

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

USA WASTE SERVICES, INC.  
 (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
 (State or other jurisdiction of  
 incorporation or organization)

73-1309529  
 (I.R.S. Employer  
 Identification No.)

5400 LBJ FREEWAY  
 SUITE 300-TOWER ONE  
 DALLAS, TEXAS  
 (Address of Principal Executive Offices)

75240  
 (Zip Code)

USA WASTE SERVICES, INC. 1993 STOCK INCENTIVE PLAN

(Full title of the plan)

GREGORY T. SANGALIS  
 5400 LBJ FREEWAY  
 SUITE 300-TOWER ONE  
 DALLAS, TEXAS 75240  
 (Name and address of agent for service)

(972) 383-7900  
 (Telephone number, including area code,  
 of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, par value \$.01 per share	5,500,000	\$31.313	\$172,221,500	\$52,188.33

1. Estimated solely for the purpose of calculating the registration fee based upon the average of the high and low sales prices of a share of the Company's Common Stock on the New York Stock Exchange on October 18, 1996 as published in The Wall Street Journal on October 21, 1996.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement on Form S-8 is being filed solely to register additional securities. In accordance with General Instruction E of Form S-8, the Company hereby incorporates by reference the contents of the Company's registration statement on Form S-8 (No. 33-72436), as amended, originally filed with the Securities and Exchange Commission (the "Commission") on December 3, 1993, relating to the USA Waste Services, Inc. 1993 Stock Incentive Plan, as amended.

## ITEM 8. EXHIBITS.

Exhibit Number -----	Description -----
5.1	Opinion of Andrews & Kurth L.L.P., as to the legality of the securities being registered
23.1	Consent of Andrews & Kurth L.L.P. (included in the opinion filed as Exhibit 5.1 to this registration statement)
23.2	Consent of Coopers & Lybrand L.L.P.
23.3	Consent of Deloitte & Touche LLP
23.4	Consent of Ernst & Young LLP
23.5	Consent of Arthur Andersen LLP
24.1	Power of Attorney (set forth on the signature page contained in Part II of this registration statement).

## 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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 21st day of October, 1996.

USA Waste Services, Inc.

By /s/ John E. Drury

-----  
John E. Drury  
Chief Executive Officer

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KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of USA Waste Services, Inc. (the "Company") hereby constitutes and appoints John E. Drury, Earl E. DeFrates and Gregory T. Sangalis, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorneys-in-fact and agents, and each of them acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same, as fully to all intents and purposes as he himself might or could do if personally present, hereby ratifying and confirming all that such attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities on October 21, 1996.

Signature -----	Title -----
/s/ John E. Drury ----- John E. Drury	Chairman of the Board and Chief Executive Officer (Principal executive officer)
/s/ Earl E. DeFrates ----- Earl E. DeFrates	Executive Vice President and Chief Financial Officer (Principal financial officer)
/s/ Bruce E. Snyder ----- Bruce E. Snyder	Vice President and Controller (Principal accounting officer)
/s/ Donald F. Moorehead, Jr. ----- Donald F. Moorehead, Jr.	Vice Chairman
/s/ David Sutherland-Yoest ----- David Sutherland-Yoest	Director
----- Larry J. Martin	Director
----- Rodney R. Proto	President and Director
/s/ Richard J. Heckmann ----- Richard J. Heckmann	Director
/s/ William E. Moffett ----- William E. Moffett	Director
/s/ John G. Rangos, Sr. ----- John G. Rangos, Sr.	Director
/s/ Alexander W. Rangos ----- Alexander W. Rangos	Vice Chairman and Director
----- Kosti Shirvanian	Director
/s/ Savey Tufenkian ----- Savey Tufenkian	Director
----- Ralph F. Cox	Director

## INDEX TO EXHIBITS

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October 21, 1996

Board of Directors  
USA Waste Services, Inc.  
5400 LBJ Freeway  
Suite 300 - Tower One  
Dallas, Texas 75240

Ladies and Gentlemen:

We have acted as counsel to USA Waste Services, Inc., a Delaware corporation (the "Company") in connection with the Company's Form S-8 relating to the registration under the Securities Act of 1933, as amended, of the issuance of 5,500,000 shares of common stock, par value \$.01 per share (the "Common Stock"), of the Company (the "Shares") issuable upon the exercise of options (the "Options") granted pursuant to the USA Waste Services, Inc. 1993 Stock Incentive Plan, as amended.

As the basis for the opinions hereinafter expressed, we have examined such corporate records and documents, certificates of corporate and public officials and such other instruments as we have deemed necessary for the purposes of the opinions contained herein. As to all matters of fact material to such opinions, we have relied upon the representations of officers of the Company. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity with the original documents of all documents submitted to us as copies.

