

PERMA FIX ENVIRONMENTAL SERVICES INC
Form 8-K/A
December 02, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
CURRENT REPORT
(Amendment No. 1)

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) August 24, 2011

PERMA-FIX ENVIRONMENTAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-11596 (Commission File Number)	58-1954497 (IRS Employer Identification No.)
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8302 Dunwoody Place, Suite 250, Atlanta, Georgia (Address of principal executive offices)	30350 (Zip Code)
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Registrant's telephone number, including area code: (770) 587-9898

Not applicable
(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
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Explanatory Note

This Current Report on Form 8-K/A (Amendment No. 1) (the "Amendment") supplements the Current Report on Form 8-K we filed with the Securities and Exchange Commission on August 30, 2011. The purpose of the Amendment is to disclose the Company's decision regarding how frequently we will conduct future advisory votes on executive compensation paid to our named executive officers.

Item 5.07 – Submission of Matters to a Vote of Security Holders.

(d) On August 24, 2011, the Company held its 2011 Annual Meeting of Stockholders (the "Meeting"). At the Meeting, our stockholders were asked to consider and act upon, among other matters, an advisory (non-binding) on the frequency of future advisory votes on the executive compensation. As previously reported, the frequency of once each year received the highest number of votes casted. In consideration of the stockholder vote, our Board of Directors has determined to hold the stockholder advisory vote on executive compensation on an annual basis until the next required advisory vote on the frequency of future advisory votes on executive compensation.

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.

Dated: December 2, 2011

PERMA-FIX ENVIRONMENTAL SERVICES, INC.

By: /s/ Ben Naccarato
Ben Naccarato
Vice President and
Chief Financial Officer

2

H="1%"> 1

NAMES OF REPORTING PERSONS

Valero Terminaling and Distribution Company

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)

00

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:**

7

SOLE VOTING POWER

44,537,366 Common Units*

8

SHARED VOTING POWER

0

9

SOLE DISPOSITIVE POWER

44,537,366 Common Units*

10

SHARED DISPOSITIVE POWER

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,537,366 Common Units*

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

Approximately 67.4%**

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

- * Includes both 15,747,377 Common Units and 28,789,989 Subordinated Units, which may be converted into Common Units on a one-for-one basis upon the termination of the subordination period under certain circumstances as set forth in the First Amended and Restated Agreement of Limited Partnership, which is incorporated herein by reference to Exhibit 3.1 to the Partnership's Current Report on Form 8-K filed with the SEC on December 20, 2013.
- ** Based on the number of Common Units (37,262,986) and Subordinated Units (28,789,989) issued and outstanding as of April 1, 2016, as reported to the Reporting Persons by the Partnership.

Explanatory Note

This Amendment No. 3 to Schedule 13D amends the statement on Schedule 13D filed on December 20, 2013, as amended by Amendment No. 1 to Schedule 13D filed on March 19, 2015, and as amended by Amendment No. 2 to Schedule 13D filed on October 13, 2015, by Valero Energy Corporation and Valero Terminating and Distribution Company (as amended, the Initial Statement). The Initial Statement shall not be modified except as specifically provided herein.

Item 1. Security and Issuer

No changes to this Item.

Item 2. Identity and Background

No changes to this Item.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended to add the following paragraph:

On April 1, 2016, the Partnership and VTDC entered into a Contribution Agreement pursuant to which VTDC contributed, and caused the General Partner to contribute, all of the outstanding interests in a subsidiary of Valero to the Partnership in exchange for a cash distribution of \$204 million to VTDC and the issuance of 728,775 Common Units to VTDC and 14,873 General Partner Units to the General Partner.

Item 4. Purpose of Transaction.

No changes to this Item.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

(a)

(1) Valero does not directly own any Common Units or Subordinated Units; however, as the indirect sole stockholder of VTDC, it may be deemed to beneficially own (x) 15,747,377 Common Units held of record by VTDC, which represents approximately 42.3% of the outstanding Common Units and (y) 28,789,989 Subordinated Units held of record by VTDC, which represents all of the outstanding Subordinated Units.

(2) VTDC is the record and beneficial owner of (x) 15,747,377 Common Units held of record by VTDC, which represents approximately 42.3% of the outstanding Common Units and (y) 28,789,989 Subordinated Units held of record by VTDC, which represents all of the outstanding Subordinated Units.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.
No changes to this Item.

Item 7. Material to Be Filed as Exhibits.

Item 7 is hereby amended to add Exhibit I as follows:

Exhibit I Contribution Agreement, dated April 1, 2016, by and between the Partnership and VTDC (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K filed with the SEC on April 1, 2016).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: April 1, 2016

VALERO ENERGY CORPORATION

By: /s/ Jay D. Browning

Name: Jay D. Browning

Title: Executive Vice President and General Counsel

VALERO TERMINALING AND DISTRIBUTION
COMPANY

By: /s/ J. Stephen Gilbert

Name: J. Stephen Gilbert

Title: Senior Vice President and Secretary