

COVANTA HOLDING CORP  
Form 8-K  
February 11, 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): February 11, 2015

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

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| Delaware<br>(State or Other Jurisdiction of<br>Incorporation)  | 1-06732<br>(Commission<br>File Number) | 95-6021257<br>(I.R.S. Employer<br>Identification No.) |
| 445 South Street<br>Morristown, New Jersey<br>(Address of principal executive offices)<br>(862) 345-5000<br>(Registrant's telephone number, including area code) |  | 07960<br>(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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COVANTA HOLDING CORPORATION  
EXHIBIT INDEX

Item 2.02. Results of Operations and Financial Condition.

On February 11, 2015, Covanta Holding Corporation issued a press release reporting the unaudited results for the fourth quarter and full year periods ended December 31, 2014, and announcing a conference call and webcast to be held at 8:30 a.m. (Eastern) on Wednesday, February 12, 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 February 11, 2015, Covanta Holding Corporation posted to its website materials that will be used in conjunction with its conference call and webcast regarding its unaudited results for its fourth quarter and full year periods ended December 31, 2014, which will be held on Wednesday, February 12, 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 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 February 11, 2015.      |
| 99.2        | Earnings Materials, dated February 11, 2015. |

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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: February 11, 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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COVANTA HOLDING CORPORATION  
EXHIBIT INDEX

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