

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) April 25, 2022 (April 20, 2022)

Harsco Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-03970
(Commission
File Number)

23-1483991
(IRS Employer
Identification No.)

350 Poplar Church Road, Camp Hill, Pennsylvania
(Address of principal executive offices)

17011
(Zip Code)

Registrant's telephone number, including area code (717) 763-7064

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$1.25 per share	HSC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 20, 2022, Harsco Corporation (the “Company”) held its Annual Meeting of Stockholders. At the Annual Meeting of Stockholders, the Company’s stockholders elected all nine of the Board of Director nominees to serve as Directors until the 2023 Annual Meeting of Stockholders and ratified the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2022. The Company’s stockholders also approved, on an advisory basis, the compensation of the Company’s named executive officers.

As of the record date, there were 79,225,394 Common Shares outstanding and entitled to vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 72,579,707 shares, or approximately 91.61% of the outstanding Common Shares entitled to vote, were represented in person or by proxy. Those shares were voted as follows:

- The following individuals were nominated in 2022 to serve as Directors until the 2023 Annual Meeting of Stockholders. All nominees were elected. The results of the vote were as follows:

<u>Name</u>	<u>Votes</u>		<u>Abstained</u>	<u>Broker Non-Votes</u>
	<u>For</u>	<u>Against</u>		
J.F. Earl	67,549,377	1,492,763	155,775	3,381,791
K.G. Eddy	67,381,187	1,659,863	156,866	3,381,791
D.C. Everitt	63,330,485	5,174,703	692,728	3,381,791
F.N. Grasberger	66,838,433	2,190,588	168,895	3,381,791
C.I. Haznedar	66,992,163	1,512,986	692,766	3,381,791
M. Longhi	68,346,109	694,043	157,764	3,381,791
E.M. Purvis	67,533,795	1,507,976	156,145	3,381,791
J. S. Quinn	68,389,376	651,976	156,564	3,381,791
P.C. Widman	67,544,551	1,497,445	155,919	3,381,791

- The appointment of PricewaterhouseCoopers LLP as independent auditors to audit the financial statements of the Company for the fiscal year ending December 31, 2022, was ratified. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
71,211,000	1,250,741	117,966

- The Company’s stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
67,716,678	1,349,121	132,117	3,381,791

A copy of the press release, dated April 20, 2022, announcing the results of the Annual Meeting of Stockholders, is attached hereto as Exhibit 99.1

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are furnished as part of the Current Report on Form 8-K:

Exhibit 99.1 [Press Release dated April 20, 2022 announcing results of Annual Meeting of Stockholders.](#)

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 hereunto duly authorized.

Date: April 25, 2022

Harsco Corporation

/s/ Russell C. Hochman

Russell C. Hochman

Senior vice President and General Counsel,

Chief Compliance Officer & Corporate Secretary



Investor Contact

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Media Contact

Jay Cooney

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PHILADELPHIA – (April, 20, 2022) - Harsco Corp. (NYSE: HSC) announced the results of its 67th Annual Meeting of Stockholders, held virtually today.

Stockholders approved the election of all nine nominees to the Board of Directors to serve until the 2023 Annual Meeting and ratified the Audit Committee's appointment of PricewaterhouseCoopers LLP as Independent Auditors for the year ending December 31, 2022. Stockholders also approved the Non-Binding Advisory Vote on Executive Officer Compensation.

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About Harsco Corporation

Harsco Corporation is a global market leader providing environmental solutions for industrial and specialty waste streams and innovative technologies for the rail sector. Based in Camp Hill, PA, the 12,000-employee company operates in more than 30 countries. Harsco's common stock is a component of the S&P SmallCap 600 Index and the Russell 2000 Index. Additional information can be found at www.harsco.com.