

CASELLA WASTE SYSTEMS INC  
Form DEFA14A  
April 28, 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.

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- (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.

### **Press Release Dated April 28, 2015**

Attached hereto is Casella's press release, dated April 28, 2015 confirming that it had received notice 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](http://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](http://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](http://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.

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## CASELLA WASTE SYSTEMS CONFIRMS RECEIPT OF DIRECTOR NOMINATIONS

*No Stockholder Action Required at this Time*

**RUTLAND, VT., April 28, 2015** Casella Waste Systems, Inc. (Nasdaq: CWST), a regional solid waste, recycling, and resource management services company, today confirmed that it has received a notice of nomination from JCP Investment Management, LLC regarding its intention to nominate three director candidates for election to the Company's Board of Directors at the 2015 Annual Meeting of Stockholders. Casella stockholders are not required to take any action at this time.

The Company issued the following statement:

*Casella and its Board of Directors are committed to acting in the best interests of stockholders and we will continue to take the actions that we believe will enable us to create value over the long-term. Casella strives to maintain constructive, ongoing communications with all of its stockholders and welcomes and values their input. In that regard, since earlier this year, we have had discussions with JCP's representatives to hear their views on Casella. Despite our open and constructive dialogue with JCP and the good faith manner in which we approached our discussions with JCP, the first time we heard from JCP any interest in proposing director candidates was when we received JCP's notice of nominations threatening us with a costly and distracting proxy contest if we did not agree to accept their proposed director candidates.*

*Our Board is comprised of nine very experienced and highly qualified directors, seven of whom are independent, and all of whom are actively engaged in overseeing management as it executes on its plans for enhancing stockholder value. Our directors bring with them a broad and diverse set of skills and experiences in addition to the areas of waste management & recycling, including accounting, finance, information technology, corporate governance, mergers and acquisitions, investment management, capital markets, capital allocation, capital structure, risk management, and strategic planning.*

*The Board will present its recommended slate of director nominees in Casella's definitive proxy statement and other materials, to be filed with the Securities and Exchange Commission and mailed to all stockholders eligible to vote at the 2015 Annual Meeting.*

WilmerHale and Morgan, Lewis & Bockius LLP are serving as legal advisors to Casella.

### **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](http://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](http://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](http://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.

#### **About Casella Waste Systems, Inc.**

Casella Waste Systems, Inc., headquartered in Rutland, Vermont, provides solid waste management services consisting of collection, transfer, disposal, and recycling services in the northeastern United States. For further information, investors contact Ned Coletta, Chief Financial Officer at (802) 772-2239; media contact Joseph Fusco, Vice President at (802) 772-2247; or visit the company's website at <http://www.casella.com>.

#### **CONTACTS**

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