

WASTE CONNECTIONS, INC.
Form DEFA14A
April 28, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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

WASTE CONNECTIONS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- 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:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Waste Connections, Inc. (the Company) has previously entered into employment agreements that contain change in control provisions with its named executive officers. The agreements are described in the Potential Payments Upon Termination or Change in Control section of the Proxy Statement the Company filed with the Securities and Exchange Commission (SEC) on March 25, 2010, and the agreements were filed with the SEC as exhibits to various other Company filings. The employment agreement with Ronald J. Mittelstaedt is an exhibit to the Company's Form 10-Q filed on May 3, 2005; the employment agreement with Worthing F. Jackman is an exhibit to the Company's Form 10-Q filed on August 13, 2003; the employment agreement with Steven F. Bouck is an exhibit to the Company's Form 10-Q filed on October 22, 2004; the employment agreement with Darrell W. Chambliss is an exhibit to the Company's Form 10-Q filed on November 14, 2000; and the employment agreement with Eric M. Merrill is an exhibit to the Company's Form 10-Q filed on July 24, 2007. The employment agreements include single trigger change in control provisions, which will result in the benefits being paid upon a change in control whether or not the executive's employment is terminated, unless the executive elects in writing to waive the applicable provision of his employment agreement. These agreements were entered into as of March 1, 2004 with Mr. Mittelstaedt, April 11, 2003 with Mr. Jackman, October 1, 2004 with Mr. Bouck, June 1, 2000 with Mr. Chambliss, and June 1, 2007 with Mr. Merrill. In the cases of Messrs. Mittelstaedt, Bouck, Chambliss and Merrill, earlier employment agreements with the Company also contained single trigger change in control provisions.

The Compensation Committee of the Company's Board of Directors has determined that it will use its reasonable best efforts to negotiate with the named executive officers amendments or modifications to their existing agreements to remove the single trigger provisions within the next 24 months. The Compensation Committee of the Company's Board of Directors has also determined not to enter into additional employment or other agreements in the future with Company executive officers that contain single trigger change in control provisions.