

STERICYCLE INC  
Form 8-K  
May 26, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 24, 2011**

**Stericycle, Inc.**

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

**Delaware**

*(State or other jurisdiction of incorporation)*

**0-21229**

*(Commission File Number)*

**36-3640402**

*(IRS Employer Identification Number)*

**28161 North Keith Drive**

**Lake Forest, Illinois 60045**

*(Address of principal executive offices including zip code)*

**(847) 367-5910**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 5.07**

**Submission of Matters to a Vote of Security Holders.**

We held our 2011 Annual Meeting of Stockholders on May 24, 2011, at the DoubleTree Hotel Chicago O'Hare Airport-Rosemont, Rosemont, Illinois 60018:

At the meeting, stockholders voted on the following matters:

(1)

the election to our Board of Directors of the nine nominees for director named in the proxy statement for the annual meeting;

(2)

approval of our 2011 Incentive Stock Plan, under which stock options, stock appreciation rights, shares of restricted stock and restricted stock units may be awarded for up to a total of 3,000,000 shares of our common stock;

(3)

ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2011;

(4)

a non-binding advisory resolution to approve the compensation of our named executive officers as disclosed in the proxy statement (the "say-on-pay" vote); and

(5)

a non-binding advisory resolution to recommend the frequency of a say-on-pay vote (every one, two or three years).

The results of this voting were as follows:

**Election of Directors**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
Mark C. Miller	67,591,363	1,362,084	46,719	7,359,201
Jack W. Schuler	67,254,394	1,726,681	19,091	7,359,201
Thomas D. Brown	68,159,423	820,732	20,011	7,359,201
Rod F. Dammeyer	67,246,945	1,733,779	19,442	7,359,201
William K. Hall	67,169,471	1,811,284	19,411	7,359,201
Jonathan T. Lord, M.D.	67,286,139	1,694,484	19,543	7,359,201
John Patience	67,601,673	1,378,902	19,591	7,359,201
James W.P. Reid-Anderson	67,534,611	1,445,774	19,781	7,359,201
Ronald G. Spaeth	67,535,975	1,444,845	19,346	7,359,201

**Approval of 2011 Incentive Stock Plan**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
	58,742,880	10,194,687	62,599	7,359,201

**Ratification of Appointment of Ernst & Young LLP**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
	75,384,279	944,240	30,848	--

**Say-on-pay Vote**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
	67,495,774	1,449,090	55,302	7,359,201

**Frequency of Say-on-pay Vote**

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>
43,833,059	928,980	24,201,076	37,051

**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: May 26, 2011

Stericycle, Inc.

By:

/s/ Frank J.M. ten Brink

Frank J.M. ten Brink

