

COVANTA HOLDING CORP

Form 8-K

February 26, 2009

**Table of Contents**

**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): February 26, 2009  
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)**

**(I.R.S. Employer  
Identification No.)**

**40 Lane Road  
Fairfield, New Jersey**

**07004**

**(Address of principal executive offices)**

**(Zip Code)**

**(973) 882-9000**

**(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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**TABLE OF CONTENTS**

Item 2.02. Results of Operations and Financial Condition

Item 9.01. Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-99.1

---

**Table of Contents**

**Item 2.02. Results of Operations and Financial Condition.**

On February 26, 2009, Covanta Holding Corporation issued a press release reporting the results for the fourth quarter and full year periods ended December 31, 2008, and announcing a conference call and webcast to be held at 8:30 a.m. (Eastern) on Friday, February 27, 2009 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.

The information in this Form 8-K and Exhibit 99.1 is furnished pursuant to Item 2.02 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 26, 2009.

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**Table of Contents**

**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 26, 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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**Table of Contents**

**COVANTA HOLDING CORPORATION  
EXHIBIT INDEX**

Exhibit No. Exhibit

99.1 Press Release, dated February 26, 2009.