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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**CASELLA WASTE SYSTEMS, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**03-0338873**  
(I.R.S. Employer  
Identification No.)

**25 Greens Hill Lane, Rutland, Vermont**  
(Address of Principal Executive Offices)

**05701**  
(Zip Code)

**Amended and Restated 1997 Employee Stock Purchase Plan**  
(Full Title of the Plan)

**John W. Casella**  
**Chief Executive Officer**  
**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)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Class A Common Stock, \$0.01 par value per share	300,000 shares (2)	\$4.03 (3)	\$1,209,000 (3)	\$141

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 300,000 shares issuable under the Amended and Restated 1997 Employee Stock Purchase Plan pursuant to the terms of such plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of the average of the high and low prices of the Registrant's Class A Common Stock as reported on the NASDAQ Global Select Market on October 27, 2014.

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**STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement on Form S-8 incorporates by reference the contents of the following Registration Statements on Form S-8 relating to the Registrant's Amended and Restated 1997 Employee Stock Purchase Plan:

- (1) File No. 333-40267, filed by the Registrant with the Securities and Exchange Commission on November 14, 1997;
- (2) File No. 333-92735, filed by the Registrant with the Securities and Exchange Commission on December 14, 1999; and
- (3) File No. 333-175010, filed by the Registrant with the Securities and Exchange Commission on June 20, 2011.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Rutland, state of Vermont, on this 29<sup>th</sup> day of October, 2014.

**CASELLA WASTE SYSTEMS, INC.**

By: /s/ John W. Casella

John W. Casella  
Chairman of the Board of Directors and  
Chief Executive Officer

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**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Casella Waste Systems, Inc., hereby severally constitute and appoint John W. Casella and Edmond R. Coletta, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Casella Waste Systems, Inc. to comply with the provisions of the Securities Act of 1933, as amended (the "Securities Act"), and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John W. Casella</u> John W. Casella	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	October 29, 2014
<u>/s/ Edmond R. Coletta</u> Edmond R. Coletta	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	October 29, 2014
<u>/s/ Christopher B. Heald</u> Christopher B. Heald	Vice President and Chief Accounting Officer (Principal Accounting Officer)	October 29, 2014
<u>/s/ Michael K. Burke</u> Michael K. Burke	Director	October 29, 2014
<u>/s/ James F. Callahn, Jr.</u> James F. Callahan, Jr.	Director	October 29, 2014
<u>/s/ Douglas R. Casella</u> Douglas R. Casella	Director	October 29, 2014
<u>/s/ John F. Chapple III</u> John F. Chapple III	Director	October 29, 2014
<u>/s/ Joseph G. Doody</u> Joseph G. Doody	Director	October 29, 2014
<u>/s/ James P. McManus</u> James P. McManus	Director	October 29, 2014

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/s/ Emily Nagle Green Director  
Emily Nagle Green

October 29, 2014

/s/ Gregory B. Peters Director  
Gregory B. Peters

October 29, 2014

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**INDEX TO EXHIBITS**

<u>Number</u>	<u>Description</u>
4.1	Second Amended and Restated Certificate of Incorporation of the Registrant, as amended (filed with the Securities and Exchange Commission on December 7, 2007 as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 000-23211) and incorporated herein by reference)
4.2	Third Amended and Restated By-Laws of the Registrant (filed with the Securities and Exchange Commission on February 27, 2009 as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 000-23211) and incorporated herein by reference)
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of McGladrey LLP
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1	Amended and Restated 1997 Employee Stock Purchase Plan, as amended (filed with the Securities and Exchange Commission on August 19, 2014 as Appendix A to the Registrant's Definitive Proxy on Schedule 14A (File No. 000-23211) and incorporated herein by reference)

WILMERHALE

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wilmerhale.com

October 29, 2014

Casella Waste Systems, Inc.  
25 Green Hills Lane  
Rutland, Vermont 05701

Re: Amended and Restated 1997 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 300,000 shares of Class A Common Stock, \$0.01 par value per share (the "Shares"), of Casella Waste Systems, Inc., a Delaware corporation (the "Company"), issuable under the Company's Amended and Restated 1997 Employee Stock Purchase Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Oxford Palo Alto Washington



Casella Waste Systems, Inc.  
October 29, 2014  
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Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING  
HALE AND DORR LLP

By: /s/ Jeffrey A. Stein  
Jeffrey A. Stein, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Casella Waste Systems, Inc. and its subsidiaries of our report dated June 26, 2014, relating to our audits of the consolidated financial statements, the financial statement schedule, and internal control over financial reporting, which appears in the Annual Report on Form 10-K of Casella Waste Systems, Inc. and its subsidiaries for the year ended April 30, 2014.

/s/ McGladrey LLP  
Boston, Massachusetts  
October 29, 2014