

CASELLA WASTE SYSTEMS INC

Form 8-K

March 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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): March 11, 2013

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.)

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25 Greens Hill Lane

Rutland, Vermont
(Address of Principal Executive Offices)

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

05701
(Zip Code)

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))

Item 8.01. Other Events.

Bond Offering

On March 11, 2013, Casella Waste Systems, Inc. (the Company) announced an offering of up to \$16 million aggregate principal amount of solid waste disposal revenue bonds (the VEDA Bonds). The VEDA Bonds are being offered only to qualified institutional buyers as defined in Rule 144A under the Securities Act of 1933, as amended (the Securities Act).

In connection with the offering of the VEDA Bonds, the Company announced its intention to offer up to \$5.5 million aggregate principal amount of Business Finance Authority of the State of New Hampshire (BFA) solid waste disposal revenue bonds (the BFA Bonds and, together with the VEDA Bonds, the Bonds) within fifteen days after the sale of the VEDA Bonds. An additional \$5.5 million aggregate principal amount of BFA Bonds may be offered under the same indenture. The Company expects that the net proceeds of the BFA Bonds will be loaned to the Company by BFA to enable it to repay borrowings under its revolving credit facility for assets purchased in New Hampshire since October 5, 2011.

The Bonds have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and other applicable securities laws.

A copy of the Company's press release announcing the offering of the VEDA Bonds is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference. Neither this Current Report on Form 8-K nor the press release attached hereto as Exhibit 99.1 hereto shall constitute an offer to sell or the solicitation of an offer to buy the VEDA Bonds, nor shall there be any sale of the VEDA Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index attached hereto.

Forward-Looking Statements

Various statements in this Current Report on Form 8-K concerning the Company's future expectations, plans and prospects, including without limitation, statements regarding the Company's intention to issue the VEDA Bonds and the BFA Bonds and the Company's expectations regarding the use of proceeds of the BFA Bonds, constitute forward-looking statements for the purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, including, without limitation, market conditions and the Company's ability to consummate the offering of the Bonds, as well as those risks more fully discussed in the "Risk Factors" section of the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on June 28, 2012. In addition, any forward-looking statements represent the Company's views only as of today and should not be relied upon as representing its views as of any subsequent date. The Company expressly disclaims any obligation to update such statements to reflect change in its expectations whether as a result of new information, future events or otherwise.

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: March 11, 2013

By: /s/ Edmond R. Coletta

Name: Edmond R. Coletta

Title: Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release of Casella Waste Systems, Inc. dated March 11, 2013