

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 4)¹

Casella Waste Systems, Inc.
(Name of Issuer)

Class A Common Stock, \$0.01 par value per share
(Title of Class of Securities)

147448104
(CUSIP Number)

JAMES C. PAPPAS
JCP INVESTMENT MANAGEMENT, LLC
1177 West Loop South, Suite 1650
Houston, TX 77027
(713) 333-5540

STEVE WOLOSKY, ESQ.
OLSHAN FROME WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 9, 2015
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

| | | |
|--|--|-------------------------------------|
| 1 | NAME OF REPORTING PERSON JCP Investment Partnership, LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 1,571,819 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 1,571,819 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,571,819 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.9% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|--|--|-----------------------------------|
| 1 | NAME OF REPORTING PERSON JCP Single-Asset Partnership, LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 775,404 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 775,404 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 775,404 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.9% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|--|--|-------------------------------------|
| 1 | NAME OF REPORTING PERSON JCP Investment Partners, LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS AF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,347,223 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 2,347,223 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,347,223 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|--|--|-------------------------------------|
| 1 | NAME OF REPORTING PERSON JCP Investment Holdings, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS AF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,347,223 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 2,347,223 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,347,223 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9% | |
| 14 | TYPE OF REPORTING PERSON OO | |

| | | |
|--|--|-------------------------------------|
| 1 | NAME OF REPORTING PERSON JCP Investment Management, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS AF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,347,223 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 2,347,223 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,347,223 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9% | |
| 14 | TYPE OF REPORTING PERSON OO | |

| | | |
|--|--|-------------------------------------|
| 1 | NAME OF REPORTING PERSON James C. Pappas | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS AF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,347,223 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 2,347,223 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,347,223 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9% | |
| 14 | TYPE OF REPORTING PERSON IN | |

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned (“Amendment No. 4”). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The securities of the Issuer purchased by JCP Partnership and JCP Single-Asset were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 1,559,319 Shares owned directly by JCP Partnership is approximately \$7,848,960, excluding brokerage commissions. The aggregate purchase price of certain call options exercisable into 12,500 Shares beneficially owned by JCP Partnership is approximately \$12,500, excluding brokerage commissions. The aggregate purchase price of the 762,904 Shares owned directly by JCP Single-Asset is approximately \$4,192,897, excluding brokerage commissions. The aggregate purchase price of certain call options exercisable into 12,500 Shares beneficially owned by JCP Single-Asset is approximately \$12,500, excluding brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On November 9, 2015, JCP Management (together with its affiliates, “JCP”) issued a press release discussing the preliminary voting results for the Issuer’s 2015 Annual Meeting at the time of JCP’s withdrawal of director nominees, and disclosing JCP’s increased ownership position in the Issuer. Despite the Issuer’s (i) addition of two new independent directors replacing long-tenured incumbents, (ii) replacement of its Lead Director, (iii) adoption of numerous corporate governance improvements and (iv) release of 2018 EBITDA guidance, all following JCP’s activist involvement, JCP finds it quite telling that nearly 1/3 of all Class A shares voted were voted against the Issuer’s nominees at the time of its withdrawal. As such, JCP encouraged the Issuer’s Board of Directors (the “Board”) to actively engage with shareholders to understand the changes shareholders are most interested in, such as the declassification of the Board. JCP reiterated that it intends to closely monitor the Board’s progress and is prepared to hold the Board accountable for its aggressive projections through 2018 and will do whatever is necessary to protect shareholder rights and maximize value for all shareholders. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 39,978,784 Shares outstanding as of October 15, 2015, which is the total number of Shares outstanding as reported in the Issuer’s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on October 23, 2015.

A. JCP Partnership

- (a) As of the close of business on the date hereof, JCP Partnership beneficially owned 1,571,819 Shares, including 12,500 Shares underlying certain call options exercisable within 60 days of the date hereof.

Percentage: Approximately 3.9%

- (b)
 - 1. Sole power to vote or direct vote: 1,571,819
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 1,571,819
 - 4. Shared power to dispose or direct the disposition: 0
- (c) JCP Partnership has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D.

B. JCP Single-Asset

- (a) As of the close of business on the date hereof, JCP Single-Asset beneficially owned 775,404 Shares, including 12,500 Shares underlying certain call options exercisable within 60 days of the date hereof.

Percentage: Approximately 1.9%
- (b)
 - 1. Sole power to vote or direct vote: 775,404
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 775,404
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by JCP Single-Asset since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

C. JCP Partners

- (a) JCP Partners, as the general partner of each of JCP Partnership and JCP Single-Asset, may be deemed the beneficial owner of the (i) 1,571,819 Shares owned by JCP Partnership and (ii) 775,404 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.9%
- (b)
 - 1. Sole power to vote or direct vote: 2,347,223
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,347,223
 - 4. Shared power to dispose or direct the disposition: 0
- (c) JCP Partners has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D. The transactions in the Shares on behalf of JCP Single-Asset since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

D. JCP Holdings

- (a) JCP Holdings, as the general partner of JCP Partners, may be deemed the beneficial owner of the (i) 1,571,819 Shares owned by JCP Partnership and (ii) 775,404 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.9%

- (b)
 - 1. Sole power to vote or direct vote: 2,347,223
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,347,223
 - 4. Shared power to dispose or direct the disposition: 0
- (c) JCP Holdings has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D. The transactions in the Shares on behalf of JCP Single-Asset since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

