

CASELLA WASTE SYSTEMS INC  
Form S-8  
June 20, 2011

As filed with the Securities and Exchange Commission on June 17, 2011

Registration No. 000-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**CASELLA WASTE SYSTEMS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**03-0338873**

(I.R.S. Employer Identification No.)

**25 Greens Hill Lane, Rutland, Vermont**

(Address of Principal Executive Offices)

**05701**

(Zip Code)

**1997 Employee Stock Purchase Plan**

(Full Title of the Plan)

**John W. Casella  
Chief Executive Officer  
25 Greens Hills Lane**

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**Rutland, Vermont 05701**

(Name and Address of Agent For Service)

**(802) 775-0325**

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Class A Common Stock, \$0.01 par value per share	300,000 shares (2)	\$ 5.84(3)	\$ 1,752,000(3)	204

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Consists of 300,000 shares issuable under the 1997 Employee Stock Purchase Plan pursuant to the terms of such plan.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The price per shares and aggregate offering price are calculated on the basis of the average of the high and low prices of the Registrant's Class A Common Stock as reported on the NASDAQ Global Select Market on June 14, 2011.

**STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement on Form S-8 incorporates by reference the contents of the following Registration Statements on Form S-8 relating to the Registrant's 1997 Employee Stock Purchase Plan:

- (1) File No. 333-40267, filed by the Registrant with the Securities and Exchange Commission on November 14, 1997; and
- (2) File No. 333-92735, filed by the Registrant with the Securities and Exchange Commission on December 14, 1999.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Rutland, state of Vermont, on this 17th day of June, 2011.

**CASELLA WASTE SYSTEMS, INC.**

By: /s/ John W. Casella  
John W. Casella  
Chairman and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Casella Waste Systems, Inc., hereby severally constitute and appoint John W. Casella and Edwin D. Johnson, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Casella Waste Systems, Inc. to comply with the provisions of the Securities Act of 1933, as amended (the Securities Act), and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ John W. Casella John W. Casella	Chairman and Chief Executive Officer (Principal Executive Officer)	June 17, 2011
/s/ Edwin D. Johnson Edwin D. Johnson	Chief Financial Officer (Principal Financial and Accounting Officer)	June 17, 2011
/s/ Michael K. Burke Michael K. Burke	Director	June 17, 2011
/s/ James F. Callahan Jr. James F. Callahan Jr.	Director	June 17, 2011
/s/ Douglas R. Casella Douglas R. Casella	Director	June 17, 2011
/s/ John F. Chapple III John F. Chapple III	Director	June 17, 2011
/s/ Joseph G. Doody Joseph G. Doody	Director	June 17, 2011
/s/ James P. McManus James P. McManus	Director	June 17, 2011
/s/ Gregory B. Peters Gregory B. Peters	Director	June 17, 2011

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
4.1	Second Amended and Restated Certificate of Incorporation of the Registrant, as amended (filed with the Securities and Exchange Commission on December 7, 2007 as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 000-23211) and incorporated herein by reference)
4.2	Third Amended and Restated By-Laws of the Registrant (filed with the Securities and Exchange Commission on February 27, 2009 as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 000-23211) and incorporated herein by reference)
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of McGladrey & Pullen, LLP
23.3	Consent of PricewaterhouseCoopers LLP
23.4	Consent of Caturano and Company, Inc.
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1	1997 Employee Stock Purchase Plan, as amended (filed with the Securities and Exchange Commission on August 27, 1001 as Appendix A to the Registrant's Definitive Proxy on Schedule 14A (File No. 000-23211) and incorporated herein by reference)