

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

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 FORM S-3  
 REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933  
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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.)

1001 FANNIN STREET  
 SUITE 4000  
 HOUSTON, TEXAS 77002  
 (713) 512-6200  
 (Address, including zip code, and telephone number,  
 including area code, of Registrant's principal executive offices)

GREGORY T. SANGALIS  
 VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
 1001 FANNIN STREET  
 SUITE 4000  
 HOUSTON, TEXAS 77002  
 (713) 512-6200

(Name, address, including zip code, and telephone number,  
 including area code, of agent for service)

Copy to:

ROBERT H. WHILDEN, JR.  
 VINSON & ELKINS L.L.P.  
 3600 FIRST CITY TOWER  
 HOUSTON, TEXAS 77002-6760  
 (713) 758-2320

THOMAS JAMES MURPHY, P.C.  
 MCDERMOTT, WILL & EMERY  
 227 WEST MONROE STREET  
 CHICAGO, ILLINOIS 60606-5096  
 (312) 372-2000

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 APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time  
 to time after this Registration Statement becomes effective.

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 being 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, please check the following box. [x]

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. [x] Registration  
 Statement No. 333-17453

If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
 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 delivery of the prospectus is expected to be made pursuant to Rule 434,  
 please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price (1)	Amount of registration fee
Debt Securities . . . . .		
Common Stock, par value \$.01 per share . . . . .	\$89,212,500	\$27,034

(1) Estimated solely for the purpose of calculating the registration fee  
 pursuant to Rule 457(o).

REGISTRATION STATEMENT NO. 333-17453, WHICH WAS DECLARED EFFECTIVE ON JANUARY 15, 1997, RELATES TO \$850,000,000 OF SECURITIES OF THE REGISTRANT (THE "PREVIOUSLY REGISTERED SECURITIES"). THIS REGISTRATION STATEMENT REGISTERS ADDITIONAL SECURITIES FOR OFFERING PURSUANT TO RULE 462(B) UNDER THE SECURITIES ACT TO THE TOTAL AMOUNT OF PREVIOUSLY REGISTERED SECURITIES REGISTERED ON REGISTRATION STATEMENT NO. 333-17453. PURSUANT TO RULE 429 UNDER THE SECURITIES ACT, THE PREVIOUSLY REGISTERED SECURITIES MAY BE OFFERED AND SOLD AS DEBT SECURITIES AND/OR COMMON STOCK TOGETHER WITH THE SECURITIES REGISTERED HEREUNDER THROUGH THE USE OF THE COMBINED PROSPECTUS INCLUDED IN REGISTRATION STATEMENT NO. 17453. IN ACCORDANCE WITH RULE 429(B), THE AMOUNT OF THE PREVIOUSLY PAID FILING FEE ASSOCIATED WITH THE PREVIOUSLY REGISTERED SECURITIES WAS \$257,576.

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The contents of the Registration Statement on Form S-3 (Registration No. 333-17453) registering Debt Securities and Common Stock of USA Waste Services, Inc. with a proposed maximum offering price of \$850,000,000 are hereby incorporated by reference herein. Filed as exhibits hereto are the following opinion and consents.

EXHIBIT  
NUMBERS  
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EXHIBITS  
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- 1.1 -- Certificate of Registrant as to payment of additional registration fee.
- 5.1 -- Opinion of Vinson & Elkins L.L.P. as to the legality of the Securities being registered.
- 23.1 -- Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
- 23.2 -- Consent of Coopers & Lybrand L.L.P.
- 23.3 -- Consent of Arthur Andersen LLP.
- 23.4 -- Consent of Ernst & Young LLP.
- 23.5 -- Consent of Deloitte & Touche LLP.
- 23.6 -- Consent of Deloitte & Touche, Chartered Accountants.
- 23.7 -- Consent of Coopers & Lybrand L.L.P.
- 23.8 -- Consent of Kaplan Sipos & Associates Certified Public Accountants.
- 23.9 -- Consent of Blake, Kuehler, Babione & Pool.
- 23.10 -- Consent of Buckno Lisicky & Company.
- 23.11 -- Consent of Osburn, Henning and Company

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on the 3rd day of February, 1997.

USA WASTE SERVICES, INC.

