
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): November 10, 2016

WASTE MANAGEMENT, INC.
(Exact name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-12154
(Commission
File Number)

73-1309529
(IRS Employer
Identification No.)

1001 Fannin, Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's Telephone number, including area code: (713) 512-6200

(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 CFR 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 10, 2016, Waste Management, Inc. (the “Company”) announced that the Board of Directors of the Company (the “Board”) appointed James C. Fish, Jr. as the Company’s President and Chief Executive Officer and elected Mr. Fish as a director, effective immediately. Mr. Fish succeeded David P. Steiner, who served as the Company’s Chief Executive Officer since 2004.

Mr. Fish, age 54, joined the Company in 2001 as Director, Financial Planning and Analysis. Two years later, he was promoted to Vice President, Price Management and was responsible for running the Company’s pricing programs. Afterwards, he moved into field operations as a Vice President, first serving as Market Area General Manager for the Rhode Island/Southern Massachusetts Market Area, then managing the larger Western Pennsylvania/West Virginia Market Area, and finally managing the expanded Pennsylvania/West Virginia Area until his promotion to Senior Vice President, Eastern Group in June 2011. In July 2012, Mr. Fish was appointed Executive Vice President and Chief Financial Officer, and since July 2016, Mr. Fish has served as President and Chief Financial Officer.

The Company and Mr. Fish anticipate entering into an amendment to Mr. Fish’s employment agreement that reflects his promotion to President and Chief Executive Officer (the “Employment Agreement Amendment”). The Employment Agreement Amendment will provide for an annual base salary of \$1 million. Additionally, under the Employment Agreement Amendment, Mr. Fish’s target annual cash incentive will be 125% of his base salary in effect for the year. Mr. Fish’s annual cash incentive for 2016 will be prorated between his time spent as Executive Vice President and Chief Financial Officer, President and Chief Financial Officer and President and Chief Executive Officer, in each case calculated using the applicable salary and target bonus for each position.

Additionally, on November 11, 2016, the Company granted Mr. Fish an award of restricted stock units (“RSUs”) under the Company’s 2014 Stock Incentive Plan with respect to 15,625 shares of the Company’s common stock. The material terms of the RSUs are as follows:

RSUs

Vesting Schedule

1/3 on the first anniversary of grant
1/3 on the second anniversary of grant
1/3 on the third anniversary of grant
Each RSU will be converted into one share of Company common stock.

Dividend Equivalents

Dividends will accrue and be paid in cash upon settlement.

Termination of Employment

Death or Disability

All RSUs immediately vest.

Qualifying Retirement or Involuntary Termination without Cause

RSUs vest on a pro rata basis and will be paid on originally scheduled vesting date.

Resignation; Involuntary Termination for Cause

All unvested RSUs are forfeited.

Involuntary Termination without Cause following a Change in Control

All RSUs immediately vest and will be paid on originally scheduled vesting date.

The press release announcing Mr. Fish's appointment to the position of President and Chief Executive Officer and election as a director is filed as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated November 10, 2016

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 hereunto duly authorized.

Date: November 17, 2016

WASTE MANAGEMENT, INC.

By: /s/ Barry H. Caldwell

Barry H. Caldwell

Senior Vice President, Corporate Affairs

Chief Legal Officer

Exhibit Index

<u>No.</u>	<u>Description</u>
99.1	Press Release dated November 10, 2016

Waste Management Names James C. Fish, Jr. Chief Executive Officer

HOUSTON — November 10, 2016 — Waste Management, Inc. (NYSE: WM) today announced that it has named James (Jim) C. Fish, Jr. as the Company's President and Chief Executive Officer. He has also been elected to the Board of Directors.

Fish succeeds David P. Steiner as CEO. Steiner served as CEO since 2004 and remains on the Board of Directors.

W. Robert Reum, Non-Executive Chairman of the Board, said: "Today's announcement is the culmination of a succession planning process we started 18 months ago with the support of the entire Board. Over the last 15 years at Waste Management, Jim has consistently delivered results, and has the skills and leadership qualities that make him ideally suited for the role. He has a deep understanding of our strategy, impressive financial and operational acumen and strong support from employees, customers and investors. We look forward to working closely with him and the rest of the senior leadership team as the Company continues to execute on its long-term strategy."

Reum continued: "On behalf of the Board, I would like to thank David for his many contributions to our Company's success over 16 years and his dedicated and effective service as CEO for the past twelve years."

"It is a privilege to be named CEO of Waste Management, and I greatly appreciate the Board's confidence in me," said Fish. "Waste Management has executed extremely well on our overall strategy, the results of which are reflected in our very strong shareholder returns. Our strategy is sound and I look forward to working with the Board, the leadership team and all of our talented employees in continuing to provide superior service to our valued customers."

The Company is continuing its search for a CFO. In the interim, Fish will continue to lead the finance organization.

Waste Management also announced that it has scheduled a shareholder-analyst conference call on November 11, 2016 at 8:00 a.m. Eastern Time to discuss Jim Fish's election.

What: Waste Management shareholder-analyst conference call

When: Friday, November 11, 2016 at 8:00 a.m. Eastern Time

Where: A live audio webcast of the conference call can be accessed by logging onto <http://www.wm.com> and selecting "Events and Presentations" in the Investor Relations section of our website.

You may also listen to the analyst conference call by telephone by contacting the conference call operator 5-10 minutes prior to the scheduled start time and asking for the "Waste Management Conference Call — Call ID 19301943." US/Canada Dial-In #: (877) 710-6139. Int'l/Local Dial-In #: (706) 643-7398. Participation will be in listen-only mode.

FOR MORE INFORMATION

Waste Management

Web site

www.wm.com

Analysts

Ed Egl
713.265.1656
eegl@wm.com

Media

Toni Beck
713.394.5093
tbeck3@wm.com

Replay: A replay of the call will be available beginning two hours after the call's completion until 5:00 p.m. Eastern Time December 11, 2016. To hear a replay of the call over the Internet, access Waste Management's website at <http://www.wm.com>. To hear a telephonic replay of the call, dial (855) 859-2056 or (404) 537-3406 and enter conference code 19301943.

James C. Fish, Jr.

Jim Fish, 54, has held several roles of increasing responsibility since he joined Waste Management in 2001. Prior to becoming CFO in 2012 and President and CFO in July 2016, he held several key positions with the Company, including Senior Vice President for the Company's Eastern Group, Area Vice President for Pennsylvania and West Virginia, Market Area General Manager for Massachusetts and Rhode Island, Vice President of Price Management and Director of Financial Planning and Analysis. Fish earned a Bachelor of Science in accounting from Arizona State University and an MBA in finance from the University of Chicago. He is also a Certified Public Accountant.

Before joining Waste Management, Fish held finance and revenue management positions at Westex, a Yellow-Roadway subsidiary; Trans World Airlines; and America West Airlines. He began his professional career at KPMG Peat Marwick.

ABOUT WASTE MANAGEMENT

Waste Management, based in Houston, Texas, is the leading provider of comprehensive waste management services in North America. Through its subsidiaries, the company provides collection, transfer, recycling and resource recovery, and disposal services. It is also a leading developer, operator and owner of landfill gas — to — energy facilities in the United States. The company's customers include residential, commercial, industrial, and municipal customers throughout North America. To learn more information about Waste Management, visit www.wm.com or www.thinkgreen.com.

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