

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Casella Waste Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware

03-0338873

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

25 Greens Hill Lane, Rutland, Vermont 05701

(Address of principal executive offices) (Zip Code)

1997 Employee Stock Purchase Plan

(Full title of the plan)

John W. Casella  
President, Chief Executive Officer and Chairman  
Casella Waste Systems, Inc.  
25 Greens Hill Lane  
Rutland, Vermont 05701

(Name and address of agent for service)

(802) 775-0325

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, \$.01 par value	300,000 shares	\$22.25 (1)	\$6,675,000.00(1)	\$2,022.72 (2)

(1) Estimated solely for the purpose of calculating the registration

fee, and based on the average of the high and low prices as reported by Nasdaq on November 11, 1997, in accordance with Securities Act Rule 457(c) and (h) of the Securities Act of 1933, as amended (the "Securities Act").

(2) Previously paid.

#### EXPLANATORY NOTE

This Amendment No. 2 to the Registration Statement is being filed to include an additional paragraph under Item 6 and to amend and restate the Exhibit Index and file an Exhibit hereto.

Item 6. Indemnification of Directors and Officers.  
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Section 145 of the General Corporation Law of Delaware provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the corporation in related capacities against amounts paid and expenses incurred in connection with an action or proceeding to which he is or is threatened to be made a party by reason of such position, if such person shall have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal proceeding, if such person had no reasonable cause to believe his conduct was unlawful; provided that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the adjudicating court determines that such indemnification is proper under the circumstances.

-2-

#### SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Rutland, Vermont on the 2nd day of December, 1998.

Casella Waste Systems, Inc.

By: /s/ John W. Casella  
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John W. Casella  
President, Chief Executive Officer,  
Chairman of the Board of Directors  
and Secretary

-3-

WITNESS our hands and common seal on the date set forth below.

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities indicated as of December 2, 1998.

Signature	Title
/s/ John W. Casella ----- John W. Casella	President, Chief Executive Officer, Chairman of the Board of Directors and Secretary (Principal Executive Officer)
/s/ Douglas R. Casella* ----- Douglas R. Casella	Vice Chairman of the Board of Directors
/s/ James W. Bohlig* ----- James W. Bohlig	Senior Vice President, Chief Operating Officer and Director
/s/ Jerry S. Cifor* ----- Jerry S. Cifor	Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
/s/ John F. Chapple III* ----- John F. Chapple III	Director
/s/ Michael F. Cronin* ----- Michael F. Cronin	Director
/s/ Gregory B. Peters* ----- Gregory B. Peters	Director

\* By: /s/ John W. Casella  
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John W. Casella  
Attorney-in-Fact

-4-

Exhibit Index  
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Exhibit Number	
4.1(1)	Second Amended and Restated Certificate of Incorporation of the Registrant
4.2(1)	Second Amended and Restated By-laws of the Registrant
4.3(1)	Specimen Stock Certificate of Common Stock of the Registrant
5.1(2)	Opinion of Hale and Dorr LLP, counsel to the Registrant

- 23.1(2) Consent of Hale and Dorr LLP (included in Exhibit 5.1)
- 23.2 Consent of Arthur Andersen LLP, independent accountants
- 24.1(2) Power of Attorney (included in the signature pages of this Registration Statement)

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- (1) Previously filed with the Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-33135), and incorporated herein by reference.
- (2) Previously filed.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated October 8, 1997 included in Casella Waste Systems, Inc.'s Form S-1 (File No. 333-33135) and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

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Arthur Andersen LLP

Boston, Massachusetts  
November 14, 1997