





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

Effective February 1, 2019, Mr. John Lucks, the Company's Senior Vice President of Sales and Marketing, has retired from the Company. The Company entered into a Retirement and Release Agreement (the "Retirement Agreement") with Mr. Lucks, setting forth the terms of Mr. Lucks' retirement from his position as Senior Vice President of Sales and Marketing of the Company, which is effective February 1, 2019. Under the terms of the Retirement Agreement:

HCCI will pay to Lucks or any heirs, administrators, representatives, executors, successors and assigns two (2) years of Base Salary.

HCCI will pay to Lucks or any heirs, administrators, representatives, executors, successors and assigns any Management Incentive Plan (MIP) in cash awarded for calendar year 2018, payable in 2019.

HCCI will reimburse Lucks for the cost of maintaining COBRA continuation coverage under HCCI's group health plan for the greater of 12 months or until Lucks is fully covered by a subsequent health care plan, and for Medicare program premiums.

4,394 previously granted and earned Long Term Incentive Plan (LTIP) stock grants will continue to vest for the benefit of Lucks as provided in the Stock Award plan.

The foregoing description of the Retirement Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Retirement Agreement, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

| Exhibit No. | Description                 |
|-------------|-----------------------------|
| 10.1        | <u>Retirement Agreement</u> |

#### SIGNATURE

Pursuant to the requirements of the Securities Exchange act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

HERITAGE-CRYSTAL CLEAN, INC.

Date: February 4, 2019 By: /s/ Mark DeVita  
Title: Chief Financial Officer