

CASELLA WASTE SYSTEMS INC  
Form 8-K  
October 13, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**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): **October 13, 2011**

**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)

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

On October 11, 2011, Casella Waste Systems, Inc. (the Company) held its 2011 Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, the Company's stockholders (i) elected the two director nominees, (ii) approved, in a non-binding advisory vote, the compensation of the Company's named executive officers; (iii) recommended, in a non-binding advisory vote, that future advisory stockholder votes on executive compensation be held every year, and (iv) ratified the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2012.

The Company's stockholders re-elected Gregory B. Peters and Joseph G. Doody as Class II directors, each to serve until the Company's 2014 Annual Meeting of Stockholders or until his successor is duly elected and qualified. The terms of office of the following directors continued after the 2011 Annual Meeting: Michael K. Burke, James F. Callahan, Douglas R. Casella, John W. Casella, John F. Chapple III and James P. McManus.

The proposals acted upon at the 2011 Annual Meeting and the voting tabulation for each proposal are set forth below:

*Proposal 1:* To elect two directors to the Company's Board of Directors, each to serve for a term ending in 2014, or until his respective successor has been duly elected and qualified.

| Nominee           | Votes For  | Votes Withheld | Non-Votes |
|-------------------|------------|----------------|-----------|
| Gregory B. Peters | 15,410,110 | 1,436,042      | 5,024,844 |
| Joseph G. Doody   | 26,260,456 | 467,696        | 5,024,844 |

Mr. Peters was nominated as the Company's Class A Director. Under the Company's By-laws, the holders of Class A common stock, voting separately as a class, are entitled to elect the Class A Director.

*Proposal 2:* To approve, in a non-binding advisory vote, the compensation of the Company's named executive officers.

| Votes For  | Votes Against | Votes Abstaining | Non-Votes |
|------------|---------------|------------------|-----------|
| 25,942,090 | 287,753       | 498,309          | 5,024,844 |

*Proposal 3:* To recommend, in a non-binding advisory vote, the frequency of advisory stockholder votes on executive compensation.

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| One Year   | Two Years | Three Years | Votes Abstaining | Non-Votes |
|------------|-----------|-------------|------------------|-----------|
| 24,736,831 | 9,395     | 1,491,217   | 490,709          | 5,024,844 |

*Proposal 4:* To ratify the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2012.

| Votes For  | Votes Against | Votes Abstaining | Non-Votes |
|------------|---------------|------------------|-----------|
| 31,559,676 | 121,810       | 71,510           | 0         |

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 13, 2011

By:

/s/ Edwin D. Johnson  
Edwin D. Johnson  
Senior Vice President and Chief Financial Officer