



This Amendment to the Form 8-K dated February 24, 2010 and originally filed by Covanta Holding Corporation (the Company ) on March 2, 2010 is being filed solely to amend and restate Item 8.01 and file a corrected Exhibit 99.1. In all other respects, the Form 8-K remains the same.

**Item 8.01. Other Events.**

On March 5, 2010, the Company issued a correction to its March 1, 2010 press release to insert the correct record date of March 12, 2010 for the Company's 2010 annual meeting of stockholders to be held on May 6, 2010. The original March 1, 2010 press release had incorrectly stated that March 13, 2010 was the record date. A copy of the corrected March 1, 2010 press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

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

- (a) Financial Statements of Business Acquired Not Applicable
- (b) Pro Forma Financial Information Not Applicable
- (c) Shell Company Transactions Not Applicable
- (d) Exhibits

Exhibit No.	Exhibit
99.1	Corrected March 1, 2010 Press Release regarding Annual Meeting.

**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 5, 2010

COVANTA HOLDING CORPORATION  
(Registrant)

By: /s/ Timothy J. Simpson

Name: Timothy J. Simpson

Title: Executive Vice President, General Counsel and Secretary

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

Exhibit No.	Exhibit
99.1	Corrected March 1, 2010 Press Release regarding Annual Meeting.