

CASELLA WASTE SYSTEMS INC  
Form 8-K/A  
October 08, 2014

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

**FORM 8-K/A**  
**(Amendment No. 1)**

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

**Date of Report (Date of earliest event reported): October 7, 2014**

**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))

**Explanatory Note**

Casella Waste Systems, Inc. (the Company) is filing this Amendment No. 1 on Form 8-K/A to the Company's Current Report on Form 8-K filed on October 8, 2014 (the Form 8-K) to amend and restate the Form 8-K in its entirety to clarify that Proposal 4 (Amendments to our Certificate of Incorporation and By-Laws to Declassify our Board of Directors) did not receive the requisite vote of stockholders and was not approved.

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

On October 7, 2014, Casella Waste Systems, Inc. (the Company) held its 2014 Annual Meeting of Stockholders (the Annual Meeting). The proposals acted upon at the Annual Meeting and the voting tabulation of each such proposal are set forth below.

*Proposal 1:* To elect the following nominees to the Company's Board of Directors: Messrs. Doody and Peters and Ms. Nagle Green as Class II directors, each to serve for a term ending at the 2017 Annual Meeting of Stockholders or until his or her respective successor has been duly elected and qualified.

| Nominee           | Votes For  | Votes Withheld | Non-Votes |
|-------------------|------------|----------------|-----------|
| Joseph G. Doody   | 30,731,629 | 2,817,218      | 5,683,690 |
| Emily Nagle Green | 30,735,182 | 2,813,665      | 5,683,690 |
| Gregory B. Peters | 20,228,710 | 3,438,137      | 5,683,690 |

Mr. Peters was nominated as the Company's Class A director. Under the Company's certificate of incorporation, the holders of the Company's Class A common stock, voting separately as a class, are entitled to elect the Class A director.

The terms of office of the following directors will continue after the Annual Meeting: Michael K. Burke, James F. Callahan, Jr., Douglas R. Casella, John W. Casella, John F. Chapple III and James P. McManus.

*Proposal 2:* To approve an amendment to the Company's Amended and Restated 1997 Employee Stock Purchase Plan to increase the number of shares of the Company's Class A common stock authorized for issuance thereunder from 900,000 shares to 1,200,000 shares.

| Votes For  | Votes Against | Votes Abstaining | Non-Votes |
|------------|---------------|------------------|-----------|
| 32,534,664 | 964,909       | 49,274           | 5,683,690 |

*Proposal 3:* To approve, in an advisory say-on-pay vote, the compensation of the Company's named executive officers.

| Votes For  | Votes Against | Votes Abstaining | Non-Votes |
|------------|---------------|------------------|-----------|
| 30,567,688 | 2,156,631     | 824,528          | 5,683,690 |

*Proposal 4:*

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To adopt and approve amendments to the Company's Second Amended and Restated Certificate of Incorporation, as amended, and Third Amended and Restated By-Laws to declassify the Board of Directors.

Proposal 4, which required the affirmative vote of the holders of shares representing at least seventy-five percent (75%) of the 49,333,203 votes that stockholders were entitled to cast at the Annual Meeting, was not approved based upon the following vote:

| Votes For  | Votes Against | Votes Abstaining | Non-Votes |
|------------|---------------|------------------|-----------|
| 32,517,402 | 963,900       | 67,545           | 5,683,690 |

*Proposal 5:* To ratify the appointment of McGladrey LLP as the Company's independent auditors for the eight-month transition period ending December 31, 2014.

| Votes For  | Votes Against | Votes Abstaining | Non-Votes |
|------------|---------------|------------------|-----------|
| 38,442,773 | 703,351       | 86,413           |           |

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: October 8, 2014

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