SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): September 3, 2008

Casella Waste Systems, Inc. (Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)

000-23211 (Commission File Number)

03-0338873 (I.R.S. Employer Identification No.)

25 Greens Hill Lane Rutland, Vermont

(Address of Principal Executive Offices)

05701 (Zip Code)

Registrant's telephone number, including area code: (802) 775-0325

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 (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On September 3, 2008, Casella Waste Systems, Inc. announced its financial results for the first quarter of fiscal year 2009, ended July 31, 2008. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 2.02 of Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

The following exhibit as it relates to Item 2.02 shall be deemed to be furnished, and not filed:

99.1 Press release dated September 3, 2008.

SIGNATURE

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.

Date: September 3, 2008 CASELLA WASTE SYSTEMS, INC.

By: /s/ John W. Casella

John W. Casella Chief Executive Officer

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Exhibit Index

Exhibit No.	Description
99.1	Press release dated September 3, 2008.
	4

CASELLA WASTE SYSTEMS, INC. ANNOUNCES FIRST QUARTER FISCAL YEAR 2009 RESULTS

Operating income for the first quarter is up 12.3 percent over same quarter last year

RUTLAND, VERMONT (September 3, 2008) — Casella Waste Systems, Inc. (NASDAQ: CWST), a regional solid waste, recycling and resource management services company, today reported financial results for the first quarter of its 2009 fiscal year.

"The first quarter was a solid operational quarter, with our efforts to improve asset performance offsetting the negative headwinds from a sluggish Northeast economy and rapid increase in diesel fuel prices," John W. Casella, chairman and CEO of Casella Waste Systems, said. "We continued to execute well against our strategy, with our return on net assets up 20 basis points and our operating income up over 12 percent year-over-year for the quarter."

First Quarter Financial Results

For the quarter ended July 31, 2008, the company reported revenues of \$157.9 million, up \$9.4 million, or 6.3 percent over the same quarter last year. The company's net income available to common shareholders was \$2.2 million or \$0.08 per common share compared with net income of \$1.7 million or \$0.07 per common share in the same quarter last year.

Operating income for the quarter was \$15.6 million, up \$1.7 million or 12.3 percent over the same quarter last year. Net cash provided by operating activities in the quarter was \$19.8 million, compared to \$20.2 million in the same quarter last year. The company's earnings before interest, taxes, depreciation and amortization (EBITDA*) were \$35.0 million, up \$1.3 million or 3.8 percent over the same quarter last year.

As part of the new extension agreement with the Town of Southbridge, in June 2008 the company received \$2.2 million of cash related to previously paid closure and post closure funds resulting in a net benefit of \$0.8 million to EBITDA during the quarter.

The company said its GreenFiber joint venture continues to be negatively impacted by the overall slowdown in the housing market and higher fiber prices. Partially offsetting construction weakness, GreenFiber's retail sales and retrofit sales are up significantly versus the prior year reflecting increased market demand for home insulation with heightened oil and energy prices.

Highlights of the Quarter

"Our solid waste group, led by the collection operations, has done an outstanding job managing operating costs to help offset continued volume weakness," John W. Casella, said. "We continue to expand our successful operating initiatives from fiscal year 2008, and we are rethinking every aspect of our operations to improve customer service and drive higher efficiencies through the remainder of fiscal year 2009."

*Non-GAAP Financial Measures

In addition to disclosing financial results prepared in accordance with Generally Accepted

Accounting Principles (GAAP), we also disclose free cash flow and earnings before interest, taxes, depreciation and amortization (EBITDA), which are non-GAAP measures.

These measures are provided because we understand that certain investors use this information when analyzing the financial position of companies in the solid waste industry, including us. Historically, these measures have been key in comparing operating efficiency of publicly traded companies in the solid waste industry, and assist investors in measuring our ability to meet capital expenditures, payments on landfill operating lease contracts, and working capital requirements. For these reasons we utilize these non- GAAP metrics to measure our performance at all levels. Free cash flow and EBITDA are not intended to replace "Net Cash Provided by Operating Activities," which is the most comparable GAAP financial measure. Moreover, these measures do not necessarily indicate whether cash flow will be sufficient for such items as capital expenditures, payments on landfill operating lease contracts, or working capital, or to react to changes in our industry or to the economy generally. Because these measures are not calculated by all companies in the same fashion, they may not be comparable to similarly titled measures reported by other companies.

Casella Waste Systems, Inc., headquartered in Rutland, Vermont, provides solid waste management services consisting of collection, transfer, disposal, and recycling services primarily in the eastern United States.