By: /s/ JOHN E. DRURY

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Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 3, 1997

SIGNATURE

TITLE

(i) Principal executive officer:

/s/ JOHN E. DRURY

Chairman of the Board and Chief Executive Officer and  
Director

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John E. Drury

(ii) Principal financial and accounting officers:

/s/ EARL E. DEFRATES

Executive Vice President and Chief Financial Officer

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Earl E. DeFrates

/s/ BRUCE E. SNYDER

Vice President and Chief Accounting Officer

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Bruce E. Snyder

(iii) Directors:

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Ralph F. Cox

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Richard J. Heckmann

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Donald F. Moorehead, Jr.

\*

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David Sutherland-Yoest

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-----  
Larry J. Martin

\*

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Rodney R. Proto

\*

-----  
William E. Moffett

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Alexander W. Rangos

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John G. Rangos, Sr.

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Kosti Shirvanian

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Savey Tufenkian

\*By: /s/ GREGORY T. SANGALIS

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Gregory T. Sangalis, Attorney-in-Fact

## INDEX TO EXHIBITS

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CERTIFICATE OF  
USA WASTE SERVICES, INC.  
AS TO PAYMENT OF ADDITIONAL REGISTRATION FEE

USA Waste Services, Inc. (the "Registrant") hereby certifies to the Securities and Exchange Commission that on February 3, 1997:

(i) The Registrant has instructed its bank to wire transfer to the Securities and Exchange Commission the requisite filing fee of \$27,034 in connection with its Registration Statement pursuant to Rule 462(b) filed on February 3, 1997;

(ii) The Registrant will not revoke such instructions;

(iii) The Registrant has sufficient funds in the account in which the wire transfer will originate to cover the amount of the filing fee.

The Registrant hereby undertakes to confirm on February 4, 1997 that its bank has received such instructions.

USA WASTE SERVICES, INC.

By: /s/ Bruce E. Snyder

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Bruce E. Snyder  
Vice President - Chief Accounting Officer

(713) 758-2222

(713) 615-2346

February 3, 1997

USA Waste Services, Inc.  
1001 Fannin, Suite 4000  
Houston, Texas 77002

Ladies and Gentlemen:

We have acted as counsel to USA Waste Services, Inc., a Delaware corporation ("USA Waste"), in connection with the preparation of the Registration Statement on Form S-3 (the "Registration Statement") filed on February 3, 1997, with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") pursuant to Rule 462(b), with respect to (a) USA Waste's (i) unsecured debt securities ("Debt Securities"), in one or more series, which may be senior or subordinated in priority of payment, any of which may be convertible or exchangeable into common stock, par value \$.01 per share, of USA Waste ("Common Stock") and (ii) shares of Common Stock (such Debt Securities and Common Stock are collectively referred to herein as the "Securities"), which Securities may be issued from time to time pursuant to Rule 415 under the Securities Act for an aggregate initial offering price not to exceed \$89,212,500.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Restated Certificate of Incorporation and Bylaws of USA Waste, each as amended to the date hereof, (ii) the Senior Indenture (the "Senior Indenture") to be entered into between USA Waste and a trustee, in the form included as an exhibit to the Registration Statement, (iii) the Senior Subordinated Indenture (the "Subordinated Indenture") to be entered into between USA Waste and a trustee, in the form included as an exhibit to the Registration Statement, and (iv) such other certificates, statutes and other instruments and documents as we considered appropriate for purposes of the opinions hereafter expressed.

In connection with this opinion, we have assumed that (i) the Registration Statement, and any amendments thereto (including post-effective amendments), will have become effective; (ii) a Prospectus Supplement will have been prepared and filed with the Commission describing the Securities offered thereby; (iii) all Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner described in the Registration Statement and the applicable Prospectus Supplement; (iv) the Senior Indenture and the Subordinated Indenture will each be duly authorized, executed and delivered by USA Waste and a trustee qualified under the Trust Indenture Act of 1939, as amended (the "TIA"), in substantially the form reviewed by us; (v) a definitive purchase, underwriting or similar agreement with respect to any Securities offered will have been duly authorized and validly

executed and delivered by USA Waste and the other parties thereto; and (vi) any Securities issuable upon conversion, exchange or exercise of any Security being offered will have been duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange or exercise.

