
**UNITED STATES
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): November 19, 2014

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
(IRS 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 (see General Instruction A.2. below):

- 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))
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Item 8.01. Other Events.***Bond Offering***

On November 19, 2014, Casella Waste Systems, Inc. (the “Company”) announced an offering of \$25.0 million aggregate principal amount of New York State Environmental Facilities Corporation solid waste disposal revenue bonds (the “Bonds”). An additional \$15.0 million aggregate principal amount of New York State Environmental Facilities Corporation solid waste disposal revenue bonds may be offered under the same indenture in the future. The Bonds will be guaranteed by certain subsidiaries of Casella (the “Guarantors”). The Bonds are being offered only to qualified institutional buyers as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”).

The Bonds have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and other applicable securities laws.

As of October 31, 2014, assuming the Bonds had been issued on that date and the proceeds of the Bonds, net of estimated transaction costs and approximately \$5.9 million which shall be maintained in the project fund pending disbursement for costs of certain capital projects in the state of New York (the “Project”), had been applied to the repayment of amounts outstanding under the Company’s senior credit facility (the “Senior Credit Facility”) that were used to finance the Project, the Company and the Guarantors would have had approximately \$528.5 million of aggregate outstanding indebtedness (excluding approximately \$27.1 million of outstanding undrawn letters of credit issued under the Senior Credit Facility) under the following debt arrangements: \$126.5 million under the Senior Credit Facility, \$25.0 million principal amount of Finance Authority of Maine solid waste disposal revenue bonds, \$16.0 million principal amount of Vermont Economic Development Authority solid waste disposal revenue bonds, \$11.0 million principal amount of Business Finance Authority of the State of New Hampshire solid waste disposal revenue bonds, \$25.0 million principal amount of Bonds, and \$325.0 million principal amount of 7-3/4% Senior Subordinated Notes due 2019 (the “Senior Subordinated Notes”), and an additional \$73.9 million of unused commitments under the Senior Credit Facility. As of October 31, 2014, the Company had \$3.8 million of additional indebtedness outstanding, including capital leases and seller financing notes. In addition, the terms of the Company’s existing indebtedness permit the Company to incur additional debt.

A copy of the Company’s press release announcing the offering of the Bonds is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference. Neither this Current Report on Form 8-K nor the press release attached hereto as Exhibit 99.1 hereto shall constitute an offer to sell or the solicitation of an offer to buy the Bonds, nor shall there be any sale of the Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of Casella Waste Systems, Inc. dated November 19, 2014

Forward-Looking Statements

Various statements in this Current Report on Form 8-K concerning the Company’s future expectations, plans and prospects, including without limitation, statements regarding the Company’s intention to issue the Bonds, constitute forward-looking statements for the purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, including, without limitation, market conditions and the Company’s ability to consummate the offering of the Bonds, as well as those risks more fully discussed in the “Risk Factors” section of the Company’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on June 27, 2014. In addition, any forward-looking

statements represent the Company's views only as of today and should not be relied upon as representing its views as of any subsequent date. The Company expressly disclaims any obligation to update such statements to reflect change in its expectations whether as a result of new information, future events or otherwise.

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.

Casella Waste Systems, Inc.

Date: November 19, 2014

By: /s/ Edmond R. Coletta

Edmond R. Coletta

Senior Vice President and Chief Financial Officer

Exhibit Index

99.1 Press Release of Casella Waste Systems, Inc. dated November 19, 2014

CASELLA WASTE SYSTEMS, INC. ANNOUNCES NEW YORK STATE ENVIRONMENTAL FACILITIES CORPORATION SOLID WASTE DISPOSAL REVENUE BOND OFFERING

RUTLAND, VERMONT (November 19, 2014) – Casella Waste Systems, Inc. (NASDAQ: CWST), a regional solid waste, recycling and resource management services company, announced today an offering of \$25.0 million aggregate principal amount of New York State Environmental Facilities Corporation (“EFC”) Solid Waste Disposal Revenue Bonds (Casella Waste Systems, Inc. Project) Series 2014 (the “Bonds”), under an indenture between EFC and the bond trustee. An additional \$15.0 million aggregate principal amount of EFC Solid Waste Disposal Revenue Bonds (Casella Waste Systems, Inc. Project) Series 2014 may be offered under the same indenture in the future. The Bonds will be guaranteed by certain subsidiaries of Casella, pursuant to the terms of the indenture. The exact terms and timing of the Bonds offering will depend upon market conditions and other factors. The net proceeds of the Bonds will be loaned to Casella to enable it to repay borrowings under its revolving credit facility to finance certain capital projects.

The Bonds are being offered only to qualified institutional buyers as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”).

The Bonds have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and other applicable securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Bonds, nor shall there be any sale of the Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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 Casella “anticipates,” “will,” “intends,” and other similar expressions. Among the forward-looking statements in this press release are statements regarding the offering of the Bonds and Casella’s expectations regarding the use of proceeds of the Bonds. All of these forward-looking statements are based on current expectations and estimates and management’s beliefs and assumptions. Casella cannot guarantee that it will complete the offering on the terms disclosed in the forward-looking statements or at all. Such forward-looking statements involve a number of risks and uncertainties, including, among other things, market conditions and Casella’s ability to consummate the offering of the Bonds. Casella expressly disclaims any obligation to update such statements to reflect change in its expectations whether as a result of new information, future events or otherwise, except as required.

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