

COVANTA HOLDING CORP  
Form 8-K  
May 07, 2015

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 7, 2015

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

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

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

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

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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 7, 2015, the Company’s stockholders voted on the following proposals:

<sup>1</sup> 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      | 85,776,967  | 21,702,253 | 17,271,055       |
| Ronald J. Broglio   | 105,479,693 | 1,999,527  | 17,271,055       |
| Peter C.B. Bynoe    | 70,986,755  | 36,492,465 | 17,271,055       |
| Linda J. Fisher     | 105,488,878 | 1,990,342  | 17,271,055       |
| Joseph M. Holsten   | 86,116,013  | 21,363,207 | 17,271,055       |
| Stephen J. Jones    | 104,730,073 | 2,749,147  | 17,271,055       |
| Anthony J. Orlando  | 104,267,396 | 3,211,924  | 17,270,955       |
| William C. Pate     | 86,119,381  | 21,359,839 | 17,271,055       |
| Robert S. Silberman | 103,552,952 | 3,926,268  | 17,271,055       |
| Jean Smith          | 85,505,179  | 21,974,041 | 17,271,055       |
| Samuel Zell         | 101,020,394 | 6,458,826  | 17,271,055       |

<sup>2</sup> To ratify the appointment of Ernst & Young LLP as our independent registered public accountants for the 2015 fiscal year.

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 123,740,951 | 932,246       | 77,078      | —                |

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 7, 2015

COVANTA HOLDING CORPORATION  
(Registrant)

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