

CASELLA WASTE SYSTEMS INC  
Form 8-K/A  
December 14, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K/A**

(Amendment No. 1)

**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 13, 2011**

**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**

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**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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**EXPLANATORY NOTE**

Casella Waste Systems, Inc. (the "Company") is filing this Amendment No. 1 on Form 8-K to its Current Report on Form 8-K filed with the Securities and Exchange Commission on October 13, 2011 solely for the purpose of disclosing under Item 5.07(d) of Form 8-K the Company's decision, following its annual meeting of shareholders, as to the frequency with which it expects to include a non-binding shareholder vote on the compensation of the Company's named executive officers executives in future annual meeting proxy materials. This Amendment No. 1 does not otherwise revise the October 13, 2011 Current Report on Form 8-K in any way.

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

At the Company's annual meeting of shareholders held on October 11, 2011, the Company's shareholders recommended, in a non-binding advisory vote, that the Company hold a non-binding advisory vote on the compensation of the Company's named executive officers, as disclosed in the proxy statement, on an annual basis. In light of this recommendation and other factors considered by the Company's Board of Directors (the "Board"), on December 8, 2011, the Board determined that the Company will hold a non-binding advisory vote on the Company's compensation of its named executive officers on an annual basis until the Board otherwise determines that a different frequency for such advisory votes is in the best interest of the Company.

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: December 14, 2011

By:

/s/ Edwin D. Johnson  
Edwin D. Johnson  
Senior Vice President and Chief Financial Officer