

CASELLA WASTE SYSTEMS INC  
Form DFAN14A  
October 01, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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 Under Rule 14a-12

CASELLA WASTE SYSTEMS, INC.  
(Name of Registrant as Specified in Its Charter)

JCP INVESTMENT PARTNERSHIP, LP  
JCP SINGLE-ASSET PARTNERSHIP, LP  
JCP INVESTMENT PARTNERS, LP  
JCP INVESTMENT HOLDINGS, LLC  
JCP INVESTMENT MANAGEMENT, LLC

JAMES C. PAPPAS  
BRETT W. FRAZIER

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.



(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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.. Fee paid previously with preliminary materials:

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.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

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(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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JCP Investment Management, LLC, together with the other participants named herein (collectively, “JCP Investment Management”), has filed a definitive proxy statement with the Securities and Exchange Commission and an accompanying GOLD proxy card to be used to solicit votes for the election of JCP Investment Management’s slate of two highly-qualified director nominees to the Board of Directors of Casella Waste Systems, Inc., a Delaware corporation (the “Company”), at the Company’s upcoming 2015 annual meeting of stockholders, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof.

On October 1, 2015, JCP Investment Management issued the following press release:

**JCP INVESTMENT MANAGEMENT LAUNCHES WEBSITE DEDICATED TO ELECTION OF ITS TWO  
NOMINEES AT CASELLA’S ANNUAL MEETING**

**Urges Shareholders to vote the GOLD Proxy to Elect Brett W. Frazier and James C. Pappas**

HOUSTON – October 1, 2015 – JCP Investment Management, LLC (together with its affiliates, “JCP”), and the other participants in its solicitation, collectively beneficially own approximately 5.8% of the outstanding Class A shares of Casella Waste Systems, Inc. (“Casella” or the “Company”) (NASDAQ: CWST). Today, JCP launched a website, [www.FixCasella.com](http://www.FixCasella.com), dedicated to the election of its two highly-qualified candidates, Brett W. Frazier and James C. Pappas, to Casella’s Board of Directors (the “Board”) at the Company’s upcoming 2015 Annual Meeting.

JCP has filed a definitive proxy statement and an accompanying GOLD proxy card with the Securities and Exchange Commission in order to give shareholders an opportunity to replace the Company’s Chairman and CEO John Casella, who has overseen over a decade of negative shareholder return, and his fellow director William Hulligan, with direct shareholder representatives who will represent the best interests of all shareholders. As further explained in JCP’s proxy materials, which are available at [www.FixCasella.com](http://www.FixCasella.com), shareholders deserve an alternative to the poor operating performance under Mr. Casella’s leadership, the deeply concerning related party transactions and the lack of accountability of both the Board and CEO at Casella. The time for change is now – JCP urges all shareholders to vote the GOLD proxy card today.

JCP is being advised in connection with the proxy contest by Olshan Frome Wolosky LLP. InvestorCom, Inc. is serving as JCP’s proxy solicitor.

About JCP Investment Management:

JCP Investment Management, LLC is an investment firm headquartered in Houston, TX that engages in value-based investing across the capital structure. JCP follows an opportunistic approach to investing across different equity, credit and distressed securities largely in North America.

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