

COVANTA HOLDING CORP
Form 8-K
May 03, 2018

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 3, 2018

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

| | | |
|---|-----------------------------|---|
| Delaware | 1-06732 | 95-6021257 (I.R.S. Employer Identification No.) |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | |

| | |
|---|-------------------------|
| 445 South Street Morristown, New Jersey (Address of principal executive offices) | 07960 (Zip Code) |
|---|-------------------------|

(862) 345-5000
(Registrant's telephone number, including area code)

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 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders (the “Annual Meeting”) of Covanta Holding Corporation (the “Company”) held on May 3, 2018, the Company’s stockholders voted on the following proposals:

1. To elect eleven 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 | 95,947,060 | 2,421,512 | 24,104,627 |
| Ronald J. Broglio | 97,410,194 | 958,378 | 24,104,627 |
| Peter C.B. Bynoe | 96,772,053 | 1,596,519 | 24,104,627 |
| Linda J. Fisher | 97,410,092 | 958,480 | 24,104,627 |
| Joseph M. Holsten | 97,815,870 | 552,702 | 24,104,627 |
| Stephen J. Jones | 97,439,523 | 929,049 | 24,104,627 |
| Danielle Pletka | 97,756,304 | 612,268 | 24,104,627 |
| Michael W. Ranger | 97,426,714 | 941,858 | 24,104,627 |
| Robert S. Silberman | 83,455,129 | 14,913,443 | 24,104,627 |
| Jean Smith | 95,916,892 | 2,451,680 | 24,104,627 |
| Samuel Zell | 90,882,955 | 7,485,617 | 24,104,627 |

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accountants for the 2018 fiscal year.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|------------------|-------------|---------------------|
| 120,953,763 | 1,336,553 | 182,883 | - |

3. Advisory vote to approve the compensation of the Company's named executive officers as disclosed in the proxy statement.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|------------------|-------------|---------------------|
| 78,540,462 | 19,456,093 | 372,017 | 24,104,627 |

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: May 3, 2018

COVANTA HOLDING CORPORATION
(Registrant)

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