

COVANTA HOLDING CORP  
Form 8-K  
March 24, 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): March 21, 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 (I.R.S. Employer Identification No.)
445 South Street Morristown, New Jersey (Address of principal executive offices) (862) 345-5000 (Registrant's telephone number, including area code)		07960 (Zip Code)

---

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 1.01. Entry into a Material Definitive Agreement.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On March 21, 2014, Covanta Energy Corporation, a subsidiary of Covanta Holding Corporation (the "Company"), entered into an amendment to the Credit and Guaranty Agreement, dated as of March 28, 2012 (as amended, restated, supplemented or otherwise modified, the "Credit Agreement") with Bank of America, N.A. as Administrative Agent and Collateral Agent and the lenders named therein (the "Second Amendment"). The Second Amendment, which is effective as of March 21, 2014:

Increases the commitments under the revolving facility by \$100 million to an aggregate principal amount of \$1 billion;

Extends the termination date of the revolving facility to March 2019 from March 2017; and

Reduces the pricing for the term B loan facility to LIBOR + 2.50% with a 0.75% LIBOR floor versus the prior rate of LIBOR + 2.75% with a 0.75% LIBOR floor.

The foregoing description of the Second Amendment is qualified in its entirety by reference to the Second Amendment, which is attached hereto as Exhibit 10.1 and incorporated by reference herein. Further information on the Credit Agreement is available in the Company's Annual Report on Form 10-K for the Year Ended December 31, 2013 under "Management's Discussion & Analysis of Financial Condition and Results of Operations."

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired – Not Applicable

(b) Pro Forma Financial Information – Not Applicable

(c) Exhibits

Exhibit No.	Exhibit
10.1	Second Amendment, dated as of March 21, 2014, to the Credit and Guaranty Agreement, dated as of March 28, 2012, as amended.

**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 24, 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

Exhibit No.	Exhibit
10.1	Second Amendment, dated as of March 21, 2014, to the Credit and Guaranty Agreement, dated as of March 28, 2012, as amended.