

COVANTA HOLDING CORP
Form 8-K
May 17, 2013

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 16, 2013

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) | 07960 (Zip Code) |
|--|---------------------|

(862) 345-5000
(Registrant's telephone number, including area 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))
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Item 5.07. Submission of Matters to a Vote of Security Holders

On May 16, 2013, 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:

| Directors | For | Withheld | Broker Non-Votes |
|---------------------|-------------|------------|------------------|
| David M. Barse | 101,556,772 | 768,909 | 13,729,668 |
| Ronald J. Broglio | 101,941,849 | 383,832 | 13,729,668 |
| Peter C.B. Bynoe | 76,379,966 | 25,945,715 | 13,729,668 |
| Linda J. Fisher | 101,995,712 | 329,969 | 13,729,668 |
| Joseph M. Holsten | 101,994,188 | 331,493 | 13,729,668 |
| Anthony J. Orlando | 101,667,596 | 658,085 | 13,729,668 |
| William C. Pate | 101,520,260 | 805,421 | 13,729,668 |
| Robert S. Silberman | 100,075,017 | 2,250,664 | 13,729,668 |
| Jean Smith | 100,036,459 | 2,289,222 | 13,729,668 |
| Samuel Zell | 101,019,125 | 1,306,556 | 13,729,668 |

² To ratify the appointment of Ernst & Young LLP as our independent registered public accountants for the 2013 fiscal year.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 115,440,339 | 584,575 | 28,207 | 2,228 |

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: May 17, 2013

COVANTA HOLDING CORPORATION
(Registrant)

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