

Waste Connections, Inc.
Form DEFA14A
May 06, 2015

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

SCHEDULE 14A

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 § 240.14a-12

WASTE CONNECTIONS, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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

Title of each class of securities to which transaction applies:

(1) _____

Aggregate number of securities to which transaction applies:

(2) _____

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):

(3) _____

Proposed maximum aggregate value of transaction:

(4) _____

Total fee paid:

(5) _____

- .. Fee paid previously with preliminary materials.

“ 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.

Amount Previously Paid:

(1) _____

Form, Schedule or Registration Statement No.:

(2) _____

Filing Party:

(3) _____

Date Filed:

(4) _____

May 6, 2015

Supplement No. 2 to Proxy Statement

for the Annual Meeting of Stockholders to be Held on May 15, 2015

Appointment of Proxy Solicitor

Waste Connections, Inc. (the “Company”) has engaged Alliance Advisors, LLC to act as our proxy solicitor, for the purpose of assisting the Company in securing votes for Proposal 3—the annual advisory vote on the compensation paid to our named executive officers (referred to as the “say-on-pay” proposal)—set forth in the proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 2, 2015, with respect to the Company’s 2015 Annual Meeting of Stockholders (the “Proxy Statement”). The Company will pay Alliance Advisors a fee of \$10,000, plus reasonable expenses, for these services, and the Company will bear the entire cost associated with these services. Alliance Advisors is reaching out to our stockholders to encourage them to vote in favor of our say-on-pay proposal. If Alliance Advisors calls you, please answer the call.

Important Information

The Company advises its stockholders to read the Proxy Statement, as amended and supplemented, because it contains important information. Stockholders may obtain a free copy of the Proxy Statement, as amended and supplemented, and other documents that the Company files with the SEC at the SEC’s website at www.sec.gov. The Proxy Statement, as amended and supplemented and these other documents may also be obtained for free from the Company by directing a request to Waste Connections, Inc., 3 Waterway Square Place, Suite 110, The Woodlands, Texas 77380, Attention: Corporate Secretary.