

COVANTA HOLDING CORP  
Form 8-K  
May 10, 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): May 9, 2012

**COVANTA HOLDING CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**1-6732**  
(Commission

File Number)

**95-6021257**  
(IRS Employer

Identification No.)

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**445 South Street, Morristown, New Jersey 07960**

**(Address of principal executive offices) (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 Instructions A.2.):

- 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 5.07. Submission of Matters to a Vote of Security Holders**

On May 9, 2012, Covanta Holding Corporation held its Annual Meeting of Stockholders. At that meeting, stockholders voted on the following proposals:

1. To elect ten directors to serve a one-year term that will expire at the next Annual Meeting of Stockholders. Each director was elected with the votes cast as follows:

| <b>Directors</b>    | <b>For</b>  | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------|-------------|-----------------|-------------------------|
| David M. Barse      | 107,010,925 | 1,145,753       | 14,671,482              |
| Ronald J. Broglio   | 107,654,137 | 502,541         | 14,671,482              |
| Peter C.B. Bynoe    | 73,371,084  | 34,785,594      | 14,671,482              |
| Linda J. Fisher     | 107,671,483 | 485,195         | 14,671,482              |
| Joseph M. Holsten   | 107,663,941 | 492,737         | 14,671,482              |
| Anthony J. Orlando  | 107,408,121 | 748,557         | 14,671,482              |
| William C. Pate     | 107,210,718 | 945,960         | 14,671,482              |
| Robert S. Silberman | 107,383,077 | 773,601         | 14,671,482              |
| Jean Smith          | 107,670,369 | 486,309         | 14,671,482              |
| Samuel Zell         | 98,729,350  | 9,427,328       | 14,671,482              |

2. To ratify the appointment of Ernst & Young LLP, the independent registered public accountants, as our independent auditors for the 2012 fiscal year.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 122,163,269      | 553,424              | 109,585            | 1,882                   |

3. To consider a stockholder proposal regarding an amendment to the Equity Award Plan for Employees and Officers.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 6,370,662        | 100,382,184          | 1,403,832          | 14,671,482              |

**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: May 10, 2012

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