For further information, contact Ned Coletta, director of investor relations at (802) 772-2239, or visit the Company's website at http://www.casella.com.

The Company will host a conference call to discuss these results on Thursday, September 4, 2008 at 10:00 a.m. ET. Individuals interested in participating in the call should dial (877) 548-7907 at least 10 minutes before start time. The call will also be webcast; to listen, participants should visit Casella Waste Systems' website at http://www.casella.com and follow the appropriate link to the webcast. A replay of the call will be available on the company's website, or by calling 719-457-0820 or 888-203-1112 (conference code #7564770), until 11:59 p.m. ET on Thursday, September 11, 2008.

Safe Harbor Statement

Certain matters discussed in this press release are "forward-looking statements" intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements can generally be identified as such by the context of the statements, including words such as the company "believes," "expects," "anticipates," "plans," "may," "will," "would," "intends," "estimates" and other similar expressions, whether in the negative or affirmative. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which we operate and management's beliefs and assumptions. We cannot guarantee that we actually will achieve the plans, intentions or expectations disclosed in the forward-looking statements made. Such forward-looking statements, and all phases of our operations, involve a number of risks and uncertainties, any one or more of which could cause actual results to differ materially

from those described in our forward-looking statements. Such risks and uncertainties include or relate to, among other things: we may be unable to reduce costs or increase revenues sufficiently to achieve estimated EBITDA and other targets; landfill operations and permit status may be affected by factors outside our control, continuing weakness in general economic conditions and poor weather conditions may affect our revenues; we may be required to incur capital expenditures in excess of our estimates; and fluctuations in the commodity pricing of our recyclables may make it more difficult for us to predict our results of operations or meet our estimates. There are a number of other important risks and uncertainties that could cause our actual results to differ materially from those indicated by such forward-looking statements. These additional risks and uncertainties include, without limitation, those detailed in Item 1A, "Risk Factors" in our Form 10-K for the year ended April 30, 2008. We do not necessarily intend to update publicly any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS

Unaudited

(In thousands, except amounts per share)

	Three Months Ended			ded
		July 31, 2007		July 31, 2008
Revenues	\$	148,526	\$	157,904
Operating expenses:				
Cost of operations (1)		96,903		104,442
General and administration		17,869		18,440
Depreciation and amortization		19,908		19,470
		134,680		142,352
Operating income		13,846		15,552
Other expense/(income), net:				
Interest expense, net (2)		10,615		9,973
Loss from equity method investments		2,151		1,129
Other income (1)		(2,397)		(88)
		10,369		11,014
Income from continuing operations before income taxes and discontinued operations		3,477		4,538
Provision for income taxes		1,130		2,317
Income from continuing operations before discontinued operations		2,347		2,221
Discontinued Operations:				
Loss from discontinued operations, net of income taxes (3) (4) (5)		(604)		(11)
Loss on disposal of discontinued operations, net of income taxes (5)				(34)
Net income available to common stockholders	\$	1,743	\$	2,176
Common stock and common stock equivalent shares outstanding, assuming full dilution		25,442	_	25,683
Net income per common share	\$	0.07	\$	0.08
EBITDA (6)	<u>\$</u>	33,754	\$	35,022

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS Unaudited (In thousands)

		April 30, 2008		July 31, 2008
ASSETS		,		,
CURRENT ASSETS:				
Cash and cash equivalents	\$	2,814	\$	2,785
Restricted cash		95		95
Accounts receivable - trade, net of allowance for doubtful accounts		62,233		70,848
Other current assets		30,343		36,234
Total current assets		95,485		109,962
Property, plant and equipment, net of accumulated depreciation		488,028		494,255
Goodwill		179,716		179,734
Intangible assets, net		2,608		2,509
Restricted cash		13,563		13,608
Investments in unconsolidated entities		44,617		43,868
Other non-current assets		12.070		11,453
Other non-eurone assets		12,070		11,433
Total assets	\$	836,087	\$	855,389
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Current maturities of long-term debt	\$	2,758	\$	1,777
Accounts payable	Φ	51,731	φ	54,858
Other accrued liabilities		58,335		56,446
Total current liabilities		112,824		113,081
		550.005		561 505
Long-term debt, less current maturities		559,227		561,787
Financing lease obligations				3,963
Other long-term liabilities		39,354		47,659
Stockholders' equity		124,682		128,899
Total liabilities and stockholders' equity	\$	836,087	\$	855,389

