

CASELLA WASTE SYSTEMS INC

Form 8-K

June 06, 2018

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): June 1, 2018

Casella Waste Systems, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware 000-23211 03-0338873
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

25 Greens Hill Lane
Rutland, Vermont 05701
(Address of Principal Executive Offices) (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ..

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ..

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

At the 2018 Annual Meeting of Stockholders of Casella Waste Systems, Inc. (the “Company”) held on June 1, 2018 (the “Annual Meeting”), the Company’s stockholders voted on the following matters, which are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 17, 2018: (i) to elect three Class III directors, each to serve a term expiring at the 2021 Annual Meeting of Stockholders (“Proposal 1”); (ii) to approve, in an advisory “say-on-pay” vote, the compensation of the Company’s named executive officers (“Proposal 2”); and (iii) to ratify the appointment of RSM US LLP as the Company’s independent auditors for the fiscal year ending December 31, 2018 (“Proposal 3”). At the Annual Meeting, the stockholders of the Company re-elected the nominees of the Company’s Board of Directors (the “Board”), John W. Casella, William P. Hulligan and James E. O’Connor, as Class III directors, and approved Proposal 2 and Proposal 3. At the Annual Meeting, the holders of shares of the Company’s Class A common stock and Class B common stock representing 48,896,227 votes were represented in person or by proxy, constituting a quorum.

Set forth below are the final voting totals for the proposals acted upon at the Annual Meeting:

Proposal 1: The following nominees were elected to the Board as Class III directors, each to serve for a term expiring at the 2021 Annual Meeting of Stockholders.

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| John W. Casella | 42,891,821 | 576,836 | 5,427,570 |
| William P. Hulligan | 43,410,351 | 58,306 | 5,427,570 |
| James E. O’Connor | 43,409,622 | 59,035 | 5,427,570 |

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

Proposal 2: An advisory “say-on-pay” vote on the compensation of the Company’s named executive officers was approved.

| Votes For | Votes Against | Votes Abstaining | Broker Non-Votes |
|------------|---------------|------------------|------------------|
| 42,894,040 | 554,933 | 19,684 | 5,427,570 |

Proposal 3: The appointment of RSM US LLP, an independent registered public accounting firm, as the Company’s independent auditors for the fiscal year ending December 31, 2018 was ratified.

| Votes For | Votes Against | Votes Abstaining |
|------------|---------------|------------------|
| 48,375,306 | 514,350 | 6,571 |

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: June 6, 2018 By: /s/ Edmond R. Coletta
Edmond R. Coletta
Senior Vice President and Chief Financial Officer