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**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): **July 1, 2009**

**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))
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## **Item 7.01 Regulation FD Disclosure.**

In connection with the private offering of the Notes, as described below in Item 8.01 of this Current Report, Casella Waste Systems, Inc. (the "Company") is working to complete the refinancing of its senior first lien credit facilities, consisting of a revolving credit facility expected to be in the principal amount of \$177.5 million, including letters of credit, and a term loan expected to be in the principal amount of \$130.0 million. The Company expects to have the right to increase the amount of the revolving credit facility and/or the term loan by an aggregate amount of \$42.5 million, in its discretion, subject to certain conditions. The Company expects to close the refinancing on July 9, 2009, simultaneously with the issuance of the Notes.

### **"Safe Harbor" Statement under Private Securities Litigation Reform Act of 1995**

This Current Report on Form 8-K includes certain disclosures which contain "forward-looking statements" intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can be identified by the use of words like "expects", "anticipates", "plans", "may", "will", "would", "intends", "estimates", "seeks" and "targets" 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 as well as the successful completion of the Notes offering and the refinancing of the senior first lien credit facilities on the terms described herein and management's beliefs and assumptions, and should be read in conjunction with the Company's consolidated financial statements and the notes to the consolidated financial statements included in the documents the Company files from time to time with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. The Company cannot guarantee that it actually will achieve the plans, intentions or expectations disclosed in the forward-looking statements made. The occurrence of the events described, and the achievement of the expected results, depend on many events, some or all of which are not predictable or within the Company's control. Actual results may differ materially from those set forth in forward-looking statements. The Company undertakes no obligation, and specifically declines any obligation, to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

As provided in General Instruction B.2 of Form 8-K, the information contained in Item 7.01 of this Current Report on Form 8-K shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), except as shall be expressly set forth by specific reference in such a filing. By furnishing this information, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

## **Item 8.01. Other Events.**

On July 1, 2009, the Company announced the pricing of its previously announced private offering of senior secured second lien notes due 2014 (the "Notes"). The aggregate principal amount of the Notes was \$180 million. The Company elected to reduce the size of the offering from \$205 million, as previously announced, to \$180 million and increased the amount of the term loan under the Company's restated first lien credit facilities referenced above from \$100 million to \$130 million. The Company expects that the term loan will bear interest at a lower rate than that payable on the Notes. The Notes offering was oversubscribed. The issuance of the Notes is anticipated to close on July 9, 2009. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1, and is incorporated herein by reference.

## **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release of Casella Waste Systems, Inc. dated July 1, 2009.

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: July 1, 2009

By: /s/ John S. Quinn

John S. Quinn  
Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Casella Waste Systems, Inc. dated July 1, 2009

**CASELLA WASTE SYSTEMS, INC.  
ANNOUNCES PRICING OF NOTES OFFERING**

**RUTLAND, VERMONT** (July 1, 2009) – Casella Waste Systems, Inc. (NASDAQ: CWST), a regional solid waste, recycling and resource management services company, announced today that it has priced the previously announced offering of \$180 million aggregate principal amount of 11.00% senior secured second lien notes due 2014 (the “Notes”) at an issue price of 97.212% of the principal amount of the Notes. The issuance of the Notes is anticipated to close on July 9, 2009. The Notes will pay interest on a semi-annual basis.

The Notes are being sold in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and to non-U.S. persons outside the United States under Regulation S under the Securities Act.

Casella intends to use the net proceeds from the offering to repay a portion of the borrowings under its existing senior secured credit facility. The closing of the offering will be conditioned on customary closing conditions and the closing of a new senior secured first lien credit facility which will be used to refinance the balance of the borrowings under Casella’s existing senior secured credit facility.

The Notes have not been registered under the Securities Act, and unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any sale of the Notes 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.

**About Casella Waste Systems, Inc.**

Casella Waste Systems is an integrated solid waste and resource management company headquartered in Rutland, Vermont. For further information, investors should contact Ned Coletta, director of investor relations at (802) 772-2239; or visit Casella’s website at <http://www.casella.com>.

**Safe Harbor Statement**

Certain matters discussed in this press release 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 Casella “believes,” “expects,” “anticipates,” “plans,” “may,” “will,” “would,” “intends,” “estimates” and other similar expressions, whether in the negative or affirmative. Among the forward looking statements in this press release are statements regarding the closing of the offering of the Notes, the expected net proceeds to Casella as a result of the offering of the Notes and the intended use of the proceeds from the Note offering. All of these forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which Casella operates and management’s beliefs and assumptions. Casella cannot guarantee that it actually will achieve the plans, intentions or expectations disclosed in the forward-looking statements made. Such forward-looking statements, and all phases of Casella’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: Casella’s ability to consummate the issuance of the Notes, Casella’s ability to complete the refinancing of

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its senior secured credit facility; current economic conditions have adversely affected Casella's revenues and its operating margin and as a result Casella would be in default under its senior secured credit facility but for a waiver it has obtained, which will cease to be effective if Casella does not successfully complete its refinancing described above in this press release before July 31, 2009; Casella may be unable to reduce costs or increase revenues sufficiently to achieve estimated EBITDA and other targets; landfill operations and permit status may be affected by factors outside its control; Casella may be required to incur capital expenditures in excess of its estimates; fluctuations in the commodity pricing of its recyclables may make it more difficult for Casella to predict its results of operations or meet its estimates; and Casella may incur environmental charges or asset impairments in the future. There are a number of other important risks and uncertainties that could cause Casella'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 Casella's Form 10-K for the year ended April 30, 2009. Casella does not necessarily intend to update publicly any forward-looking statements whether as a result of new information, future events or otherwise, except as required.