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STERICYCLE INC  
Form POS AM  
November 07, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 7, 2001

REGISTRATION NO. 333-68622

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
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POST-EFFECTIVE  
AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
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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. employer  
Identification No.)

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)

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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  
300 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.

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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 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. [ ]

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.

EXPLANATORY NOTE

This Amendment is being filed solely to correct the signature of the undersigned Registrant.

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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 Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chicago, Illinois, on November 6, 2001.

STERICYCLE, 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  
-----

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* ----- 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,
* ----- John Patience	Director	November 6,
* ----- Thomas R. Reusche	Director	November 6,
* ----- Peter Vardy	Director	November 6,
* ----- L. John Wilkerson, Ph.D	Director	November 6,
*By /s/ MARK C. MILLER ----- Mark C. Miller Attorney-in-fact		

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION OF EXHIBITS -----
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)

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\* Previously filed