

CASELLA WASTE SYSTEMS INC
Form 8-K
October 17, 2013

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): October 16, 2013

Casella Waste Systems, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation

25 Greens Hill Lane

000-23211
(Commission

File Number)

03-0338873
(IRS Employer

Identification No.)

05701

Rutland, Vermont
(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))

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

On October 16, 2013, Casella Waste Systems, Inc. (the Company) held its 2013 Annual Meeting of Stockholders (the Annual Meeting). The proposals acted upon at the Annual Meeting and the voting tabulation for each such proposal are set forth below.

Proposal 1: To elect the following nominees to the Company's Board of Directors: Messrs. Burke, Callahan and Casella as Class I directors, each to serve for a term ending in 2016 or until his respective successor has been duly elected and qualified.

| Nominee | Votes For | Votes Withheld | Non-Votes |
|------------------------|------------------|-----------------------|------------------|
| Michael K. Burke | 32,715,717 | 6,324,205 | 5,591,932 |
| James F. Callahan, Jr. | 32,723,873 | 6,316,049 | 5,591,932 |
| Douglas R. Casella | 30,691,650 | 8,348,272 | 5,591,932 |

The terms of office of the following directors will continue after the Annual Meeting: Joseph G. Doody, Emily Nagle Green, Gregory B. Peters, John W. Casella, John F. Chapple III and James P. McManus.

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 |
|------------------|----------------------|-------------------------|------------------|
| 29,781,022 | 4,900,610 | 4,358,290 | 5,591,932 |

Proposal 3: To ratify the appointment of McGladrey LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2014.

| Votes For | Votes Against | Votes Abstaining | Non-Votes |
|------------------|----------------------|-------------------------|------------------|
| 40,905,241 | 17,609 | 3,709,004 | |

Proposal 4: To approve, in a non-binding advisory vote, the recommendation that the Board of Directors take all necessary steps to eliminate the classification of the Board and to require that all directors elected at or after the annual meeting of stockholders held in 2014 be elected on an annual basis.

| Votes For | Votes Against | Votes Abstaining | Non-Votes |
|------------------|----------------------|-------------------------|------------------|
| 22,601,036 | 16,413,836 | 25,050 | 5,591,932 |

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 17, 2013

By: /s/ Edmond R. Coletta
Edmond R. Coletta

Senior Vice President and

Chief Financial Officer