

COVANTA HOLDING CORP  
Form 8-K  
September 22, 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): September 22, 2011**

**COVANTA HOLDING CORPORATION**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other Jurisdiction of Incorporation)	<b>1-6732</b> (Commission File Number)	<b>95-6021257</b> (IRS Employer Identification No.)
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<b>445 South Street, Morristown, New Jersey</b> (Address of Principal Executive Offices)	<b>07960</b> (Zip Code)
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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))

**Item 8.01. Other Events.**

On September 22, 2011, Covanta Holding Corporation (the “Company”), a Delaware corporation, issued a press release announcing that its Board of Directors has authorized an additional \$100 million in share repurchases, bringing the total authorized amount to \$400 million. In addition, the Company announced that the Board of Directors has declared a quarterly cash dividend of \$0.075 per share, payable on October 14, 2011 to stockholders of record as of the close of business on October 3, 2011.

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 September 22, 2011, issued by Covanta Holding Corporation.

**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: September 22, 2011

By: /s/ Timothy J. Simpson

Timothy J. Simpson

*Executive Vice President,*

*General Counsel and Secretary*

**EXHIBIT INDEX**

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