Based on the foregoing, we are of the opinion that:

1. USA Waste has been duly incorporated and is validly existing and in good standing under the laws of the State of Delaware.

2. With respect to Debt Securities to be issued under the Senior Indenture, when (i) the Board of Directors of USA Waste or, to the extent permitted by Section 141 of the Delaware General Corporation Act (the "DGCL"), a duly constituted and acting committee thereof (such Board of Directors or committee being referred to herein as the "Board") has taken all necessary corporate action to approve the issuance and terms of such Debt Securities, the terms of the offering thereof and related matters; (ii) the terms of such Debt Securities and of their issuance and sale have been established so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon USA Waste and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over USA Waste; and (iii) such Debt Securities have been duly executed, authenticated, issued and delivered in accordance with the provisions of the Senior Indenture and in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Board upon payment of the consideration provided for therein, such Debt Securities will be legally issued and will constitute valid and binding obligations of USA Waste, enforceable against USA Waste in accordance with their terms, except as such enforcement is subject to any applicable bankruptcy, insolvency, reorganization or other law relating to or affecting creditors' rights generally and general principles of equity and will be entitled to the benefits of the Senior Indenture.

3. With respect to Debt Securities to be issued under the Subordinated Indenture, when such Debt Securities have been duly executed, authenticated, issued and delivered in accordance with the provisions of the Subordinated Indenture and in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Board upon payment of the consideration provided for therein, such Debt Securities will be legally issued and will constitute valid and binding obligations of USA Waste, enforceable against USA Waste in accordance with their terms, except as such enforcement is subject to any applicable bankruptcy, insolvency, reorganization or other law relating to or affecting creditors' rights generally and general principles of equity and will be entitled to the benefits of the Subordinated Indenture.

4. With respect to shares of Common Stock, when certificates representing the shares of Common Stock have been duly executed, countersigned, registered and delivered either (a) in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Board upon payment of the consideration therefor (not less than the par value of the Common Stock) provided for therein, or (b) upon conversion, exchange or exercise of any other Security in accordance with the terms of such Security or the instrument governing such Security providing for such conversion, exchange or exercise as approved by the Board, for the consideration approved by the Board (not less than the par value of the Common Stock and, in the case of shares of Common Stock issued upon the conversion, exchange or exercise of another security, the consideration specified in Section 153 of the DGCL), the shares of Common Stock will be duly authorized, validly issued, fully paid and non-assessable.

The foregoing opinions are limited in all respects to the laws of the State of New York, the General Corporation Law of the State of Delaware and federal laws.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. By giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission issued thereunder.

Very truly yours,

/s/ VINSON & ELKINS L.L.P.  
-----  
VINSON & ELKINS L.L.P.

## CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement of USA Waste Services, Inc. on Form S-3 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, 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 are 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, and our report dated November 8, 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 are included in USA Waste Services, Inc.'s Current Report on Form 8-K filed on November 12, 1996 with the Securities and Exchange Commission.

COOPERS & LYBRAND L.L.P.

Houston, Texas  
February 3, 1997

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of USA Waste Services, Inc. on Form S-3 of (a) our report dated February 23, 1996 (except with respect to the matters discussed in paragraphs one and two of Note 16, 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 the Current Report on Form 8-K of USA Waste Services, Inc. dated November 12, 1996; (b) our report dated September 13, 1996, with respect to the combined balance sheet of the Combined Companies (consisting of City Disposal, Inc., Alpine Disposal and Recycling, Inc. and L. G. Industries, Inc.) as of December 31, 1995, and the related combined statements of operations, stockholders' equity and partners' capital and cash flows for the year then ended, which is included in the Current Report on Form 8-K/A of USA Waste Services, Inc. filed on November 15, 1996; and (c) to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Houston, Texas  
February 3, 1997

## CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement on Form S-3 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.

Ernst & Young LLP

Long Beach, California  
February 3, 1997

## INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of USA Waste Services, Inc. on Form S-3 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 Annual Report on Form 10-K for the year ended December 31, 1995 and USA Waste Services, Inc.'s Current Report on Form 8-K/A, Amendment No. 3, filed on July 1, 1996.

