
**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): November 6, 2015

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

On November 6, 2015, Casella Waste Systems, Inc. (“Casella”) held its 2015 Annual Meeting of Stockholders (the “2015 Annual Meeting”) to vote on the following matters, which are described in detail in Casella’s definitive proxy statement filed with the U.S. Securities and Exchange Commission (“SEC”) on September 22, 2015: (i) to elect three (3) Class III members of Casella’s Board of Directors (the “Casella Board”), each to serve a three-year term until the 2018 Annual Meeting of Stockholders or until his respective successors have been duly elected and qualified or until their earlier resignation, death or removal (“Proposal 1”); (ii) approve, in an advisory “say-on-pay” vote, the compensation of Casella’s named executive officers (“Proposal 2”); and (iii) ratify the appointment of McGladrey LLP as Casella’s independent auditors for the fiscal year ending December 31, 2015 (“Proposal 3”). At the 2015 Annual Meeting, the stockholders of Casella re-elected the Casella Board’s nominees, John W. Casella, William P. Hulligan and James E. O’Connor, as Class III directors and approved Proposal 2 and Proposal 3. At the 2015 Annual Meeting, the holders of 37,653,113 votes of Casella’s common stock were represented in person or by proxy, constituting a quorum.

As previously disclosed, up until Wednesday, November 4, 2015, two days before the 2015 Annual Meeting, Casella expected the 2015 Annual Meeting to be a contested meeting. On April 7, 2015, JCP Investment Partnership, LP (“JCP”) delivered a letter, as supplemented on September 25, 2015 (the “Nomination Letter”), to Casella notifying Casella as to the nomination of two (2) nominees, Brett W. Frazier and James C. Pappas, for election to the Casella Board at the 2015 Annual Meeting. On November 4, 2015, JCP delivered a letter to Casella withdrawing the Nomination Letter and, accordingly, its intended nomination of Messrs. Frazier and Pappas for election to the Casella Board at the 2015 Annual Meeting. While JCP withdrew its Nomination Letter and notwithstanding the representation it made to Casella’s stockholders in its definitive proxy statement filed with the SEC on September 29, 2015 that all shares of Casella’s Class A Common Stock represented by properly executed gold proxy cards solicited by JCP would be voted at the 2015 Annual Meeting as marked, including the representation that JCP would use such solicited proxies to vote for the re-election of Mr. O’Connor, JCP chose to cause all of its solicited proxies (i) not to be present at the 2015 Annual Meeting and not to be counted for purposes of constituting a quorum; and (ii) not to be voted at the 2015 Annual Meeting with respect to the election of any directors, including Mr. O’Connor, Proposal 2 or Proposal 3. Accordingly, the quorum amount disclosed above does not include any shares of Casella’s Class A common stock for which JCP had solicited and obtained proxies.

Set forth below are the final voting totals for the proposals acted upon at the 2015 Annual Meeting as provided by IVS Associates, Inc., the independent inspector of elections for the 2015 Annual Meeting:

Proposal 1: To elect three Class III directors, each to serve for a term expiring at the 2018 Annual Meeting of Stockholders.

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Non-Votes</u>
John W. Casella	35,846,428	1,806,685	—
William P. Hulligan	37,013,186	639,927	—
James E. O’Connor	37,013,144	639,969	—

The terms of the following directors continued after the 2015 Annual Meeting: James F. Callahan, Jr., Douglas R. Casella, Michael K. Burke, Joseph G. Doody, Emily Nagle Green and Gregory B. Peters.

Proposal 2: To approve, in an advisory “say-on-pay” vote, the compensation of Casella’s named executive officers.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Non-Votes</u>
36,688,612	828,600	135,901	—

Proposal 3: To ratify the appointment of McGladrey LLP, an independent registered public accounting firm, as Casella’s independent auditors for the fiscal year ending December 31, 2015.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Non-Votes</u>
36,971,546	497,497	184,070	—

Item 7.01 Regulation FD Disclosure.

On November 6, 2015, Casella issued a press release announcing the preliminary results for the 2015 Annual Meeting (the “Press Release”). The Press Release is attached to this Current Report on Form 8-K as Exhibit 99.1. The information contained in this Item 7.01 and Exhibit 99.1 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section or incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release issued November 6, 2015

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: November 9, 2015

By: /s/ Edmond R. Coletta

Edmond R. Coletta
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release issued November 6, 2015

CASELLA WASTE SYSTEMS ANNOUNCES PRELIMINARY RESULTS OF 2015 ANNUAL MEETING

All of Casella's Director Nominees Re-elected with Overwhelming Stockholder Support

RUTLAND, VT., November 6, 2015 – Casella Waste Systems, Inc. (Nasdaq: CWST) (“Casella” or the “Company”), a regional solid waste, recycling, and resource management services company, today announced that based on a preliminary vote count provided by Casella’s proxy solicitor, all three of Casella’s highly qualified and experienced director nominees were overwhelmingly re-elected by wide margins to the Casella Board of Directors at the 2015 Annual Meeting of Stockholders (the “Annual Meeting”) held this morning in Chittenden, Vermont. Final certified voting results are expected to be made publicly available next week.

The Casella directors who were re-elected are Chairman and CEO, John W. Casella, and Casella’s newest independent directors, William P. Hulligan and James E. O’Connor, both of whom are waste management industry veterans who joined the Board earlier this year. Mr. O’Connor also serves as the Board’s lead independent director.