Based upon the foregoing and having due regard for such legal considerations as we deem relevant, we are of the opinion that the Shares to be issued upon proper exercise of the Options have been duly authorized, and that the Shares, when issued upon proper exercise of the Options, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Andrews & Kurth L.L.P.

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## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement of USA Waste Services, Inc. on Form S-8, of our report dated March 1, 1996, on our audits of the consolidated financial statements of USA Waste Services, Inc. and subsidiaries as of December 31, 1995 and 1994, and for each of the three years in the period ended December 31, 1995, which is included in USA Waste Services, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 1995, and our report dated May 23, 1996, on our audits of the supplemental consolidated balance sheets of USA Waste Services, Inc. and subsidiaries as of December 31, 1995 and 1994, and the related supplemental consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1995, which is included in USA Waste Services, Inc.'s Current Report on Form 8-K/A filed on July 1, 1996 with the Securities and Exchange Commission.

/s/ COOPERS & LYBRAND L.L.P.

COOPERS & LYBRAND L.L.P.

Dallas, Texas  
October 18, 1996

## INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Form S-8 of USA Waste Services, Inc. of our report dated March 30, 1995 (relating to the consolidated financial statements of Chambers Development Company, Inc. and subsidiaries not presented separately herein) appearing in USA Waste Services, Inc.'s Current Report on Form 8-K/A, Amendment No. 3, dated May 7, 1996.

/s/ DELOITTE & TOUCHE LLP

Pittsburgh, Pennsylvania  
October 18, 1996

## CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) and related prospectus of USA Waste Services, Inc. of our reports (a) dated August 25, 1995 (except Note 8, as to which the date is September 12, 1995) with respect to the consolidated financial statements of Western Waste Industries at June 30, 1995 and 1994, and for each of the three years in the period ended June 30, 1995 included in USA Waste Services, Inc.'s Current Report on Form 8-K dated January 9, 1996, and (b) dated August 25, 1995 (except Note 8, as to which the date is September 12, 1995) with respect to the consolidated financial statements of Western Waste Industries at June 30, 1995 and 1994, and for each of the two years in the period ended June 30, 1995 (which consolidated financial statements are not presented separately therein) included in USA Waste Services, Inc.'s Current Report on Form 8-K/A (Amendment No. 3), dated July 1, 1996, both filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

ERNST & YOUNG LLP

Long Beach, California  
October 10, 1996

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Form S-8 of USA Waste Services, Inc. of (a) our report dated February 23, 1996 (except with respect to the matters discussed in Note 15, as to which the dates are March 4, 1996 and March 18, 1996 as indicated) with respect to the consolidated balance sheets of Sanifill, Inc. and subsidiaries as of December 31, 1995 and 1994, and the related consolidated statements of operations, stockholders' investment and cash flows for each of the three years in the period ended December 31, 1995 which is included in Sanifill, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1995; (b) our reports dated (i) August 1, 1995 with respect to the combined balance sheets of Metropolitan Disposal and Recycling Corporation, Energy Reclamation, Inc., and EE Equipment, Inc. as of December 31, 1994 and 1993, and the related combined statements of operations, stockholders' equity and cash flows for each of the three years in the period ended December 31, 1994, (ii) January 9, 1996 with respect to the balance sheet of Falcon Disposal Services, Inc. as of December 31, 1994 and the related statements of operations, stockholders' equity and cash flows for the year then ended, (iii) February 2, 1996 with respect to the combined balance sheet of Garnet of Virginia, Inc., and Garnet of Maryland, Inc. as of December 31, 1995 and the related combined statements of operations, stockholders' deficit and cash flows for the year then ended, (iv) January 13, 1996 with respect to the combined balance sheet of the Combined Companies, as defined, as of December 31, 1994 and the related combined statement of operations, stockholders' equity and partners' capital and cash flows for the year then ended which are included in Sanifill, Inc.'s Current Report on Form 8-K dated February 5, 1996; (c) our report dated February 8, 1996 with respect to the consolidated balance sheets of Sanifill, Inc. and subsidiaries as of December 31, 1994 and 1993, and the related consolidated statements of operations, stockholders' investment and cash flows for each of the three years in the period ended December 31, 1994 which is included in Sanifill, Inc.'s Current Report on Form 8-K dated February 11, 1996; and (d) our report dated November 17, 1995 (except with respect to the matters discussed in Note 11, as to which the date is March 18, 1996) with respect to the combined balance sheets of PST Reclamation, Inc., and Taylor Land Resources, Inc. as of December 31, 1994 and 1993, and the related combined statements of operations and retained earnings and cash flows for the years then ended which is included in Sanifill, Inc.'s Current Report on Form 8-K dated March 20, 1996.

/s/ ARTHUR ANDERSEN LLP

ARTHUR ANDERSEN LLP

Houston, Texas  
October 18, 1996