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STERICYCLE INC  
Form S-3MEF  
November 06, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 6, 2001

REGISTRATION NO. 333-68622

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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

STERICYCLE, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

36-3640402  
(I.R.S. emplo  
Identification

28161 NORTH KEITH DRIVE, LAKE FOREST, ILLINOIS 60045  
(847) 367-5910  
(Address, including zip code, and telephone number,  
including area code, of Registrant's principal executive offices)

MARK C. MILLER  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
STERICYCLE, INC.  
28161 NORTH KEITH DRIVE, LAKE FOREST, ILLINOIS 60045  
(847) 367-5910  
(Name and address, including zip code, and telephone number,  
including area code, of agent for service)

With Copies to:

CRAIG P. COLMAR  
MICHAEL BONN  
JOHNSON AND COLMAR  
3000 SOUTH WACKER DRIVE, SUITE 1000,  
CHICAGO, ILLINOIS 60606  
(312) 922-1980

ALLISON R. SCHNEIROV  
SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
FOUR TIMES SQUARE  
NEW YORK, NY 10036-6572  
(212) 735-3000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: As soon as practicable after the effectiveness of this Registration Statement.

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 to be 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

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reinvestment plans, check the following box. [ ]

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] 333-68622

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, 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. [ ]

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common Stock, \$.01 par value.....	28,750	\$51.50	\$1,480,6

(1) Estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457 of the Securities Act of 1933.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The information in the Registration Statement (File No. 333-68622) filed by Stericycle, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act is incorporated by reference into this Registration Statement.

CERTIFICATION

In accordance with Rule 111(b) under the Securities Act, the undersigned Registrant certifies as follows:

(i) the Registrant has instructed its bank to transmit to the Commission the applicable filing fee by a wire transfer of such amount from the account of the Registrant to the Commission's account at Mellon Bank as soon as practicable but no later than the close of the next business day following the filing of this Registration Statement pursuant to Rule 462(b);

(ii) the Registrant will not revoke such instructions; and

(iii) the Registrant has sufficient funds in such account to cover the amount of such filing fee.

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The Registrant further undertakes that, if such instructions have been sent after the close of business of such bank, the Registrant will confirm receipt of such instructions by such bank during regular business hours on the following business day.

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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 Chicago, Illinois, on November 6, 2001.

INTEGRATED CIRCUIT SYSTEMS, INC.

By: /s/ MARK C. MILLER

-----  
 President and Chief Executive  
 Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
* ----- Jack W. Schuler	Chairman of the Board Of Directors	November 6,
/s/ MARK C. MILLER ----- Mark C. Miller	President, Chief Executive Officer and a Director (Principal Executive Officer)	November 6,
* ----- Frank J.M. ten Brink	Chief Financial Officer (Principal Finance and Accounting Officer)	November 6,
* ----- John P. Connaughton	Director	November 6,
* ----- Rod F. Dammeyer	Director	November 6,
* ----- Patrick F. Graham	Director	November 6,
* -----	Director	November 6,

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John Patience

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Director

November 6,

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Thomas R. Reusche

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Director

November 6,

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Peter Vardy

\*

Director

November 6,

-----  
L. John Wilkerson, Ph.D

\*By /s/ MARK C. MILLER

-----  
Mark C. Miller  
Attorney-in-fact

EXHIBIT INDEX

EXHIBIT  
NUMBER  
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DESCRIPTION OF EXHIBITS  
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5.1	-- Opinion of Johnson and Colmar LLP
23.1	-- Consent of Ernst & Young LLP
23.2	-- Consent of Arthur Andersen LLP
23.3	-- Consent of Johnson and Colmar (filed as part of Exhibit 5.1)