

COVANTA HOLDING CORP
Form FWP
November 16, 2010

Issuer Free Writing Prospectus
Filed by: Covanta Holding Corporation
Pursuant to Rule 433 under the Securities Act of 1933
Registration Statement No. 333-158409
November 16, 2010

COVANTA HOLDING CORPORATION
Pricing Term Sheet
\$400,000,000 7.250% Senior Notes due 2020

Issuer:	Covanta Holding Corporation
Security description:	7.250% Senior Notes due 2020
Distribution:	SEC Registered
Size:	\$400,000,000
Gross proceeds:	\$400,000,000
Net proceeds (before expenses):	\$392,000,000
Maturity:	December 1, 2020
Coupon:	7.250%
Price:	100.000% of principal amount
Yield to maturity:	7.250%
Spread to Benchmark Treasury:	+436 basis points
Benchmark Treasury:	UST 2.625% due August 15, 2020
Interest Payment Dates:	December 1 and June 1, beginning on June 1, 2011. Interest will accrue from December 1, 2010.
Equity Clawback:	Prior to December 1, 2013, up to 35% at 107.25% plus accrued and unpaid interest
Make-whole:	Make-whole call at T+50 bps prior to December 1, 2015
Optional redemption:	On and after December 1, 2015, at the prices set forth below (expressed as percentages of the principal amount), plus accrued and unpaid interest:

Year	Percentage
2015	103.625%
2016	102.417%

2017	101.208%
2018 and thereafter	100.000%

Change of control:	Putable at 101% of principal plus accrued and unpaid interest
Trade date:	November 16, 2010
Settlement:	T+ 10; December 1, 2010
CUSIP:	22282EAD4
ISIN:	US22282EAD40
Denominations/Multiple:	\$2,000 x \$1,000
Ratings (Moody s/S&P):	Ba3/B
Joint Book-Running Managers:	J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner, & Smith Incorporated Barclays Capital Inc. Citigroup Global Markets Inc.
Joint Lead Managers:	Credit Agricole Securities (USA) Inc. RBS Securities Inc.
Co-Managers:	HSBC Securities (USA) Inc. Mizuho Securities USA Inc. TD Securities (USA) LLC

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling collect 1-212-270-3994.