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS Unaudited

·	maudited
(In	thousands

	Three Months Ended		ded		
	July 31, 2007			July 31, 2008	
Cash Flows from Operating Activities:		2007		2000	
Net income	\$	1,743	\$	2,176	
Loss from discontinued operations, net		604		11	
Loss on disposal of discontinued operations, net		_		34	
Adjustments to reconcile net income to net cash provided by operating activities - Gain on sale of equipment		(241)		(284)	
Depreciation and amortization		19,908		19,470	
Depletion of landfill operating lease obligations		1,857		1,723	
Income from assets under contractual obligation		(738)		(89)	
Preferred stock dividend		925		_	
Amortization of premium on senior notes		(151)		(164)	
Maine Energy settlement		(2,142)		_	
Loss from equity method investments		2,151		1,129	
Stock-based compensation		216		389	
Excess tax benefit on the exercise of stock options		_		(31)	
Deferred income taxes		856		2,435	
Changes in assets and liabilities, net of effects of acquisitions and divestitures		(4,756)		(7,012)	
		17,885		17,566	
Net Cash Provided by Operating Activities		20,232		19,787	
Cash Flows from Investing Activities:					
Acquisitions, net of cash acquired		(10)		(70)	
Additions to property, plant and equipment - growth		(6,630)		(4,723)	
- maintenance		(15,718)		(17,705)	
Payments on landfill operating lease contracts		(474)		(452)	
Proceeds from divestitures		_		670	
Other		1,534		637	
Net Cash Used In Investing Activities		(21,298)		(21,643)	
Cash Flows from Financing Activities:					
Proceeds from long-term borrowings		112,075		22,700	
Principal payments on long-term debt		(118,321)		(21,447)	
Proceeds from exercise of stock options		165		496	
Excess tax benefit on the exercise of stock options				31	
Net Cash Provided by (Used in) Financing Activities		(6,081)		1,780	
Cash Provided by (Used in) Discontinued Operations		(838)		47	
Net decrease in cash and cash equivalents	·	(7,985)		(29)	
Cash and cash equivalents, beginning of period		12,363		2,814	
Cash and cash equivalents, end of period	\$	4,378	\$	2,785	

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Unaudited (In thousands)

- Note 1: During the second quarter of fiscal year 2008, the Company began recording income from assets under contractual obligations as a component of cost of operations where previously this income had been recorded as other income. This resulted in income reclassified amounting to \$738 for the three months ended July 31, 2007.
- Note 2: The Company's Series A redeemable, convertible preferred stock ("Series A preferred") contained a mandatory redemption provision effective August 11, 2007. As the Company did not anticipate that the Series A preferred would be converted to Class A Common Stock by the redemption date, the Company reflected the redemption value of the Series A preferred as a current liability at July 31, 2007. Consistent with this presentation, the Company recorded the Series A preferred dividend as interest expense in the three months ended July 31, 2007. The Series A preferred was redeemed effective August 11, 2007 at an aggregate redemption price of \$75,057.
- Note 3: The Company divested its Buffalo, N.Y. transfer station, hauling operation and related equipment during the quarter ended October 31, 2007. The transaction required discontinued operations treatment under SFAS No. 144, therefore the operating results of these operations have been reclassified from continuing to discontinued operations for the three months ended July 31, 2007. For the three months ended July 31, 2007, the Company recorded a loss from discontinued operations (net of tax) of (\$538).
- Note 4: The Company terminated its operation of MTS Environmental, a soils processing operation in the quarter ended April 30, 2008. The transaction required discontinued operations treatment under SFAS No. 144, therefore the operating results of this operation have been reclassified from continuing to discontinued operations for the three months ended July 31, 2007. For the three months ended July 31, 2007, the Company recorded a loss from discontinued operations (net of tax) of (\$171).
- Note 5: The Company divested its FCR Greenville operation in the quarter ended July 31, 2008. The transaction required discontinued operations treatment under SFAS No. 144, therefore the operating results of this operation have been reclassified from continuing to discontinued operations for the three months ended July 31, 2007. For the three months ended July 31, 2007 and 2008, the Company recorded a gain /(loss) from discontinued operations (net of tax) of \$105 and (\$11), respectively. For the three months ended July 31, 2008, the company recorded a loss on disposal of discontinued operations (net of tax) of (\$34).
- Note 6: Return on Net Assets, (RONA), is defined as twelve months of operating income (excluding all unusual or non-recurring items) divided by the average for the five quarter-ends, commencing on the day preceding such twelve-month period, of the sum of working capital (net of cash) plus the net book value of property, plant and equipment plus goodwill and net intangible assets.

