

COVANTA HOLDING CORP  
Form FWP  
March 03, 2017

Issuer Free Writing Prospectus

Filed by: Covanta Holding Corporation

Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-199593

March 2, 2017

**Covanta Holding Corporation**

**Pricing Term Sheet**

**\$400,000,000 5.875% Senior Notes due 2025**

<b>Issuer:</b>	Covanta Holding Corporation
<b>Security description:</b>	5.875% Senior Notes due 2025
<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>	July 1, 2025
<b>Coupon:</b>	5.875%
<b>Issue price:</b>	100.000% of principal amount
<b>Yield to maturity:</b>	5.875%
<b>Spread to Benchmark Treasury:</b>	+ 342 basis points
<b>Benchmark Treasury:</b>	UST 2.125% due May 15, 2025
<b>Interest Payment Dates:</b>	January 1 and July 1 beginning on July 1, 2017. Interest will accrue from March 16, 2017.
<b>Equity Clawback:</b>	Prior to July 1, 2020 up to 35% at 105.875% plus accrued and unpaid interest
<b>Make-whole:</b>	Make-whole call at T+50 bps prior to July 1, 2020
<b>Optional redemption:</b>	On and after July 1, 2020, at the prices set forth below (expressed as percentages of the principal amount), plus accrued and unpaid interest, if redeemed during the twelve-month period beginning on July 1 of the years indicated below:

<b>Year</b>	<b>Percentage</b>
2020	104.406%
2021	102.938%
2022	101.469%
2023 and thereafter	100.000%

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

**Trade date:** March 2, 2017

**Settlement:** T+10; March 16, 2017

It is expected that delivery of the Notes will be made against payment therefor on or about March 16, 2017, 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:** 22282E AG7

**ISIN:** US22282EAG70

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

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

**Joint Book-Running Managers:** J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Credit Agricole Securities (USA) Inc.

Citizens Capital Markets, Inc.

MUFG Securities Americas Inc.

**Co-Managers:** SMBC Nikko Securities America, Inc.  
TD Securities (USA) LLC  
BBVA Securities Inc.  
BB&T Capital Markets, a division of BB&T Securities, 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 or any underwriter participating in the offering will arrange to send you the prospectus if you request it by contacting J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 by calling toll-free at (866) 803-9204.**

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