

COVANTA HOLDING CORP  
Form DEFA14A  
May 03, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**COVANTA HOLDING CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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- 2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
- 4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- 5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
- 2) Form, Schedule or Registration Statement No.:
  
  
  
  
  
  
  
  
  
  
- 3) Filing Party:
  
  
  
  
  
  
  
  
  
  
- 4) Date Filed:

SEC 1913 (02-02)

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## **COVANTA HOLDING CORPORATION**

**445 South Street**

**Morristown, New Jersey 07960**

**(862) 345-5000**

COVANTA HOLDING CORPORATION

445 South Street

Morristown, New Jersey 07960

SUPPLEMENT DATED MAY 3, 2012 TO PROXY STATEMENT

FOR THE 2012 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD MAY 9, 2012

**Disclosure Regarding Engagement of Proxy Solicitor**

Subsequent to filing and mailing the Proxy Statement for our Annual Meeting of Stockholders to be held on May 9, 2012, Covanta Holding Corporation engaged Okapi Partners to assist in soliciting proxies on our behalf. Okapi Partners may solicit proxies personally, electronically or by telephone. We have agreed to pay Okapi Partners \$9,500, plus a success fee of \$5,000 based on the voting upon proposals as management recommends and the election of directors. We have also agreed to reimburse Okapi Partners for its reasonable out-of-pocket expenses and to indemnify Okapi Partners and its employees against certain liabilities arising from or in connection with the engagement.

Except as described in this supplement the information provided in the Proxy Statement continues to apply. To the extent information in this supplement differs from or updates information contained in the Proxy Statement, the information in this supplement controls.