

COVANTA HOLDING CORP  
Form 8-K  
February 21, 2014

**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): February 20, 2014**

**COVANTA HOLDING CORPORATION**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-06732**  
**(Commission**  
  
**File Number)**

**95-6021257**  
**(IRS Employer**  
  
**Identification No.)**

**445 South Street**

**Morristown, New Jersey**  
**(Address of principal executive offices)**

**07960**  
**(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:

- ..  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 8.01. Other Events.**

On February 20, 2014, Covanta Holding Corporation (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Barclays Capital Inc. as representative and on behalf of the several underwriters named therein (collectively, the Underwriters ) providing for the offer and sale by the Company of \$400 million principal amount of 5.875% Senior Notes due 2024 (the Notes ).

The offering of the Notes was registered under the Securities Act of 1933, as amended, and is being made pursuant to the Company s Registration Statement on Form S-3, Reg. No. 333-178503 and the prospectus dated December 15, 2011 included therein, filed by the Company with the Securities and Exchange Commission on December 15, 2011, as supplemented by the preliminary prospectus supplement relating thereto dated February 20, 2014, and the final prospectus supplement relating thereto dated February 20, 2014.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities arising out of or in connection with the sale of the Notes and customary contribution provisions in respect of those liabilities. The closing of the offering, which is subject to customary closing conditions, is expected to occur on March 6, 2014.

The foregoing description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, which is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of the Underwriting Agreement and as of the specific date (or dates) set forth therein, and were solely for the benefit of the parties to the Underwriting Agreement and are subject to certain limitations as agreed upon by the contracting parties. In addition, the representations, warranties and covenants contained in the Underwriting Agreement may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. Investors are not third-party beneficiaries of the Underwriting Agreement and should not rely on the representations, warranties and covenants contained therein, or any descriptions thereof, as characterizations of the actual state of facts or conditions of the Company. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Underwriting Agreement, which subsequent developments may not be fully reflected in the Company s public disclosure.

**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:

Exhibit No. Exhibit

- 1.1 Underwriting Agreement, dated February 20, 2014 between the Registrant and Barclays Capital Inc., as representative of the several underwriters.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 21, 2014

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**

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