

COVANTA HOLDING CORP  
Form 8-K  
November 26, 2013

**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): November 26, 2013**

**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**  
**(IRS Employer**  
  
**Identification No.)**

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**445 South Street, Morristown, NJ**  
**(Address of principal executive offices)**

**07960**  
**(Zip Code)**

**(862) 345-5000**

**(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)
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 26, 2013, Covanta Holding Corporation (the Company) announced that John Klett's employment by the Company as Executive Vice President and Chief Technology Officer of the Company will terminate effective on December 31, 2013. Mr. Klett will be entitled to receive severance benefits available to senior officers of the Company under the Severance Plan for Covanta Energy Corporation Senior Officers. For further information on such Severance Plan, see Executive Compensation in the Company's 2013 Proxy Statement filed with the Securities and Exchange Commission on March 28, 2013.

**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: November 26, 2013

COVANTA HOLDING CORPORATION

By: /s/ Timothy J. Simpson

Name: Timothy J, Simpson

Title: Executive Vice President, General

Counsel & Secretary