

**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): June 6, 2024

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.01 par value per share	CWST	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the 2024 Annual Meeting of Stockholders of Casella Waste Systems, Inc. (the “Company”) held on June 6, 2024 (the “Annual Meeting”), the Company’s stockholders approved the amendment and restatement of the 2016 Incentive Plan (the “2016 Plan” and, as amended and restated, the “Amended and Restated 2016 Plan”), which had previously been adopted by the Company’s Board of Directors (the “Board”) subject to stockholder approval.

The description of the Amended and Restated 2016 Plan contained on pages 84 to 96 of the [Company's definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission \(the "SEC"\) on April 19, 2024](#) (the “Proxy Statement”), is incorporated herein by reference. A complete copy of the Amended and Restated 2016 Plan is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

At the Annual Meeting, the Company’s stockholders voted on the following matters, which are described in detail in the Proxy Statement: (i) to elect three Class III directors, each to serve a term expiring at the 2027 Annual Meeting of Stockholders (“Proposal 1”); (ii) to approve the amendment and restatement of the 2016 Plan (“Proposal 2”); (iii) to approve, in an advisory “say-on-pay” vote, the compensation of the Company’s named executive officers (“Proposal 3”); and (iv) to ratify the appointment of RSM US LLP as the Company’s independent auditors for the fiscal year ending December 31, 2024 (“Proposal 4”). At the Annual Meeting, the stockholders of the Company elected the nominees of the Board, John W. Casella, William P. Hulligan and Rose Stuckey Kirk, as Class III directors and approved Proposal 2, Proposal 3 and Proposal 4. At the Annual Meeting, the holders of shares of the Company’s Class A common stock and Class B common stock representing 64,866,723 votes were represented in person or by proxy, constituting a quorum.

Set forth below are the final voting totals for the proposals acted upon at the Annual Meeting:

Proposal 1: The following nominees were elected to the Board as Class III directors, each to serve for a term expiring at the 2027 Annual Meeting of Stockholders.

Nominee	Votes For	Votes Withheld	Broker Non-Votes
John W. Casella	61,160,561	2,158,070	1,548,092
William P. Hulligan	57,545,817	5,772,814	1,548,092
Rose Stuckey Kirk	41,548,189	21,770,442	1,548,092

The terms of the following directors continued after the Annual Meeting: Michael K. Burke, Douglas R. Casella, Gary Sova, Michael L. Battles, Joseph G. Doody and Emily Nagle Green.

Proposal 2: The amendment and restatement of the Casella Waste Systems, Inc. 2016 Incentive Plan was approved.

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
61,696,389	1,500,023	122,219	1,548,092

Proposal 3: An advisory “say-on-pay” vote on the compensation of the Company’s named executive officers was approved.

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
61,734,082	1,452,951	131,598	1,548,092

Proposal 4: The appointment of RSM US LLP, an independent registered public accounting firm, as the Company’s independent auditors for the fiscal year ending December 31, 2024 was ratified.

Votes For	Votes Against	Votes Abstaining
64,042,515	710,511	113,697

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
99.1	Amended and Restated 2016 Incentive Plan (incorporated herein by reference to Appendix A to the Company's Proxy Statement as filed with the SEC on April 19, 2024 (File No. 000-23211))
101.SCH	Inline XBRL Taxonomy Extension Schema Document.**
101.LAB	Inline XBRL Taxonomy Label Linkbase Document.**
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document.**
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101).
**	Submitted Electronically Herewith.

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: June 10, 2024

By: /s/ Bradford J. Helgeson
Bradford J. Helgeson
Executive Vice President and Chief Financial Officer