E. JCP Management

- (a) JCP Management, as the investment manager of each of JCP Partnership and JCP Single-Asset, may be deemed the beneficial owner of the (i) 1,571,819 Shares owned by JCP Partnership and (ii) 775,404 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.9%
- (b)
 - 1. Sole power to vote or direct vote: 2,347,223
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,347,223
 - 4. Shared power to dispose or direct the disposition: 0
- (c) JCP Management has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D. The transactions in the Shares on behalf of JCP Single-Asset since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

F. Mr. Pappas

- (a) Mr. Pappas, as the managing member of JCP Management and sole member of JCP Holdings, may be deemed the beneficial owner of the (i) 1,571,819 Shares owned by JCP Partnership and (ii) 775,404 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.9%
- (b)
 - 1. Sole power to vote or direct vote: 2,347,223
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,347,223
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Mr. Pappas has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D. The transactions in the Shares on behalf of JCP Single-Asset since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

The Reporting Persons, as members of a “group” for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Press Release, dated November 9, 2015.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 12, 2015

JCP Investment Partnership, LP

By: JCP Investment Management, LLC
Investment Manager

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Managing Member

JCP Single-Asset Partnership, LP

By: JCP Investment Management, LLC
Investment Manager

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Managing Member

JCP Investment Partners, LP

By: JCP Investment Holdings, LLC
General Partner

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Sole Member

JCP Investment Holdings, LLC

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Sole Member

JCP Investment Management, LLC

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Managing Member

/s/ James C. Pappas
James C. Pappas

CUSIP NO. 147448104

SCHEDULE A

Transactions in the Shares Since the Filing of Amendment No. 3 to the Schedule 13D

| Shares of Class A Common <u>Stock Purchased/(Sold)</u> | Price Per <u>Share(\$)</u> | Date of <u>Purchase/Sale</u> |
|---|---------------------------------------|---|
|---|---------------------------------------|---|

JCP SINGLE-ASSET PARTNERSHIP, LP

| | | |
|--------|--------|------------|
| 16,700 | 6.1139 | 11/06/2015 |
| 53 | 6.0400 | 11/10/2015 |
| 3,800 | 6.2358 | 11/11/2015 |

JCP COMMENTS ON CASELLA'S PRELIMINARY VOTING RESULTS AND DISCLOSES INCREASED OWNERSHIP STAKE

HOUSTON, TX - November 9, 2015 - JCP Investment Management, LLC (together with its affiliates, "JCP"), the beneficial owner of approximately 5.9% of the outstanding Class A shares of Casella Waste Systems, Inc. (NASDAQ: CWST) ("Casella" or the "Company"), issued the following statement regarding the preliminary voting results for Casella's 2015 Annual Meeting.

Unaudited preliminary results reported by Broadridge Financial Solutions, Inc. as of November 3, 2015 (the day immediately prior to JCP's withdrawal of director nominees) indicate that approximately 30.2% of all Class A votes cast were in favor of the election of JCP's nominees at Casella's 2015 Annual Meeting.

Despite, as more fully recounted below, the Company's (i) addition of two new independent directors replacing long-tenured incumbents, (ii) replacement of its Lead Director, (iii) adoption of numerous corporate governance improvements and (iv) release of 2018 EBITDA guidance, all following JCP's activist involvement, we find it quite telling that nearly 1/3 of all Class A shares voted went against the Company's nominees at the time of our withdrawal. From this, it is evident to us that many shareholders remain unsatisfied, and we hope that the Board understands that there remains room for improvement.

Accordingly, we encourage the Board to actively engage with shareholders to understand the changes shareholders are most interested in, such as the declassification of the Board.

As one of Casella's 5 largest shareholders, with ownership of approximately 5.9% of the Class A shares, we are HUGELY excited about what we have achieved so far, but believe there is more corporate governance change to come. Since the public announcement of our campaign on April 28, 2015, Casella has made the following positive changes:

- July 7, 2015 – John Chapple stepped down as a director from the class of directors with terms ending at the 2015 Annual Meeting (the "2015 Class") having been on the board since 1994; Jim O'Connor, a new independent director, joined the Board in the resulting vacancy in the 2015 Class.
 - September 1, 2015 – Jim McManus stepped down as director in the 2015 Class having been on the board since 2005; Bill Hulligan, new independent director, joined the Board in the resulting vacancy in the 2015 Class.
 - September 1, 2015 – Casella adopted a number of corporate governance changes including the following:
 - o Adoption of majority vote resignation policy for only uncontested elections, but not for contested elections;
 - o Adoption of stock ownership guidelines for executives;
 - o Adoption of policy restricting hedging and pledging activities
-

- September 2015 – Casella released earnings guidance for 2018, including:
 - Commitment to an EBITDA guidance
 - Commitment to a Free Cash Flow guidance
 - Commitment to decrease leverage
- October 19, 2015 – Greg Peters stepped down as Lead Director; recent addition to the Board, Jim O’Connor, appointed Lead Director

JCP intends to closely monitor the Board’s progress and is prepared to hold the Board accountable for its aggressive projections through 2018, which are similar to what the Company previously failed to achieve when issuing similar projections in 2010. It is our hope that the Board is serious about achieving these projections and that they do not represent a hollow promise to win a stockholder vote.

JCP stands ready to do whatever is necessary to protect shareholder rights and maximize value for all shareholders.

About JCP Investment Management:

JCP Investment Management, LLC is an investment firm headquartered in Houston, TX that engages in value-based investing across the capital structure. JCP follows an opportunistic approach to investing across different equity, credit and distressed securities largely in North America.