Note 7: Non - GAAP Financial Measures

In addition to disclosing financial results prepared in accordance with Generally Accepted Accounting Principles (GAAP), we also disclose earnings before interest, taxes, depreciation and amortization, (EBITDA) and free cash flow, which are non-GAAP measures.

These measures are provided because we understand that certain investors use this information when analyzing the financial position of the solid waste industry, including us. Historically, these measures have been key in comparing operating efficiency of publicly traded companies within the industry, and assist investors in measuring our ability to meet capital expenditures, payments on landfill operating lease contracts and working capital requirements. For these reasons, we utilize these non-GAAP metrics to measure our performance at all levels. EBITDA and free cash flow are not intended to replace "Net cash provided by operating activities", which is the most comparable GAAP financial measure. Moreover, these measures do not necessarily indicate whether cash flow will be sufficient for such items as working capital, payments on landfill operating lease contracts or capital expenditures, or to react to changes in our industry or to the economy generally. Because these measures are not calculated by all companies in the same fashion, they may not be comparable to similarly titled measures reported by other companies.

Following is a reconciliation of EBITDA to Net Cash Provided by Operating Activities:

	Three Months Ended	
	July 31, 2007	
Net Cash Provided by Operating Activities	\$ 20,232	\$ 19,787
Changes in assets and liabilities, net of effects of acquisitions and divestitures	4,756	7,012
Deferred income taxes	(856)	(2,435)
Stock-based compensation	(216)	(389)
Excess tax benefit on the exercise of stock options	_	31
Provision for income taxes	1,130	2,317
Interest expense, net	10,615	9,973
Preferred stock dividend	(925)	_
Amortization of premium on senior notes	151	164
Depletion of landfill operating lease obligations	(1,857)	(1,723)
Income from assets under contractual obligation	738	89
Gain on sale of equipment	241	284
Other income, net	(255)	(88)
EBITDA	\$ 33,754	\$ 35,022

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES Unaudited (In thousands)

Following is a reconciliation of Free Cash Flow to Net Cash Provided by Operating Activities:

		Three Months Ended			
		 July 31, 2007		July 31, 2008	
EBITDA		\$ 33,754	\$ 35,02	22	
Add (deduct):	Cash interest	(4,683)	(5,84	15)	
	Capital expenditures	(22,348)	(22,42	28)	
	Cash taxes	(311)	(24	15)	
	Depletion of landfill operating lease obligations	1,857	1,72	23	
	Change in working capital, adjusted for non-cash items	 (7,433)	(9,97	<u>'7</u>)	
FREE CASH FI	LOW	836	(1,75	50)	
Add (deduct):	Capital expenditures	22,348	22,42	28	
	Other	 (2,952)	(89	11)	
Net Cash Provid	led by Operating Activities	\$ 20,232	\$ 19,78	17	

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES SUPPLEMENTAL DATA TABLES

(Unaudited) (In thousands)

Amounts of the Company's total revenues attributable to services provided are as follows:

	Three Months Ended July 31,			
	 2007		2008	
Collection	\$ 69,155	\$	71,327	
Landfill / disposal facilities	29,202		29,044	
Transfer	7,346		9,203	
Recycling	42,823		48,330	
Total revenues	\$ 148,526	\$	157,904	

Components of revenue growth for the three months ended July 31, 2008 compared to the three months ended July 31, 2007:

		Percentage
Solid Waste Operations (1)	Price	2.8%
	Volume	-1.5%
	Commodity price and volume	0.9%
Total growth - Solid Waste Operation	ons	2.2%
FCR Operations (1)	Price	12.0%
	Volume	8.3%
Total growth - FCR Operations		20.3%
Rollover effect of acquisitions (2)		0.7%
Total revenue growth (2)		6.3%

⁽¹⁾⁻ Calculated as a percentage of segment revenues.

Solid Waste Internalization Rates by Region:

	Three Months Ended July 31,		
	2007 (1)	2008	
North Eastern region	55.8%	64.3%	
South Eastern region	20.3%	34.5%	
Central region	75.2%	80.4%	
Western region	61.0%	61.8%	
Solid Waste internalization	55.6%	61.9%	

(1) Internalization rates for the three months ended July 31, 2007 have been revised to exclude the activity associated with Buffalo Hauling and Transfer as well as MTS Environmental. The Company divested the Buffalo operations during the quarter ended October 31, 2007. The Company terminated operations at MTS Environmental during the quarter ended April 30, 2008. The South Eastern region prior year amounts have also been revised.

