

COVANTA HOLDING CORP  
Form 8-K  
February 20, 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)

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|---|--|---|
| Delaware<br>(State or Other Jurisdiction of<br>Incorporation) | 1-06732<br>(Commission<br>File Number) | 95-6021257<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

|  |                     |
|--|---------------------|
| 445 South Street<br>Morristown, New Jersey<br>(Address of principal executive offices) | 07960<br>(Zip Code) |
|--|---------------------|

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

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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(b))
- 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 issued a press release announcing the pricing of an offering of senior unsecured notes.

A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

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                                 |
|-------------|---|
| 99.1        | Press Release, dated February 20, 2014. |

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: February 20, 2014

COVANTA HOLDING CORPORATION  
(Registrant)

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

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COVANTA HOLDING CORPORATION  
EXHIBIT INDEX

| Exhibit No. | Exhibit                                 |
|-------------|---|
| 99.1        | Press Release, dated February 20, 2014. |