

COVANTA HOLDING CORP

Form 8-K

November 17, 2006

**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): November 16, 2006
COVANTA HOLDING CORPORATION
(Exact name of Registrant as Specified in Its Charter)**

Delaware
(State or Other Jurisdiction of
Incorporation)

1-6732
(Commission
File Number)

95-6021257
(I.R.S. Employer
Identification No.)

40 Lane Road
Fairfield, New Jersey **07004**
(Address of principal executive (Zip Code)
offices)

(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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Item 8.01. Other Events.

On November 16, 2006, Covanta Holding Corporation (the Company) issued a press release (the Press Release) announcing that, at a Special Meeting of Stockholders that was held on November 16, 2006, the stockholders of the Company approved the removal of two provisions from the Company s certificate of incorporation. The changes to the certificate of incorporation, which are further described in the Press Release, were effective upon their filing with the Delaware Secretary of State, which occurred after the close of trading on the New York Stock Exchange on November 16, 2006.

A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference thereto.

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

| <u>Exhibit No.</u> | <u>Exhibit</u> |
|--------------------|--|
| 99.1 | Press Release, dated November 16, 2006 |

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: November 16, 2006

COVANTA HOLDING CORPORATION

(Registrant)

By: /s/ Timothy J. Simpson

Name: Timothy J. Simpson,

Title: Senior Vice President, General Counsel and
Secretary

COVANTA HOLDING CORPORATION
EXHIBIT INDEX

Exhibit No. Exhibit

99.1 Press Release, dated November 16, 2006