

CASELLA WASTE SYSTEMS INC

Form 8-K

September 28, 2012

**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): September 28, 2012**

**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)

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On September 27, 2012, Casella Waste Systems, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein (collectively, the Underwriters), relating to an underwritten public offering of 10,000,000 shares (the Shares) of the Company's Class A common stock, par value \$0.01 per share (the Common Stock). All of the Shares are being sold by the Company. The offering price to the public is \$4.00 per share, and the Underwriters have agreed to purchase the Shares from the Company pursuant to the Underwriting Agreement at a price of \$3.732 per share. After underwriting discounts and commissions and estimated offering expenses, the Company expects to receive net proceeds from the offering of approximately \$36.82 million. Under the terms of the Underwriting Agreement, the Company has granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 1,500,000 shares of Common Stock to cover overallocments, if any, at the public offering price less the underwriting discounts and commissions.

The Shares will be issued pursuant to a shelf registration statement the Company filed with the Securities and Exchange Commission, which became effective on August 30, 2011 (File No. 333-175107). A prospectus supplement relating to the offering was filed with the Securities and Exchange Commission. The closing of the offering is expected to take place on October 3, 2012, subject to the satisfaction of customary closing conditions.

A copy of the Underwriting Agreement is attached to this Current Report on Form 8-K as Exhibit 1.1 and is incorporated herein by reference. The foregoing description of the material terms of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the press release announcing the pricing of the Shares is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

A copy of the legal opinion and consent of Wilmer Cutler Pickering Hale and Dorr LLP relating to the Shares, is attached as Exhibit 5.1 hereto.

**Item 8.01. Other Events.**

On September 28, 2012, the Company announced the pricing of its previously announced private offering of 7.75% senior subordinated notes due 2019 (the Notes). The aggregate principal amount of the Notes is \$125.0 million. The Notes will pay interest on a semi-annual basis. The offering of the Notes is expected to close on October 9, 2012.

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. 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.

A copy of the press release announcing the pricing of the Notes is attached to this Current Report on Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

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

(d) Exhibits.

See Exhibit Index attached hereto.

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: September 28, 2012

By: /s/ Edwin D. Johnson

Name: Edwin D. Johnson

Title: Senior Vice President and Chief

Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated September 27, 2012, by and among Casella Waste Systems, Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
99.1	Press release of Casella Waste Systems, Inc. dated September 28, 2012
99.2	Press release of Casella Waste Systems, Inc. dated September 28, 2012