

CASELLA WASTE SYSTEMS INC  
Form 8-K  
October 18, 2010

**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 12, 2010**

**Casella Waste Systems, Inc.**

(Exact Name of Company 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)

Company's telephone number, including area code: **(802) 775-0325**

**Not applicable**

(Former Name or Former Address, if Changed Since Last Report)

## Edgar Filing: CASELLA WASTE SYSTEMS INC - Form 8-K

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 12, 2010, Casella Waste Systems, Inc. (the Company) held its 2010 Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, the Company's stockholders elected the three director nominees, approved an amendment to the Company's 1997 Employee Stock Purchase Plan to increase the number of shares of Class A common stock authorized for issuance thereunder from 600,000 shares to 900,000 shares and ratified the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2011.

The Company's stockholders re-elected James F. Callahan, Jr., Douglas R. Casella and Michael K. Burke as Class I directors, each to serve until the Company's 2013 Annual Meeting of Stockholders or until his successor is duly elected and qualified. The terms of office of the following directors continued after the 2010 Annual Meeting: John W. Casella, James W. Bohlig, John F. Chapple III, Joseph G. Doody, James P. McManus and Gregory B. Peters.

The proposals acted upon at the Annual Meeting and the voting tabulation for each proposal are as follows:

*Proposal 1:* To elect three directors to the Company's Board of Directors, each to serve for a term ending at the Company's 2013 Annual Meeting of Stockholders or until his respective successor has been duly elected and qualified.

| Nominee                | Votes For  | Votes Withheld | Broker Non Votes |
|------------------------|------------|----------------|------------------|
| James F. Callahan, Jr. | 24,047,978 | 4,194,945      | 4,121,841        |
| Douglas R. Casella     | 24,030,234 | 4,212,689      | 4,121,841        |
| Michael K. Burke       | 24,063,117 | 4,179,806      | 4,121,841        |

*Proposal 2:* To approve an amendment to the Company's 1997 Employee Stock Purchase Plan to increase the number of shares of Class A common stock authorized for issuance thereunder from 600,000 shares to 900,000 shares.

| Votes For  | Votes Against | Abstentions | Broker Non Votes |
|------------|---------------|-------------|------------------|
| 28,131,942 | 72,009        | 38,972      | 4,121,841        |

*Proposal 3:* To ratify the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2011.

| Votes For  | Votes Against | Abstentions | Broker Non Votes |
|------------|---------------|-------------|------------------|
| 32,285,341 | 65,811        | 13,612      | -0-              |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Casella Waste Systems, Inc.

Date: October 18, 2010

By:

/s/ Edwin D. Johnson

Edwin D. Johnson

Senior Vice President and Chief Financial Officer