⁽²⁾⁻ Calculated as a percentage of total revenues.

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES SUPPLEMENTAL DATA TABLES

(Unaudited) (In thousands)

US GreenFiber Financial Statistics (as reported):

	Three Months Ended July 31,			
		2007		2008
Revenues	\$	33,499	\$	30,233
Net loss		(3,593)		(2,258)
Cash flow from operations		2,149		2,678
Net working capital changes		2,898		2,002
EBITDA	\$	(749)	\$	676
As a percentage of revenue:				
Net loss		-10.7%		-7.5%
EBITDA		-2.2%		2.2%

Components of Growth versus Maintenance Capital Expenditures (1):

	Three Months Ended July 31,					
	 2007	2008				
Growth Capital Expenditures:						
Landfill Development	\$ 5,124	\$	3,819			
MRF Equipment Upgrades	134		454			
Other	1,372		450			
Total Growth Capital Expenditures	6,630		4,723			
Maintenance Capital Expenditures:						
Vehicles, Machinery / Equipment and						
Containers	4,666		5,307			
Landfill Construction & Equipment	9,356		11,453			
Facilities	1,313		754			
Other	383		191			
Total Maintenance Capital Expenditures	15,718		17,705			
Total Capital Expenditures	\$ 22,348	\$	22,428			

(1) The Company's capital expenditures are broadly defined as pertaining to either growth or maintenance activities. Growth capital expenditures are defined as costs related to development of new airspace, permit expansions, new recycling contracts along with incremental costs of equipment and infrastructure added to further such activities. Growth capital expenditures include the cost of equipment added directly as a result of new business as well as expenditures associated with increasing infrastructure to increase throughput at transfer stations and recycling facilities. Growth capital expenditures also include those outlays associated with acquiring landfill operating leases, which do not meet the operating lease payment definition, but which were included as a commitment in the successful bid. Maintenance capital expenditures are defined as landfill cell construction costs not related to expansion airspace, costs for normal permit renewals and replacement costs for equipment due to age or obsolescence.

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES SUPPLEMENTAL DATA TABLES

(Unaudited)

(In thousands, except for per share data)

The Company is providing below the quarterly Consolidated Statements of Operations for fiscal year 2008 reflecting reclassified amounts associated with income from assets under contractual obligations as well as discontinued operations (see Notes to Consolidated Financial Statements).

	Three Months Ended							
	July 31, 2007		October 31, 2007		January 31, 2008		April 30, 2008	
Revenues	\$	148,526	\$	150,483	\$	140,879	\$	139,628
Operating expenses:								
Cost of operations		96,903		95,621		96,156		94,329
General and administration		17,869		18,898		18,285		19.132
Depreciation and amortization		19,908		20,136		19,026		18,699
Hardwick impairment and closing charge		_		_		_		1,400
Development project charges		_		_		_		534
		134,680		134,655		133,467		134,094
Operating income		13,846		15,828		7,412		5,534
0.1								
Other expense/(income), net:		10.615		10,785		10.449		9,658
Interest expense, net Loss from equity method investments		2,151		1.487		10,448 907		1,532
Other (income) loss		, -		,				/
Other (income) loss		(2,397)		12,307		(56) 11.299		(273) 10,917
		10,309	_	12,307	_	11,299		10,917
(Loss) income from continuing operations before income taxes and								
discontinued operations		3,477		3,521		(3,887)		(5,383)
Provision (benefit) for income taxes		1,130		(416)		576		456
Trovision (benefit) for income taxes		1,130		(410)		370		430
(Loss) income from continuing operations before discontinued operations		2,347		3,937		(4,463)		(5,839)
•								
Discontinued Operations:								
Loss from discontinued operations, net of income taxes		(604)		(670)		(141)		(289)
Loss on disposal of discontinued operations, net of income taxes				(437)				(1,675)
Net (loss) income available to common stockholders	•	1,743	\$	2,830	\$	(4,604)	\$	(7,803)
1000 meonic available to common stockholders	Φ	1,/43	Ψ	2,630	Ψ	(4,004)	Ψ	(7,803)
Common stock and common stock equivalent shares outstanding, assuming								
full dilution		25,442		25,652		25,415		25,443
		<u> </u>		<u> </u>		<u> </u>		<u> </u>
Net (loss) income per common share	\$	0.07	\$	0.11	\$	(0.18)	\$	(0.31)
EBITDA	\$	33,754	\$	35,964	\$	26,438	\$	26,167