

COVANTA HOLDING CORP  
Form 8-K/A  
September 22, 2011

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

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 5, 2011**

**COVANTA HOLDING CORPORATION**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other Jurisdiction of Incorporation)	<b>1-6732</b> (Commission File Number)	<b>95-6021257</b> (IRS Employer Identification No.)
--	---	--

<b>445 South Street, Morristown, New Jersey</b> (Address of Principal Executive Offices)	<b>07960</b> (Zip Code)
---	----------------------------

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

(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:

- 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))

## **Explanatory Note**

This Current Report on Form 8-K/A (this Amendment ) amends a Current Report on Form 8-K, filed May 10, 2011 (the Original Filing ), in which Covanta Holding Corporation (the Company ) reported voting results for its Annual Meeting of Stockholders held on May 5, 2011 (the 2011 Annual Meeting ), including the voting results for both the Company s non-binding stockholder advisory vote on the compensation of its named executive officers (the Say-on-Pay Vote ) and the Company s non-binding stockholder advisory vote regarding the frequency of future Say-on-Pay Votes (the Frequency Vote ). Except as set forth below, this Amendment does not modify or update any other disclosure contained in the Original Filing.

### **Item 5.07. Submission of Matters to a Vote of Security Holders.**

As previously reported in the Original Filing, more than a majority of shares voting at the 2011 Annual Meeting voted, on a non-binding advisory basis, in favor of a frequency of every three years for future Say-on-Pay Votes as was recommended by the Company s Board of Directors.

On September 21, 2011, in light of such vote, the Company determined that it currently intends to include a Say-on-Pay Vote at annual meetings of stockholders every three years until the next required Frequency Vote.

**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 hereunto duly authorized.

**COVANTA HOLDING CORPORATION**

Date: September 22, 2011

By: /s/ Timothy J. Simpson

Name: Timothy J. Simpson

Title: Executive Vice President, General Counsel and  
Secretary