

CASELLA WASTE SYSTEMS INC  
Form DEFA14A  
July 08, 2015

**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): July 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b)

On July 6, 2015, John F. Chapple III notified Casella Waste Systems, Inc., a Delaware corporation (Casella or the Company), of his decision, after more than two decades of service on the Board of Directors of Casella (the Casella Board), to retire from the Casella Board, effective July 7, 2015. Mr. Chapple's decision to retire from the Casella Board is not due to any disagreement on any matter related to Casella's operations, policies or practices.

(d)

On July 7, 2015, the Casella Board, upon the recommendation of its Nominations and Governance Committee, appointed James E. O'Connor, age 66, as a Class III director to fill the vacancy created on the Casella Board as a result of Mr. Chapple's resignation. Pursuant to Casella's Second Amended and Restated Certificate of Incorporation, which provides that the term of any director elected to fill a vacancy between annual meetings of stockholders will last until the next annual meeting and until such director's successor has been duly elected and qualified, or until his earlier death, resignation or removal, Mr. O'Connor's term will expire at Casella's 2015 Annual Meeting of Stockholders (the 2015 Annual Meeting). Accordingly, Mr. O'Connor will stand for election at the 2015 Annual Meeting. Mr. O'Connor was not initially named to any Casella Board committee. The Company expects to file an amendment to this Current Report on Form 8-K at such time as an initial committee assignment is made.

Mr. O'Connor is the former Chairman of the Board and Chief Executive Officer of Republic Services, Inc. (NYSE: RSG), the second largest provider of non-hazardous solid waste collection, recycling and disposal services in the United States. He brings to the Casella Board over 40 years of experience in the waste management industry, including extensive leadership experience, as well as experience serving on the boards of directors of publicly-traded companies in a variety of industries, including waste management, transportation and energy.

There are currently no arrangements or understandings between Mr. O'Connor and any other person pursuant to which Mr. O'Connor was appointed to serve as a member of the Casella Board. There are currently no transactions in which Mr. O'Connor has an interest requiring disclosure under Item 404(a) of Regulation S-K as promulgated under the Securities Exchange Act of 1934, as amended.

In connection with his appointment to the Casella Board, Mr. O'Connor received a grant of 8,912 shares of restricted Class A common stock of Casella having a value of approximately \$50,000 on July 7, 2015. The restricted stock grant will vest in three equal annual installments beginning on July 7, 2016, provided that Mr. O'Connor continues to serve on the Casella Board at the time of vesting. During his service as a non-employee director, Mr. O'Connor will also be entitled to an additional annual grant, following each annual meeting of stockholders, of shares of restricted Class A common stock having a value on the date of grant of approximately \$50,000, which vests in three equal annual installments beginning on the first anniversary of the date of grant.

As a non-employee director, Mr. O'Connor will also be entitled to a pro-rated portion of the applicable board retention and committee fees under Casella's non-employee director compensation guidelines, based upon his service prior to the 2015 Annual Meeting. Mr. O'Connor shall thereafter receive fees for services as a Casella Board and committee member pursuant to Casella's non-employee director compensation guidelines, as updated from time to time by the Casella Board. Mr. O'Connor will also be entitled to reimbursement for reasonable travel and other expenses incurred in connection with attending Casella Board meetings and meetings of committees on which he serves.

**Item 8.01. Other Events.**

On July 7, 2015, Casella publicly announced that the 2015 Annual Meeting has been scheduled for Friday, November 6, 2015, at 10:00 a.m.

### **Important Additional Information And Where To Find It**

Casella, its directors and certain of its executive officers are deemed to be participants in the solicitation of proxies from Casella's stockholders in connection with the matters to be considered at Casella's 2015 Annual Meeting of Stockholders. Information regarding the names of Casella's directors and executive officers and their respective interests in Casella by security holdings or otherwise can be found in Casella's Form 10-KT/A for the transition period from May 1, 2014 to December 31, 2014, filed with the SEC on April 30, 2015. To the extent holdings of Casella's securities have changed since the amounts set forth in Casella's Form 10-KT/A for the transition period from May 1, 2014 to December 31, 2014, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. These documents are available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Casella intends to file a proxy statement and accompanying **WHITE** proxy card with the SEC in connection with the solicitation of proxies from Casella stockholders in connection with the matters to be considered at Casella's 2015 Annual Meeting of Stockholders. Additional information regarding the identity of participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in Casella's proxy statement for its 2015 Annual Meeting, including the schedules and appendices thereto. **INVESTORS AND STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ ANY SUCH PROXY STATEMENT AND THE ACCOMPANYING PROXY CARD AND OTHER DOCUMENTS FILED BY CASELLA WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Stockholders will be able to obtain the Proxy Statement, any amendments or supplements to the Proxy Statement, the accompanying **WHITE** proxy card, and other documents filed by Casella with the SEC for no charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge at the Investor Relations section of Casella's corporate website at [www.casella.com](http://www.casella.com), by writing to Casella's Corporate Secretary at Casella Waste Systems, Inc., 25 Greens Hill Lane, Rutland, VT 05701, or by calling Casella's Corporate Secretary at (802) 772-2257.

**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: July 8, 2015

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