

COVANTA HOLDING CORP  
Form 8-K  
May 03, 2018

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 3, 2018

COVANTA HOLDING CORPORATION  
(Exact name of Registrant as Specified in Its Charter)

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Delaware	1-06732	95-6021257 (I.R.S. Employer Identification No.)
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	

445 South Street Morristown, New Jersey (Address of principal executive offices)	07960  (Zip Code)
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(862) 345-5000  
(Registrant's telephone number, including area code)

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

At the Annual Meeting of Stockholders (the “Annual Meeting”) of Covanta Holding Corporation (the “Company”) held on May 3, 2018, the Company’s stockholders voted on the following proposals:

1. To elect eleven directors to serve a one-year term that will expire at the next Annual Meeting of Stockholders. Each director was elected with the votes cast as follows:

Directors	For	Withheld	Broker Non-Votes
David M. Barse	95,947,060	2,421,512	24,104,627
Ronald J. Broglio	97,410,194	958,378	24,104,627
Peter C.B. Bynoe	96,772,053	1,596,519	24,104,627
Linda J. Fisher	97,410,092	958,480	24,104,627
Joseph M. Holsten	97,815,870	552,702	24,104,627
Stephen J. Jones	97,439,523	929,049	24,104,627
Danielle Pletka	97,756,304	612,268	24,104,627
Michael W. Ranger	97,426,714	941,858	24,104,627
Robert S. Silberman	83,455,129	14,913,443	24,104,627
Jean Smith	95,916,892	2,451,680	24,104,627
Samuel Zell	90,882,955	7,485,617	24,104,627

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accountants for the 2018 fiscal year.

Votes For	Votes Against	Abstentions	Broker Non-Votes
120,953,763	1,336,553	182,883	-

3. Advisory vote to approve the compensation of the Company's named executive officers as disclosed in the proxy statement.

Votes For	Votes Against	Abstentions	Broker Non-Votes
78,540,462	19,456,093	372,017	24,104,627

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 3, 2018

COVANTA HOLDING CORPORATION  
(Registrant)

By: /s/ Timothy J. Simpson  
Name: Timothy J. Simpson  
Title: Executive Vice President, General Counsel and Secretary