

COVANTA HOLDING CORP
Form 8-K
May 10, 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): May 5, 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 5.07. Submission of Matters to a Vote of Security Holders

On May 5, 2011, 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. Each director was elected with the votes cast as follows:

| Directors | For | Withheld | Broker Non-Votes |
|---------------------|-------------|-----------------|-------------------------|
| David M. Barse | 102,752,858 | 11,634,486 | 15,846,509 |
| Ronald J. Broglio | 114,024,997 | 362,347 | 15,846,509 |
| Peter C.B. Bynoe | 77,022,315 | 37,365,029 | 15,846,509 |
| Linda J. Fisher | 114,039,883 | 347,461 | 15,846,509 |
| Joseph M. Holsten | 114,036,390 | 350,954 | 15,846,509 |
| Anthony J. Orlando | 113,610,258 | 777,086 | 15,846,509 |
| William C. Pate | 113,640,358 | 746,986 | 15,846,509 |
| Robert S. Silberman | 104,468,046 | 9,919,298 | 15,846,509 |
| Jean Smith | 114,031,142 | 356,202 | 15,846,509 |
| Samuel Zell | 106,827,283 | 7,560,061 | 15,846,509 |

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

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 129,773,623 | 445,605 | 14,625 | 0 |

3. Advisory vote on executive compensation.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 69,442,836 | 44,377,251 | 567,255 | 15,846,512 |

4. Advisory vote on the frequency of the advisory vote on executive compensation.

| One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|-----------------|------------------|--------------------|--------------------|-------------------------|
| 48,990,458 | 300,649 | 64,599,899 | 496,335 | 15,846,512 |

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 10, 2011

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