

COVANTA HOLDING CORP
Form SC 13G/A
February 12, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 1)*

Covanta Holding Corporation
(Name of Issuer)

Common Stock, par value of \$0.01 per share
(Title of Class of Securities)

22282E102
(CUSIP Number)

December 31, 2014
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

Findlay Park Partners LLP

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a)
 OF A GROUP (b)

3 SEC USU ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

NUNMBER OF 5 SOLE VOTING POWER
 SHARES

BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
 EACH 6,850,000*

REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER
 6,850,000*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 6,850,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%

12 TYPE OF REPORTING PERSON

IA

* See Attachment A

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1 NAMES OF REPORTING PERSONS

Findlay Park Funds PLC - Findlay Park American Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) []
OF A GROUP (b) []

3 SEC USU ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ireland

NUNMBER OF 5 SOLE VOTING POWER
SHARES

BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
EACH 6,850,000*

REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER
6,850,000*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,850,000*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%

12 TYPE OF REPORTING PERSON

CO

* See Attachment A

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Item 1. (a) Name of Issuer:

Covanta Holding Corporation

(b) Address of Issuer's Principal Executive Offices:

445 South Street
Morristown, NJ 07960

Item 2. (a) Name of Persons Filing:

This Schedule 13G is being jointly filed by Findlay Park Partners LLP (the "Manager"), a limited liability partnership organized under the laws of England and Wales and Findlay Park American Fund (the "American Fund"), a sub-fund of Findlay Park Funds PLC, a company incorporated in Ireland with respect to the ownership of shares of Common Stock par value \$.01 per share of the Issuer ("Common Stock") by the American Fund.

(b) Address of Principal Business Office:

The address of the principal business office of the Manager is Almack House, 4th Floor, 28 King Street, London, SW1Y 6QW, United Kingdom. The address of the principal business office of the American Fund is Styne House, Upper Hatch Street, Dublin 2, Ireland.

(c) Citizenship:

The Manager is a limited liability partnership organized under the laws of England and Wales. The American Fund is a sub-fund of a company incorporated in Ireland.

(d) Title of Class of Securities:

Common Stock, par value of \$0.01 per share

(e) CUSIP Number:

22282E102

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Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Act.
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with Section 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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Item 4. Ownership.*

A. Findlay Park Partners LLP

- (a) Amount beneficially owned: 6,850,000
- (b) Percent of class: 5.2%
- (c) Number of Shares as to which the person has:
 - (i) sole power to vote or to direct the vote:
 - (ii) shared power to vote or direct the vote: 6,850,000
 - (iii) sole power to dispose or to direct the disposition of:
 - (iv) shared power to dispose or to direct the disposition of: 6,850,000

B. Findlay Park Funds PLC – Findlay Park American Fund

- (a) Amount beneficially owned: 6,850,000
- (b) Percent of class: 5.2%
- (c) Number of Shares as to which the person has:
 - (i) sole power to vote or to direct the vote:
 - (ii) shared power to vote or direct the vote: 6,850,000
 - (iii) sole power to dispose or to direct the disposition of:
 - (iv) shared power to dispose or to direct the disposition of: 6,850,000

* See Attachment A

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Item 5. Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of Subsidiaries Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit I.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2015

FINDLAY PARK PARTNERS LLP

By: /s/ Matthew
Jackson-Hale
Name: Matthew Jackson-Hale
Title: Compliance Director

FINDLAY PARK FUNDS PLC, for and on
behalf of
FINDLAY PARK AMERICAN FUND

By: /s/ James
Findlay
Name: James Findlay
Title: Director

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Exhibit I
AGREEMENT

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 9, 2015

FINDLAY PARK PARTNERS LLP

By: /s/ Matthew
Jackson-Hale
Name: Matthew Jackson-Hale
Title: Compliance Director

FINDLAY PARK FUNDS PLC, for and on
behalf of
FINDLAY PARK AMERICAN FUND

By: /s/ James
Findlay
Name: James Findlay
Title: Director

ATTACHMENT A

1. Items 4(a) and (b) of Schedule 13G

As of February 9, 2015, the American Fund was the legal owner of 6,850,000 shares of Common Stock. Based on there being 131,066,483 shares of Common Stock, the American Fund's holding represents approximately 5.2% of the outstanding Common Stock.

The Manager serves as investment manager to the American Fund and has discretionary and voting power over the shares held by the American Fund. Accordingly, the Manager may be deemed to be the beneficial owner of 6,850,000 shares of Common Stock which are held by the American Fund.

The Manager disclaims beneficial ownership of the shares of Common Stock of the Issuer held by the American Fund, except to the extent of any pecuniary interest therefrom, and this report shall not be deemed to be an admission that it is the beneficial owner of such securities.

2. Item 4(c) of Schedule 13G

As of February 9, 2015, each of the Manager and the American Fund may be deemed to have the power to vote or to direct the voting of and to dispose or to direct the disposition of the 6,850,000 shares of Common Stock held by the American Fund.

The Manager disclaims beneficial ownership of the shares of Common Stock of the Issuer held by the Clients, except to the extent of any pecuniary interest therefrom, and this report shall not be deemed to be an admission that it is the beneficial owner of such securities.