

Explanatory Note

This Current Report on Form 8-K/A (this Amendment) amends a Current Report on Form 8-K, filed May 10, 2011 (the Original Filing), in which Covanta Holding Corporation (the Company) reported voting results for its Annual Meeting of Stockholders held on May 5, 2011 (the 2011 Annual Meeting), including the voting results for both the Company s non-binding stockholder advisory vote on the compensation of its named executive officers (the Say-on-Pay Vote) and the Company s non-binding stockholder advisory vote regarding the frequency of future Say-on-Pay Votes (the Frequency Vote). Except as set forth below, this Amendment does not modify or update any other disclosure contained in the Original Filing.

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

As previously reported in the Original Filing, more than a majority of shares voting at the 2011 Annual Meeting voted, on a non-binding advisory basis, in favor of a frequency of every three years for future Say-on-Pay Votes as was recommended by the Company s Board of Directors.

On September 21, 2011, in light of such vote, the Company determined that it currently intends to include a Say-on-Pay Vote at annual meetings of stockholders every three years until the next required Frequency Vote.

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

Name: Timothy J. Simpson

Title: Executive Vice President, General Counsel and
Secretary