

COVANTA HOLDING CORP

Form 8-K

March 20, 2006

**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): March 17, 2006  
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<br/>Incorporation)</b> | <b>(Commission<br/>File Number)</b>                         | <b>(I.R.S. Employer<br/>Identification No.)</b> |
| <b>40 Lane Road<br/>Fairfield, New Jersey</b>             |   | <b>07004</b>                                    |
| <b>(Address of principal executive offices)</b>           |   | <b>(Zip Code)</b>                               |
|   | <b>(973) 882-9000</b>                                       |   |
|   | <b>(Registrant's telephone number, including area code)</b> |   |

**(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 1.01. Entry into a Material Definitive Agreement.**

As disclosed by Covanta Holding Corporation (the Company) in a Current Report on Form 8-K filed March 6, 2006, the Superior Court for the County of Los Angeles, at a hearing on March 2, 2006, approved and authorized the Rehabilitation Plan Implementation Agreement dated January 11, 2006 among the Company, John Garamendi, Insurance Commissioner of the State of California, in his capacity as Trustee of the Mission Insurance Company Trust, the Mission National Insurance Company Trust and the Enterprise Insurance Company Trust (the

Implementation Agreement). Pursuant to an agreement accepted and agreed to on March 17, 2006 (the Amendment), the parties to the Implementation Agreement have agreed to amend the Implementation Agreement by changing its termination date from March 31, 2006 to May 31, 2006. The description in this Item 1.01 of the Amendment is qualified in entirety by reference to the full text of the Amendment, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

There can be no assurance that the transactions contemplated by the Implementation Agreement as amended by the Amendment will be consummated.

**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 |
|-------------|---------|
|-------------|---------|

|      |  |
|------|--|
| 10.1 | Amendment to Rehabilitation Plan Implementation Agreement, accepted and agreed to on March 17, 2006. |
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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: March 20, 2006

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**

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|-------------|--|
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