

CASELLA WASTE SYSTEMS INC
Form DEFA14A
April 29, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☒ Soliciting Material Pursuant to §240.14a-12

CASELLA WASTE SYSTEMS, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
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- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Casella Waste Systems, Inc., a Delaware corporation (Casella or the Company), is filing materials contained in this Schedule 14A with the U.S. Securities and Exchange Commission (SEC) in connection with the solicitation of proxies from its stockholders in connection with its 2015 Annual Meeting of Stockholders and at any and all adjournments or postponements thereof (the 2015 Annual Meeting). Casella has not yet filed a preliminary or definitive proxy statement with the SEC in connection with its solicitation of proxies to be used at the 2015 Annual Meeting.

Email to Employees Sent April 29, 2015

Attached hereto is an email communication that Casella distributed to its employees on April 29, 2015 commenting on the notice it had received from JCP Investments, L.P. of its intention to nominate three candidates to stand for election to Casella's Board of Directors at the Company's 2015 Annual Meeting of Stockholders.

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 the Company's stockholders in connection with the matters to be considered at the Company's 2015 Annual Meeting of Stockholders. Information regarding the names of the Company's directors and executive officers and their respective interests in the Company by security holdings or otherwise can be found in the Company's proxy statement for its 2014 Annual Meeting of Stockholders, filed with the SEC on August 19, 2014. To the extent holdings of the Company's securities have changed since the amounts set forth in the Company's proxy statement for the 2014 Annual Meeting of Stockholders, 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. 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 the Company'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 the Company'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. Copies will also be available at no charge at the Investor Relations section of the Company's corporate website at www.casella.com, by writing to the Company's Corporate Secretary at Casella Waste Systems, Inc., 25 Greens Hill Lane, Rutland, VT 05701, or by calling the Company's Corporate Secretary at (802) 772-2257.

Everyone:

Yesterday, we issued a news release regarding an announcement made by one of our shareholders, JCP Investment Management, to nominate candidates for election to Casella's Board of Directors at the company's 2015 annual meeting of shareholders. I've attached a copy of our release for your information.

As you know, we are confident in our ability to execute on our strategic plan and continue to work to create significant value for our shareholders. Thanks to your great work and dedication, our business continues to deliver improving performance, stability, and opportunity for growth.

Our shareholders, customers, and communities depend on you to provide the best service every day.

In the possible, but unlikely, event you receive any media inquiries, please direct them to Joe Fusco at joe.fusco@casella.com. If you receive any inquiries from investors, please direct them to Ned Coletta at ned.coletta@casella.com.

Again, thank you for the great work you are doing. If you have any questions or concerns, don't hesitate to give me a call.

All the best,

John W Casella

Chairman & CEO

Casella Waste Systems, Inc.