

COVANTA HOLDING CORP  
Form DEFA14A  
March 24, 2014

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:

(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:

Important Notice of Availability of Proxy Materials for the Annual Stockholder Meeting of  
Covanta Holding Corporation

To Be Held On:

May 8, 2014 at 11:00 a.m.

Covanta Holding Corporation, 445 South Street, Morristown, New Jersey, 07960

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before 04/24/14.

TO VIEW PROXY MATERIALS ONLINE: Please visit <http://www.astproxyportal.com/ast/01602/>, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report to Stockholders

TO REQUEST MATERIAL:

TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)

E-MAIL: [info@amstock.com](mailto:info@amstock.com)

WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>

TO VOTE:

ONLINE: To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit <https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

1. The Board of Directors recommend a vote "FOR" The Board of Directors recommends you vote "FOR" the the election of the listed nominees as Directors for a following proposals:

term of one year.

**NOMINEES:**

David M. Barse  
Ronald J. Broglio  
Peter C.B. Bynoe  
Linda J. Fisher  
Joseph M. Holsten  
Anthony J. Orlando  
William C. Pate  
Robert S. Silberman  
Jean Smith  
Samuel Zell

Please note that you cannot use this notice to vote by mail.

2. To ratify the appointment of Ernst & Young LLP as Covanta Holding Corporation's independent registered public accountants for the 2014 fiscal year.
3. To approve the Covanta Holding Corporation 2014 Equity Award Plan.
4. Advisory vote to approve the compensation of Covanta Holding Corporation's named executive officers as disclosed in the proxy statement.

NOTE: Consider such other business as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

**YOUR VOTE IS IMPORTANT!**