

COVANTA HOLDING CORP

Form 8-K

May 31, 2007

**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 30, 2007  
COVANTA HOLDING CORPORATION  
(Exact name of Registrant as Specified in Its Charter)**

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**1-6732**  
(Commission  
File Number)

**95-6021257**  
(I.R.S. Employer  
Identification No.)

**40 Lane Road**  
**Fairfield, New Jersey**  
(Address of principal executive offices)

**(973) 882-9000**

**07004**  
(Zip Code)

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On May 30, 2007, the Board of Directors of Covanta Holding Corporation (the Company) amended and restated Sections 5.1 and 5.3 of Article V of the Company's Bylaws. The amendment to the Company's Bylaws allows for the issuance of uncertificated shares through a direct registration system. The Board of Directors adopted this amendment in order to comply with New York Stock Exchange rules which will require securities listed on the exchange to be eligible for a direct registration system by January 2008.

The amendment to the Company's By-laws became effective May 30, 2007.

The foregoing description of the amendments to the Company's Bylaws is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is attached as Exhibit 3.1(ii) and incorporate herein by reference.

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

(d) Exhibits.

Exhibit No.	Exhibit
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3.1(ii)	Bylaws of the Company (as amended), as of May 30, 2007
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**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 30, 2007

COVANTA HOLDING CORPORATION  
(Registrant)

By: /s/ Timothy J. Simpson

Name: Timothy J. Simpson

Title: Senior Vice President, General Counsel  
and Secretary

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

Exhibit No. Exhibit

3.1(ii) By-laws of the Company (as amended), as of May 30, 2007