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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 1, 2023**

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

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**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)

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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.

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## Item 8.01 Other Events.

On August 1, 2023, Casella Waste Systems, Inc. (the “Company”) announced an offering of up to \$35.0 million aggregate principal amount of New York State Environmental Facilities Corporation (the “Issuer”) Solid Waste Disposal Revenue Bonds (Casella Waste Systems, Inc. Project) Series 2020R-2 (the “Bonds”) under an indenture between the Issuer and the bond trustee, dated as of September 1, 2020 (the “Indenture”). The Bonds represent the drawdown (which would no longer be available to the Company if not occurring by September 2, 2023) of the remainder of the New York State Environmental Facilities Corporation Solid Waste Disposal Revenue Bonds Series 2020, the initial proceeds of which, in the amount of \$40.0 million, were issued in September 2020. The Bonds will be guaranteed under an amended and restated guaranty (the “Guaranty”) by substantially all of the Company’s subsidiaries (the “Guarantors”), as required by the terms of the Loan Agreement, dated as of September 1, 2020, between the Issuer and the Company (the “Loan Agreement”), pursuant to which the Issuer will loan the proceeds of the Bonds to the Company. The Company intends to use the net proceeds of the Bonds to finance and/or reimburse the Company for certain costs of certain capital projects in the State of New York.

The exact terms and timing of the offering of the Bonds will depend upon market conditions and other factors. There can be no assurance that all approvals with respect to the Bonds will be received, that all other conditions to the issuance of the Bonds will be satisfied or that the offering will be completed.

The Bonds will not be a general obligation of the Issuer and will not constitute indebtedness of or a charge against the general credit of the Issuer. The Bonds will not be a debt of the State of New York and will be payable solely from amounts received from the Company under the terms of the Loan Agreement and from the Guarantors under the Guaranty.

Pursuant to the announced offering, the Bonds will be offered only to qualified institutional buyers as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”).

The Bonds 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.

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 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.

### EXHIBIT INDEX

Exhibit No.	Exhibit Description
<a href="#">99.1</a>	Press Release of Casella Waste Systems, Inc. dated August 1, 2023, relating to the offering of the Bonds.
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.

## Forward-Looking Statements

Certain matters discussed in this Current Report on Form 8-K, including, among others, the offering of the Bonds and the Company’s expectations regarding the use of proceeds of the Bonds, 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 “believe,” “expect,” “anticipate,” “plan,” “may,” “will,” “would,” “intend,” “estimate,” “guidance” 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 the Company operates and management’s beliefs and assumptions. The

Company cannot guarantee that it actually will achieve the plans, intentions, expectations or guidance disclosed in the forward-looking statements made. Such forward-looking statements involve a number of risks and uncertainties, any one or more of which could cause actual results to differ materially from those described in the Company's forward-looking statements. Such risks and uncertainties include or relate to, among other things: market conditions and the Company's ability to consummate the offering of the Bonds, as well as additional risks and uncertainties detailed in Item 1A, "Risk Factors" in the Company's Form 10-K for the fiscal year ended December 31, 2022 and in other filings that Casella periodically makes with the Securities and Exchange Commission. There can be no assurance that the Company will be able to complete the offering of the Bonds on the anticipated terms, or at all. The Company undertakes no obligation to update publicly any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

#### **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: August 1, 2023

By: /s/ Edmond R. Coletta  
Edmond R. Coletta  
President and Chief Financial Officer

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

August 1, 2023

RUTLAND, Vermont, August 1, 2023 -- Casella Waste Systems, Inc. ("Casella") (NASDAQ: CWST), a regional solid waste, recycling and resource management services company, today announced an offering of up to \$35.0 million aggregate principal amount of New York State Environmental Facilities Corporation (the "Issuer") Solid Waste Disposal Revenue Bonds (Casella Waste Systems, Inc. Project) Series 2020R-2 (the "Bonds") under an indenture between the Issuer and the bond trustee, dated as of September 1, 2020 (the "Indenture"). The Bonds represent the drawdown (which would no longer be available to the Company if not occurring by September 2, 2023) of the remainder of the New York State Environmental Facilities Corporation Solid Waste Disposal Revenue Bonds Series 2020, the initial proceeds of which, in the amount of \$40.0 million, were issued in September 2020. The Bonds will be guaranteed under an amended and restated guaranty (the "Guaranty") by all or substantially all of Casella's subsidiaries (the "Guarantors"), as required by the terms of the loan agreement, dated as of September 1, 2020, between the Issuer and Casella (the "Loan Agreement"), pursuant to which the Issuer will loan the proceeds of the Bonds to Casella. Casella intends to use the net proceeds of the Bonds to finance and/or reimburse Casella for certain costs of certain capital projects in the State of New York.

The exact terms and timing of the offering of the Bonds will depend upon market conditions and other factors. There can be no assurance that all approvals with respect to the Bonds will be received, that all other conditions to the issuance of the Bonds will be satisfied or that the offering will be completed.

The Bonds will not be a general obligation of the Issuer and will not constitute indebtedness of or a charge against the general credit of the Issuer. The Bonds will not be a debt of the State of New York and will be payable solely from amounts received from Casella under the terms of the Loan Agreement and from the Guarantors under the Guaranty.

Pursuant to the announced offering, the Bonds will be offered only to qualified institutional buyers as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act").

The Bonds 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, including, among others, the offering of the Bonds and Casella's expectations regarding the use of proceeds of the Bonds, 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 "believe," "expect," "anticipate," "plan," "may," "will," "would," "intend," "estimate," "guidance" 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 Casella operates and management's beliefs and assumptions. Casella cannot guarantee that it actually will achieve the plans, intentions, expectations or guidance disclosed in the forward-looking statements made. Such forward-looking statements involve a number of risks and uncertainties, any one or more of which could cause actual results to differ materially from those described in Casella's forward-looking statements. Such risks and uncertainties include or relate to, among other things: market conditions and Casella's ability to consummate the offering of the Bonds, as well as additional risks and uncertainties detailed in Item 1A, "Risk Factors" in Casella's Form 10-K for the fiscal year ended December 31, 2022 and in other filings that Casella periodically makes with the Securities and Exchange Commission. There can be no assurance that Casella will be able to complete the offering of the Bonds on the anticipated terms, or at all. Casella undertakes no obligation to update publicly any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

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