As previously disclosed, after pursuing a lengthy, disruptive and costly proxy contest, JCP Investment Management (“JCP”) abruptly withdrew its slate of nominees two days before the Annual Meeting and conceded the proxy contest that it had been waging to seek to elect two nominees to Casella’s Board. At the time of JCP’s withdrawal from the proxy contest, stockholders had cast approximately 83% of Class A and B votes for Casella’s director nominees and only 17% for JCP’s director nominees. Not including the shares beneficially held and voted by John and Doug Casella, stockholders had cast approximately 78% of the votes for Casella’s director nominees and only 22% for JCP’s nominees.

The Company issued the following statement regarding the preliminary voting results:

“Despite JCP’s attempt to take credit for the significant progress we have made, the fact remains that our progress and momentum are testaments to the hard work and dedication shown by our entire team. It’s quite simple – JCP’s unwarranted actions in no way whatsoever impacted our strategic growth trajectory and commitment to acting in the best interest of our stockholders.

It is evident from the voting results and the positive feedback we received from stockholders over the past few months that a clear majority of our stockholders fully comprehend our strategy and vision for Casella and do not want to disrupt our significant progress and JCP’s 11th hour decision to concede the proxy contest shows us that JCP had received the same feedback. The election of all three of Casella’s experienced and highly qualified director nominees represents a vote of confidence from our stockholders that the current Board and senior management team have the experience, expertise and commitment to growing stockholder value to ensure that Casella is positioned for a successful future. We are fully committed to building upon our substantial progress to date in improving our financial and operating performance and taking the necessary steps to drive additional stockholder value.

Over the past seven months, we have had the opportunity to meet with and listen to a substantial number of our stockholders and received extremely helpful input. Going forward, we will strive to continue constructive, ongoing communications with all of our stockholders and will continue to remain very receptive to their views and opinions as we concentrate on executing our key strategic initiatives and driving operational and financial improvements at the Company.

We are pleased to be able to put this lengthy and disruptive proxy contest behind us to turn our full attention back to what’s truly important: ensuring Casella is the best possible company it can be for the benefit of our stockholders, customers, employees and communities in which we serve.”

In other business conducted at the meeting, stockholders:

- Approved on an advisory basis the compensation of Casella's named executive officers; and
- Ratified the appointment of McGladrey LLP as Casella's auditor for the fiscal year ending December 31, 2015.

The final tabulation of results will be completed by the independent tabulation and voting certification firm IVS Associates, Inc., which served as the Independent Inspector of Elections.

Further details regarding the results of the 2015 Annual Meeting will be contained in a Current Report on Form 8-K that Casella will be filing with the Securities and Exchange Commission (SEC) next week. This filing will be available at no charge at the SEC's web site at www.sec.gov. Copies will also be available at no charge at the Investor Relations section of our corporate website at www.casella.com.

Casella was advised in connection with the proxy contest by Wilmer Cutler Pickering Hale and Dorr LLP and Morgan, Lewis & Bockius LLP. Mackenzie Partners, Inc. served as Casella's proxy solicitor.

About Casella Waste Systems, Inc.

Casella Waste Systems, Inc., headquartered in Rutland, Vermont, provides solid waste management services consisting of collection, transfer, disposal, and recycling services in the northeastern United States. For further information, investors may contact Ned Coletta, Chief Financial Officer at (802) 772-2239; media may contact Joseph Fusco, Vice President at (802) 772-2247; and anyone may visit Casella's website at <http://www.casella.com>.

Forward-Looking Statements

Certain matters discussed in this press release 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," "would," "intend," "estimate," "guidance" and other similar expressions, whether in the negative or affirmative. Similarly, statements that describe the objectives, plans or goals of Casella are forward-looking. Such forward-looking statements include, but are not limited to, statements regarding Casella's initiatives to improve Casella's performance and increase its growth and profitability, Casella's future operational and financial performance, Casella's actions taken or contemplated to enhance its long-term prospects and enhance value for its stockholders, Casella's efforts to execute on and implement its strategic plan, Casella's plans to simplify its business structure, Casella's actions taken or contemplated with respect to corporate and board governance, Casella's plans to improve its cash flows and reduce its risk exposure by divesting or closing operations that do not fit within its core strategy, Casella's plans to strengthen its balance sheet, promote financial flexibility and position Casella to achieve its target growth trajectory and Casella's plans to achieve its three (3) year financial objectives and to drive additional value creation for the benefit of all its stockholders. These forward-looking statements are based on current expectations, estimates, forecasts and projections and management's current beliefs and assumptions and, accordingly, are not guarantees of future performance. Such forward-looking statements, and all phases of Casella's operations, 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. There are a number of important risks and uncertainties that could cause Casella's actual events to differ materially from those indicated or implied by such forward-looking statements. These additional risks and uncertainties include, without limitation, risks related to the actions of JCP and other activist stockholders, including the amount of related costs incurred by Casella and the disruption caused to Casella's business activities by these actions and those risks detailed in Item 1A, "Risk Factors" in Casella's Form 10-KT for the transition period ended December 31, 2014, in its Form 10-Q for the quarterly period ended September 30, 2015 and in its subsequent filings with the Securities and Exchange Commission ("SEC"). Accordingly, you should not rely upon forward-looking statements as a prediction of actual results. 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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