

COVANTA HOLDING CORP  
Form 8-K  
March 05, 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): March 5, 2012**

**COVANTA HOLDING CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**1-06732**  
(Commission)

**95-6021257**  
(IRS Employer)

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(State of incorporation)

(File Number)

(Identification No.)

**445 South Street**

**Morristown, New Jersey 07960**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (862) 345-5000**

**N/A**

(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 7.01. Regulation FD Disclosure.**

On March 5, 2012, Covanta Holding Corporation (the Company), a Delaware corporation, issued a press release announcing that its Board of Directors has authorized a 100% increase in the Company's quarterly cash dividend to \$0.15 per share. The next quarterly dividend is payable on April 12, 2012 to stockholders of record as of the close of business on March 30, 2012.

The Company also announced that its Board of Directors has approved an additional \$100 million in share repurchases to be added to the existing share repurchase program.

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

The information in this Form 8-K and Exhibit 99.1 is furnished pursuant to Item 7.01 of this Form 8-K and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, or incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

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

(a) Financial Statements of Business Acquired Not Applicable.

(b) Pro Forma Financial Information Not Applicable.

(c) Shell Company Transactions Not Applicable.

(d) Exhibits:

| <b>Exhibit No.</b> | <b>Exhibit</b>                      |
|--------------------|-------------------------------------|
| 99.1               | Press Release, dated March 5, 2012. |

**SIGNATURES**

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 thereunto duly authorized.

Date: March 5, 2012

COVANTA HOLDING CORPORATION  
(Registrant)

By: /s/ Timothy J. Simpson  
Name: Timothy J. Simpson  
Title: Executive Vice President, General Counsel and Secretary

**COVANTA HOLDING CORPORATION**

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Exhibit</b>                      |
|--------------------|-------------------------------------|
| 99.1               | Press Release, dated March 5, 2012. |