

COVANTA HOLDING CORP  
Form FWP  
February 20, 2014

Issuer Free Writing Prospectus

Filed by: Covanta Holding Corporation

Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-178503

February 20, 2014

**COVANTA HOLDING CORPORATION**

**Pricing Term Sheet**

**\$400,000,000 5.875% Senior Notes due 2024**

<b>Issuer:</b>	Covanta Holding Corporation
<b>Security description:</b>	5.875% Senior Notes due 2024
<b>Distribution:</b>	SEC Registered
<b>Size:</b>	\$400,000,000
<b>Gross proceeds:</b>	\$400,000,000
<b>Net proceeds (before expenses):</b>	\$394,000,000
<b>Maturity:</b>	March 1, 2024
<b>Coupon:</b>	5.875%
<b>Issue price:</b>	100% of principal amount
<b>Yield to maturity:</b>	5.875%
<b>Spread to Benchmark Treasury:</b>	+ 311 basis points
<b>Benchmark Treasury:</b>	UST 2.750% due February 15, 2024
<b>Interest Payment Dates:</b>	March 1 and September 1 beginning on September 1, 2014. Interest will accrue from March 6, 2014.
<b>Equity Clawback:</b>	Prior to March 1, 2017, up to 35% at 105.875% plus accrued and unpaid interest
<b>Make-whole:</b>	Make-whole call at T+50 bps prior to March 1, 2019

**Optional redemption:** On and after March 1, 2019, at the prices set forth below (expressed as percentages of the principal amount), plus accrued and unpaid interest:

<u>Year</u>	<u>Percentage</u>
2019	102.938%
2020	101.958%
2021	100.979%
2022 and thereafter	100.000%

**Change of control:** Putable at 101% of principal plus accrued and unpaid interest

**Trade date:** February 20, 2014

**Settlement:** T+ 10; March 6, 2014

It is expected that delivery of the Notes will be made against payment therefor on or about March 6, 2014, which is the tenth business day following the date hereof (such settlement cycle being referred to as T+10 ). Under Rule 15c6-1 under the Exchange Act, trades in the secondary market generally are required to settle in three business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to sell their Notes before the third business day prior to the delivery of the Notes will be required, by virtue of the fact that the Notes initially will settle in T+10, to specify an alternative settlement arrangement at the time of any such trade to prevent a failed settlement. Those purchasers should consult their own advisors.

**CUSIP:** 22282EAF9

**ISIN:** US22282EAF97

**Denominations/Multiple:** \$2,000 x \$1,000

**Ratings (Moody s/S&P):** Ba3 / B

**Joint Book-Running Managers:** Barclays Capital Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC  
Morgan Stanley & Co. LLC  
RBS Securities Inc.

**Lead Manager:** Credit Agricole Securities (USA) Inc.

**Co-Managers:** HSBC Securities (USA) Inc.  
Mitsubishi UFJ Securities (USA), Inc.  
SMBC Nikko Securities America, Inc.  
TD Securities (USA) LLC

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 or by calling +1 (888) 603-5847 or emailing [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com).