
**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): August 1, 2025

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Chief Executive Officer Succession; Appointment of New Chief Executive Officer and Member of Board

On August 1, 2025, John W. Casella, Chairman of the Board of Directors (the “Board”) and Chief Executive Officer of Casella Waste Systems, Inc. (the “Company”), notified the Board of his decision to transition from Chief Executive Officer to Executive Chairman of the Board, effective January 1, 2026 (the “Effective Date”). Mr. Casella has served as Chief Executive Officer since joining his brother Douglas Casella a year after the Company’s founding 50 years ago and as Chairman of the Board since 2001.

On August 6, 2025, the Board appointed Edmond R. Coletta (age 49) as the Company’s Chief Executive Officer, effective as of the Effective Date. Mr. Coletta has served as President of the Company since July 2022 and will continue in that role after the Effective Date. On August 6, 2025, the Board also approved increasing the size of the Board to 10 members and electing Mr. Coletta as a Class II director, both effective as of the Effective Date. Mr. Coletta’s term as a Class II director will expire at the Company’s 2026 annual meeting of stockholders.

Mr. Coletta joined the Company in December 2004, and previously served as the Company’s President and Chief Financial Officer from July 2022 to November 2023, Senior Vice President, Chief Financial Officer and Treasurer from December 2012 to July 2022, Vice President of Finance and Investor Relations from January 2011 to December 2012 and Director of Finance and Investor Relations from August 2005 to January 2011. From 2002 until he joined the Company, Mr. Coletta served as the Chief Financial Officer and was a member of the Board of Directors of Avedro, Inc. (FKA ThermalVision, Inc.), an early-stage medical device company that he co-founded. From 1997 to 2001, he served as a research and development engineer for Lockheed Martin Michoud Space Systems. Mr. Coletta has served on the Board of Trustees for Killington Mountain School since May 2020. Mr. Coletta holds an MBA from the Tuck School of Business at Dartmouth College and a Bachelor of Science degree from Brown University in Materials Science Engineering.

There are currently no agreements, arrangements or understandings between Mr. Coletta and any other person pursuant to which Mr. Coletta was selected as Chief Executive Officer of the Company or as a member of the Board. There are no family relationships between Mr. Coletta and any director, executive officer or person nominated or chosen by the Company to become a director or executive officer of the Company. There are no transactions in which Mr. Coletta has an interest requiring disclosure under Item 404(a) of Regulation S-K.

In connection with Mr. Coletta’s appointment as Chief Executive Officer, on August 6, 2025, the Company entered into an amendment to the employment agreement with Mr. Coletta (the “Coletta Amendment”). Under the terms of the Coletta Amendment:

- Mr. Coletta’s annual salary will increase to \$750,000, effective as of January 1, 2026;
- Mr. Coletta’s target annual cash bonus percentage will increase to 150% of his base salary, effective as of January 1, 2026; and
- Mr. Coletta will receive an annual equity award for fiscal year 2026 having an aggregate grant date value, as determined by the Compensation and Human Capital Committee of the Company’s Board of Directors (the “Compensation Committee”) in its discretion, of \$2.5 million, delivered 25% in restricted stock units and 75% in performance-based stock units.

Mr. Coletta will not receive any separate compensation for his service as a director.

In connection with Mr. Casella’s transition to Executive Chairman of the Board, on August 6, 2025, the Company entered into an amendment to the employment agreement with Mr. Casella (the “Casella Amendment”). Under the terms of the Casella Amendment:

- Mr. Casella’s annual salary will decrease to \$750,000 effective as of January 1, 2026;
- Mr. Casella’s target annual cash bonus percentage will decrease to 100% of his base salary, effective as of January 1, 2026; and
- Mr. Casella will receive an annual equity award for each of fiscal years 2026 and 2027 having an aggregate grant date value, as determined by the Compensation Committee in its discretion, of \$2.0 million.

The foregoing description of the Casella Amendment and the Coletta Amendment is qualified in its entirety by reference to the full text of the Casella Amendment and the Coletta Amendment, copies of which will be filed with the Company's Form 10-Q for the fiscal quarter ending September 30, 2025.

Item 7.01 Regulation FD.

On August 6, 2025, the Company issued a press release announcing the Chief Executive Officer succession plan and the appointments disclosed in Item 5.02 above. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information in this Item 7.01 in this Form 8-K (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Casella Waste Systems Inc. press release dated August 6, 2025.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.**
101.LAB	Inline XBRL Taxonomy Label Linkbase Document.**
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document.**
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101).
**	Submitted Electronically Herewith.

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: August 6, 2025

By: /s/ Bradford J. Helgeson
Bradford J. Helgeson
Executive Vice President and Chief Financial Officer

CASELLA WASTE SYSTEMS, INC. ANNOUNCES CEO SUCCESSION PLAN**Casella Chairman and CEO John Casella to become Executive Chairman; President Ned Coletta Appointed Casella's Next CEO**

FOR IMMEDIATE RELEASE

Rutland, Vermont, August 6, 2025 –Casella Waste Systems, Inc. (NASDAQ: CWST), a regional solid waste, recycling and resource management services company, today announced that John W. Casella, Chairman of the Board of Directors (the “Board”) and Chief Executive Officer of the Company, will transition from Chief Executive Officer to Executive Chairman of the Board, effective January 1, 2026 (“Effective Date”). Edmond R. “Ned” Coletta, currently the Company’s President, will succeed Mr. Casella as CEO and will join the Board as a Class II director effective on the same date. As Executive Chairman, Mr. Casella will continue to serve as Chair of the Board and, in collaboration with the CEO, support the Company’s strategic development, stakeholder engagement and organizational culture.