DELOITTE & TOUCHE LLP

Pittsburgh, Pennsylvania  
February 3, 1997

## CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this registration statement of USA Waste Services, Inc. on Form S-3 of our report dated October 25, 1996, on our audit of the balance sheet of the business of Les Entreprises de Rebutis Sanipan Inc. acquired by USA Waste Services, Inc. as of December 31, 1995, and the related statements of earnings and retained earnings and changes in financial position for the year then ended, our report dated October 25, 1996, on our audit of the balance sheet of Transport Sanico Ltee as of December 31, 1995, and the related statements of earnings and retained earnings and changes in financial position for the year then ended, our report dated November 8, 1996, on our audit of the historical summary of revenues and direct operating expenses of the Combined Ontario and Michigan Operations of the Solid Waste Division of Philip Environmental Inc. for the year ended December 31, 1995, and our report dated November 8, 1996, on our audit of the historical summary of the net book value of property, plant and equipment of the Combined Ontario and Michigan Operations of the Solid Waste Division of Philip Environmental Inc. for the year ended December 31, 1995, which are included in USA Waste Services, Inc.'s Current Report on Form 8-K/A filed November 15, 1996.

DELOITTE & TOUCHE  
Chartered Accountants

Mississauga, Ontario  
February 3, 1997

## CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement of USA Waste Services, Inc. on Form S-3 of our report dated October 15, 1996, on our audit of the balance sheet of Kasper Brothers, Inc. as of September 30, 1995 and the related statements of operations and retained earnings and cash flows for the fiscal year then ended, which is included in USA Waste Services, Inc.'s Current Report on Form 8-K/A filed November 15, 1996.

COOPERS & LYBRAND L.L.P.

Philadelphia, Pennsylvania  
February 3, 1997

## CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement of USA Waste Services, Inc. on Form S-3 of our report dated March 11, 1996, on our audit of the combined balance sheet of the Arnoni Group of Companies (consisting of The Arnoni Group, Inc., M.C. Arnoni Company, South Hills Disposal Company, Cochran Mill Associates, Inc. and Arnoni Family Partnership) as of December 31, 1995, and the related combined statement of income and retained earnings and combined statement of cash flows for the year then ended, which is included in USA Waste Services, Inc.'s Current Report on Form 8-K/A filed November 15, 1996.

KAPLAN SIPOS & ASSOCIATES  
CERTIFIED PUBLIC ACCOUNTANTS

Pittsburgh, Pennsylvania  
February 3, 1997

## CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement of USA Waste Services, Inc. on Form S-3 of our report dated March 18, 1996, on our audit of the balance sheet of Jennings Environmental Services, Inc. (an S Corporation) as of December 31, 1995 and the related statements of income and changes in stockholders' equity and the statement of cash flows for the year then ended, which is included in USA Waste Services, Inc.'s Current Report on Form 8-K/A filed November 15, 1996.

BLAKE, KUEHLER, BABIONE & POOL

Orlando, Florida  
February 3, 1997

## CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement of USA Waste Services, Inc. on Form S-3 of our report dated September 19, 1996, on our audits of the combined balance sheet of Grand Central Sanitation, Inc. and Related Companies as of December 31, 1995, and the related combined statements of income, stockholders' equity and cash flows for the year then ended, which is included in USA Waste Services, Inc.'s Current Report on Form 8-K/A filed November 15, 1996.

BUCKNO LISICKY & COMPANY

Allentown, Pennsylvania  
February 3, 1997

## CONSENT OF INDEPENDENT AUDITORS

We consent of the incorporation by reference in this registration statement of USA Waste Services, Inc. on Form S-3 of our report dated July 13, 1996, on our audit of the combined balance sheet of The Orange Group (consisting of Orange Waste, Recycling & Materials, Inc., Orange Soil Cement, Inc., Orange Trucking, Inc. and Orange Transportation Corp.), as of December 31, 1995, and the related combined statements of operations, retained earnings, and cash flows for the year then ended, which is included in USA Waste Services, Inc.'s Current Report on Form 8-K/A filed November 15, 1996.

OSBURN, HENNING AND COMPANY

Orlando, Florida  
February 3, 1997