

COVANTA HOLDING CORP  
Form 8-K  
April 22, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): April 21, 2015

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COVANTA HOLDING CORPORATION  
(Exact name of Registrant as Specified in Its Charter)

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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)

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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))
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Item 2.02. Results of Operations and Financial Condition.

On April 22, 2015, Covanta Holding Corporation (the "Company") issued a press release reporting the unaudited results for the first quarter ended March 31, 2015, and announcing a conference call and webcast to be held at 8:30 a.m. (Eastern) on Thursday, April 23, 2015 to discuss these results. A copy of this press release is attached as Exhibit 99.1 hereto and incorporated herein by reference. This information includes certain non-GAAP financial information as identified in Exhibit 99.1.

Item 7.01. Regulation FD Disclosure.

On April 22, 2015, the Company posted to its website materials that will be used in conjunction with its conference call and webcast regarding its unaudited results for its first quarter ended March 31, 2015, which will be held on Thursday, April 23, 2015 at 8:30 a.m. (Eastern). A copy of these materials is furnished as Exhibit 99.2 to this Form 8-K. This information includes certain non-GAAP financial information as identified in Exhibit 99.2.

The information in this Form 8-K, Exhibit 99.1 and Exhibit 99.2 is furnished pursuant to Item 2.02 and Item 7.01 of this Form 8-K and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

Item 8.01. Other Events.

On April 21, 2015, the Company adopted a new corporate governance policy concerning the pledging of Company common stock owned by the Company's directors and executive officers. Effective immediately, the Company's directors and executive officers must receive the prior approval of the Audit Committee of the Board of Directors before pledging any Company common stock owned by them or holding Company common stock in margin accounts. Company common stock pledged or held in margin accounts at the time this policy was adopted are exempt from the policy's pre-approval requirements.

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
99.1	Press Release, dated April 22, 2015.
99.2	Earnings Materials, dated April 22, 2015.

**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: April 22, 2015

**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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EXHIBIT INDEX

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