John Casella, who joined his brother Doug in 1976, a year after Doug founded the company, has led the growth and expansion of Casella Waste Systems into a leading waste management and resource solutions company in the eastern United States, significantly enhancing value for shareholders, customers, and communities.

“I am incredibly proud of the dedication and hard work from our entire Casella team over five decades,” said John Casella. “It has been my privilege to lead this company and witness its evolution into an industry leader committed to sustainability and innovation. I have great confidence in Ned and the executive leadership team to build on our legacy of delivering exceptional service and sustainable solutions.”

Ned Coletta joined the Company in December 2004 and has held several leadership positions, including President and Chief Financial Officer, Senior Vice President, Chief Financial Officer and Treasurer, and Vice President of Finance and Investor Relations. Prior to joining the Company, Mr. Coletta co-founded and served as Chief Financial Officer of Avedro, Inc. and held a research and development engineering role at Lockheed Martin Michoud Space Systems. He holds an MBA from the Tuck School of Business at Dartmouth College and a Bachelor of Science degree from Brown University.

“Our success has always been driven by our talented and dedicated people,” said Mr. Coletta. “I am honored to lead the Casella team as we continue to innovate and deliver sustainable resource management solutions that benefit our customers, communities, and the environment.”

“On behalf of the entire Board, I thank John for his outstanding leadership, irrepressible perseverance and invaluable contributions,” said Joe Doody, Lead Director. “John’s strategic vision and unwavering commitment have shaped Casella’s trajectory and positioned us strongly for the future. Ned’s extensive experience and proven leadership capabilities make him exceptionally qualified to lead Casella into its next chapter of growth and success.”

About Casella Waste Systems, Inc.

Casella Waste Systems, Inc., headquartered in Rutland, Vermont, provides resource management expertise and services to residential, commercial, municipal, institutional and industrial customers, primarily in the areas of solid waste collection and disposal, transfer, recycling and organics services in the eastern United States. For more information, visit www.casella.com.

Safe Harbor Statement

Certain matters discussed in this press release, including, but not limited to, the statements regarding the Company’s intentions, beliefs or current expectations concerning, among other things, the Company’s CEO succession plan; the impact of the Company’s CEO succession on its future growth and success; the

Company's financial performance; financial condition; operations and services; prospects; growth; and strategies, are "forward-looking statements" intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements can generally be identified as such by the context of the statements, including words such as "believe," "expect," "anticipate," "plan," "may," "would," "intend," "estimate," "will," "guidance" and other similar expressions, whether in the negative or affirmative. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which the Company operates and management's beliefs and assumptions. The Company cannot guarantee that it will achieve the financial results, plans, intentions, expectations or guidance disclosed in the forward-looking statements made. Such forward-looking statements, and all phases of the Company's operations, involve a number of risks and uncertainties, any one or more of which could cause actual results to differ materially from those described in its forward-looking statements.

Such risks and uncertainties include or relate to, among other things, the following: the Company may be unable to adequately increase prices or drive operating efficiencies to adequately offset increased costs and inflationary pressures, including increased fuel prices and wages; it is difficult to determine the timing or future impact of a sustained economic slowdown that could negatively affect our operations and financial results; the increasing focus on per - and polyfluoroalkyl substances ("PFAS") and other emerging contaminants, including the recent designation by the U.S. Environmental Protection Agency of two PFAS chemicals as hazardous substances under the Comprehensive Environmental Response, Compensation, and Liability Act, will likely lead to increased compliance and remediation costs and litigation risks; adverse weather conditions may negatively impact the Company's revenues and its operating margin; the Company may be unable to increase volumes at its landfills or improve its route profitability; the Company may be unable to reduce costs or increase pricing or volumes sufficiently to achieve estimated Adjusted EBITDA and other targets; landfill operations and permit status may be affected by factors outside the Company's control; the Company may be required to incur capital expenditures in excess of its estimates; the Company's insurance coverage and self-insurance reserves may be inadequate to cover all of its risk exposures; fluctuations in energy pricing or the commodity pricing of its recyclables may make it more difficult for the Company to predict its results of operations or meet its estimates; disruptions or limited access to domestic and global transportation or the impacts of changes in tariffs that the United States and other countries have announced or implemented, as well as any additional new tariffs, trade restrictions or export regulations that may be implemented or reversed in the future, could impact the Company's ability to sell recyclables into end markets; the Company may be unable to achieve its acquisition or development targets on favorable pricing or at all, including due to the failure to satisfy all closing conditions and to receive required regulatory approvals that may prevent closing of any announced transaction; the Company may not be able to successfully integrate and recognize the expected financial benefits from acquired businesses; and the Company may incur environmental charges or asset impairments in the future.

There are a number of other important risks and uncertainties that could cause the Company's actual results to differ materially from those indicated by such forward-looking statements. These additional risks and uncertainties include, without limitation, those detailed in Item 1A. "Risk Factors" in the Company's most recently filed Form 10-K, in Item 1A. "Risk Factors" in the Company's most recently filed Form 10-Q and in other filings that the Company may make with the Securities and Exchange Commission in the future.

The Company undertakes no obligation to update publicly any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.