

HERITAGE-CRYSTAL CLEAN, INC.

Reported by **BRUCE ELLIE**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/21/18 for the Period Ending 11/20/18

Address 2000 CENTER DRIVE

SUITE EAST C300

HOFFMAN ESTATES, IL, 60192

Telephone 847-836-5670

CIK 0001403431

SIC Code 4950 - Sanitary Services

Industry Environmental Services & Equipment

Sector Industrials

Fiscal Year 12/31



[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | | | | 2. | 2. Issuer Name and Ticker or Trading Symbol | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
|---|---|-------------|---------|-------------------------------|---|---------------------------------------|--------------------------------|--|------------|---|---|--------|---|--------------------------------|---|---|---|--|
| Bruce Ellie | | | | | Н | Heritage-Crystal Clean, Inc. [HCCI] | | | | | | | | , | 10 | % Owner | | |
| (Last) | (First |) (M | liddle) | | 3. | 3. Date of Earliest Transaction (| | | | | (MM/DD/YYYY) | | | | | | % Owner Other (speci | fy below) |
| C/O HERITAGE-CRYSTAL CLEAN, | | | | | , | 11/20/2018 | | | | | | | VP Business Management | | | | | |
| INC., 2175 POINT BOULEVARD, SUITE 375 | | | | | | | | | | | | | | | | | | |
| (Street) | | | | 4. | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | |
| ELGIN, IL 60123 (City) (State) (Zip) | | | | | | | | | | | X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | |
| | | | Tabl | e I - N | on-De | rivati | ve Sec | urities A | cqui | ired, Di | isposed | of, or | Ber | neficially Owne | ed | | | |
| 1. Title of Security (Instr. 3) | | | | 2A. De Executi Date, if | on (Instr. 8) | | de | Disposed of (D) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | | 6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership | | | | | |
| | | | | | | Code | V | Amount | (A) or (D) | Price | e | | | | or Indirect (I) (Instr. 4) (I) (Instr. 4) | | | |
| Common Stock 11/20/2018 | | | 2018 | | | S | | 4000 | D | \$26.51 | <u>(1)</u> | | 80500 | | | | | |
| | Tab | le II - Der | ivativ | e Secu | ırities | Bene | ficially | Owned | (e.g | . , puts | , calls, v | varrai | nts, | options, conve | rtible sec | urities) | | |
| Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | Date Ex | Execu | | | | Derivati Acquire Dispose | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | Secur | rities vative | Underlying Derivative Security | | derivative Securities Beneficially Owned | Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | Code | V | (A) | (D) | Da Ex | ate ercisable | Expiratio Date | Title | Am Sha | nount or Number of | | Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect s) (I) (Instr. 4) | |

Explanation of Responses:

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.07 to \$27.08, inclusive. The reporting person undertakes to provide Heritage-Crystal Clean, Inc. any security holder of Heritage-Crystal Clean, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|------------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Bruce Ellie C/O HERITAGE-CRYSTAL CLEAN, INC. 2175 POINT BOULEVARD, SUITE 375 ELGIN, IL 60123 | | | VP Business Management | | | | |

Signatures

| /s/ Mark DeVita, as Attorney-in-Fact | 11/21/2018 | | |
|--------------------------------------|------------|--|--|
| **Signature of Reporting Person | Date | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.