
**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): June 2, 2022

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

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.01 par value per share	CWST	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

At the 2022 Annual Meeting of Stockholders of Casella Waste Systems, Inc. (the “Company”) held on June 2, 2022 (the “Annual Meeting”), the Company’s stockholders voted on the following matters, which are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 15, 2022: (i) to elect three Class I directors, each to serve a term expiring at the 2025 Annual Meeting of Stockholders (“Proposal 1”); (ii) to approve, in an advisory “say-on-pay” vote, the compensation of the Company’s named executive officers (“Proposal 2”); and (iii) to ratify the appointment of RSM US LLP as the Company’s independent auditors for the fiscal year ending December 31, 2022 (“Proposal 3”). At the Annual Meeting, the stockholders of the Company elected the nominees of the Company’s Board of Directors (the “Board”), Michael K. Burke, Douglas R. Casella, and Gary Sova, as Class I directors, and approved Proposal 2 and Proposal 3. At the Annual Meeting, the holders of shares of the Company’s Class A common stock and Class B common stock representing 57,854,511 votes were represented in person or by proxy, constituting a quorum.

Set forth below are the final voting totals for the proposals acted upon at the Annual Meeting:

Proposal 1: The following nominees were elected to the Board as Class I directors, each to serve for a term expiring at the 2025 Annual Meeting of Stockholders.

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Michael K. Burke	44,840,483	10,558,517	2,455,511
Douglas R. Casella	53,450,206	1,948,794	2,455,511
Gary Sova	53,184,768	2,214,232	2,455,511

The terms of the following directors continued after the Annual Meeting: Michael L. Battles, Joseph G. Doody, Emily Nagle Green, John W. Casella, William P. Hülligan and Rose Stuckey Kirk.

Proposal 2: An advisory “say-on-pay” vote on the compensation of the Company’s named executive officers was approved.

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
53,704,170	1,675,048	19,782	2,455,511

Proposal 3: The appointment of RSM US LLP, an independent registered public accounting firm, as the Company’s independent auditors for the fiscal year ending December 31, 2022 was ratified.

Votes For	Votes Against	Votes Abstaining
57,056,002	794,268	4,241

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: June 3, 2022

By: /s/ Edmond R. Coletta
Edmond R. Coletta
Senior Vice President and Chief Financial Officer