

Waste Connections, Inc.  
Form 8-K  
February 26, 2015

**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 AND EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) February 20, 2015

**WASTE CONNECTIONS, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of incorporation)

COMMISSION FILE NO. 1-31507

**94-3283464**

(I.R.S. Employer Identification No.)

**3 Waterway Square Place, Suite 110, The Woodlands, TX, 77380**

(Address of principal executive offices)

**(832) 442-2200**

(Registrant's telephone number, including area code)

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

The information contained in Item 2.03 below is incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

On February 20, 2015, we and our subsidiaries entered into Amendment No. 5 to the Master Note Purchase Agreement, dated July 15, 2008, as amended, which (i) increases the aggregate amount of permitted investments in other lines of business from \$50 million to \$100 million and (ii) increases the limit on certain restricted payments, including dividends and share repurchases, in any fiscal year from \$200 million to \$300 million (which limit applies whenever the leverage ratio exceeds 3.0 to 1.0).

**Item 9.01 Financial Statements and Exhibits.**

(d)

Exhibits.

4.1 Amendment No. 5 to Master Note Purchase Agreement, dated February 20, 2015.

**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.

**WASTE CONNECTIONS, INC.**  
(Registrant)

Date: February 26, 2015 BY:     /s/ Worthing F. Jackman  
  Worthing F. Jackman,  
  Executive Vice President and Chief  
  Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amendment No. 5 to Master Note Purchase Agreement, dated February 20, 2015