

COVANTA HOLDING CORP  
Form 8-K  
May 18, 2009

**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 18, 2009  
COVANTA HOLDING CORPORATION  
(Exact name of Registrant as Specified in Its Charter)**

<b>Delaware</b>	<b>1-6732</b>	<b>95-6021257</b>
<b>(State or Other Jurisdiction of Incorporation)</b>	<b>(Commission File Number)</b>	<b>(I.R.S. Employer Identification No.)</b>
<b>40 Lane Road Fairfield, New Jersey</b>		<b>07004</b>
<b>(Address of principal executive offices)</b>	<b>(973) 882-9000</b>	<b>(Zip Code)</b>

**(Registrant's telephone number, including area code)  
(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 (*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 8.01. Other Events**

On May 18, 2009, Covanta Holding Corporation issued a press release announcing that it intends to privately offer, subject to market and other conditions, \$300 million aggregate principal amount of cash convertible senior notes due 2014. Covanta also expects to grant the initial purchasers for the offering an option to purchase up to an additional \$45 million aggregate principal amount of notes, solely to cover over-allotments. The notes will be offered only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. A copy of this press release is attached as Exhibit 99.1 hereto and 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
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99.1	Press Release, dated May 18, 2009.
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**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 18, 2009

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 May 18, 2009.