

COVANTA HOLDING CORP  
Form 8-K  
July 06, 2011

**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): July 6, 2011**

**COVANTA HOLDING CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-6732**

**95-6021257**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**445 South Street, Morristown,  
New Jersey**

**07960**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(862) 345-5000**

**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))
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**Item 8.01. Other Events.**

On July 6, 2011, Covanta Holding Corporation, a Delaware corporation, issued a press release announcing an adjustment to the conversion rate on its 3.25% cash convertible senior notes due 2014 in connection with its previously announced dividend payable on April 12, 2011 to stockholders of record as of March 30, 2011. As a result of this dividend, the conversion rate was adjusted to 59.4517 from 59.1871 shares of Covanta's common stock per \$1,000 principal amount of the notes. The adjusted conversion rate is equivalent to an adjusted conversion price of \$16.82 per share, compared to the prior price of \$16.90.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated July 6, 2011, issued by Covanta Holding Corporation.

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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 hereunto duly authorized.

**COVANTA HOLDING CORPORATION**

Date: July 6, 2011

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

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**EXHIBIT INDEX**

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