

COVANTA HOLDING CORP  
Form 8-K  
September 22, 2008

**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): September 22, 2008  
COVANTA HOLDING CORPORATION  
(Exact name of Registrant as Specified in Its Charter)**

<b>Delaware</b>	<b>1-6732</b>	<b>95-6021257</b>
<b>(State or Other Jurisdiction of Incorporation)</b>	<b>(Commission File Number)</b>	<b>(I.R.S. Employer Identification No.)</b>
<b>40 Lane Road Fairfield, New Jersey</b>		<b>07004</b>
<b>(Address of principal executive offices)</b>	<b>(973) 882-9000</b>	<b>(Zip Code)</b>
<b>(Registrant's telephone number, including area code)</b>		
<b>(Former name or former address, if changed since last report)</b>		

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 8.01. Other Events.**

On September 22, 2008, Covanta Holding Corporation (the Company ) issued a press release announcing that the Company's Board of Directors has authorized the Company to purchase up to \$30 million of the Company's Common Stock in order to enable the Company to respond opportunistically to volatile market conditions. The Company indicated that share repurchases, if any, may take place from time to time based on market conditions and other factors. The authorization is temporary and is expected to continue only for so long as such volatile market conditions persist. The Board may modify or discontinue this authorization at any time. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial Statements of Business Acquired Not Applicable

(b) Pro Forma Financial Information Not Applicable

(c) Exhibits

Exhibit No.	Exhibit
99.1	Press Release, dated September 22, 2008.

**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: September 22, 2008

COVANTA HOLDING CORPORATION

(Registrant)

By: /s/ Timothy J. Simpson

Name:

Timothy J. Simpson

Title: Executive Vice President, General Counsel and  
Secretary

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**COVANTA HOLDING CORPORATION**  
**EXHIBIT INDEX**

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