

COVANTA HOLDING CORP  
Form 8-K/A  
May 11, 2010

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

**FORM 8-K/A  
(Amendment No. 1)**

**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 6, 2010**

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

|                                                                      |                                           |                                                        |
|----------------------------------------------------------------------|-------------------------------------------|--------------------------------------------------------|
| <b>Delaware</b><br>(State or other Jurisdiction of<br>Incorporation) | <b>1-6732</b><br>(Commission File Number) | <b>95-6021257</b><br>(IRS Employer Identification No.) |
|----------------------------------------------------------------------|-------------------------------------------|--------------------------------------------------------|

|                                                                                        |                            |
|----------------------------------------------------------------------------------------|----------------------------|
| <b>40 Lane Road, Fairfield, New Jersey</b><br>(Address of Principal Executive Offices) | <b>07004</b><br>(Zip Code) |
|----------------------------------------------------------------------------------------|----------------------------|

Registrant's telephone number, including area code: **(973) 882-9000**

**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))

This Form 8-K/A is filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by Covanta Holding Corporation (the Company ) with the Securities and Exchange Commission on May 10, 2010. Amendment No. 1 is being filed to amend only Item 5.07 to include the voting results for broker non-votes for proposal 1 for the Company s Annual Meeting of Stockholders held on May 6, 2010. In all other respects, the Form 8-K remains the same.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On May 6, 2010, 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. The votes cast for each director were as follows:

| <b>Directors</b>    | <b>For</b>  | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------|-------------|-----------------|-------------------------|
| David M. Barse      | 112,945,123 | 3,844,725       | 15,002,033              |
| Ronald J. Broglio   | 115,732,471 | 1,057,378       | 15,002,033              |
| Peter C.B. Bynoe    | 106,431,565 | 10,358,284      | 15,002,033              |
| Linda J. Fisher     | 115,738,490 | 1,051,358       | 15,002,033              |
| Joseph M. Holsten   | 115,734,504 | 1,055,345       | 15,002,033              |
| Anthony J. Orlando  | 115,479,093 | 1,310,756       | 15,002,033              |
| William C. Pate     | 115,299,130 | 1,490,719       | 15,002,033              |
| Robert S. Silberman | 115,728,470 | 1,061,379       | 15,002,033              |
| Jean Smith          | 115,737,020 | 1,052,829       | 15,002,033              |
| Samuel Zell         | 113,760,890 | 3,028,959       | 15,002,033              |

2. To ratify the appointment of Ernst & Young LLP, the independent registered public accountants, as our independent auditors for the 2010 fiscal year.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 130,987,761      | 704,505              | 99,615             | 0                       |

3. Stockholder proposal to amend the Equity Award Plan for Employees and Officers.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 6,063,400        | 110,283,256          | 442,686            | 15,002,539              |

**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 hereunto duly authorized.

**COVANTA HOLDING CORPORATION**

Date: May 11, 2010

By: /s/ Timothy J. Simpson

Timothy J. Simpson  
*Executive Vice President,  
General Counsel and Secretary*