS 60045
(847) 367-5910
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

MARK C. MILLER
PRESIDENT AND CHIEF EXECUTIVE OFFICER
STERICYCLE, INC.
28161 NORTH KEITH DRIVE, LAKE FOREST, ILLINOIS 60045
(847) 367-5910
(Name and address, including zip code, and telephone number,
including area code, of agent for service)

With Copies to:

CRAIG P. COLMAR
MICHAEL BONN
JOHNSON AND COLMAR
300 SOUTH WACKER DRIVE, SUITE 1000,
CHICAGO, ILLINOIS 60606
(312) 922-1980

ALLISON R. SCHNEIROV
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
FOUR TIMES SQUARE
NEW YORK, NY 10036-6572
(212) 735-3000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: As soon as
practicable after the effectiveness of this Registration Statement.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

EXPLANATORY NOTE

This Amendment is being filed solely to correct the signature of the undersigned Registrant.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chicago, Illinois, on November 6, 2001.

STERICYCLE, INC.

By: /s/ MARK C. MILLER

President and Chief Executive
Officer

POWER OF ATTORNEY

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

SIGNATURE

TITLE

DATE

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| | | |
|---|--|-------------|
| * ----- Jack W. Schuler | Chairman of the Board Of Directors | November 6, |
| /s/ MARK C. MILLER ----- Mark C. Miller | President, Chief Executive Officer and a Director (Principal Executive Officer) | November 6, |
| * ----- Frank J.M. ten Brink | Chief Financial Officer (Principal Finance and Accounting Officer) | November 6, |
| * ----- John P. Connaughton | Director | November 6, |
| * ----- Rod F. Dammeyer | Director | November 6, |
| * ----- Patrick F. Graham | Director | November 6, |
| * ----- John Patience | Director | November 6, |
| * ----- Thomas R. Reusche | Director | November 6, |
| * ----- Peter Vardy | Director | November 6, |
| * ----- L. John Wilkerson, Ph.D | Director | November 6, |
| *By /s/ MARK C. MILLER ----- Mark C. Miller Attorney-in-fact | | |

EXHIBIT INDEX

| EXHIBIT NUMBER ----- | DESCRIPTION OF EXHIBITS ----- |
|----------------------------|--|
| 5.1* | -- Opinion of Johnson and Colmar LLP |
| 23.1 | -- Consent of Ernst & Young LLP |
| 23.2 | -- Consent of Arthur Andersen LLP |
| 23.3 | -- Consent of Johnson and Colmar (filed as part of Exhibit 5.1) |

* Previously filed