

**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) November 13, 2019

**Harsco Corporation**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-03970</b> (Commission File Number)	<b>23-1483991</b> (IRS Employer Identification No.)
<b>350 Poplar Church Road, Camp Hill, Pennsylvania</b> (Address of principal executive offices)		<b>17011</b> (Zip Code)
Registrant's telephone number, including area code	(717)	763-7064

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(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 7.01 Results of Operations and Financial Condition.**

On November 13, 2019, Harsco Corporation issued a press release announcing that it had entered into a Sale and Purchase Agreement with The Marley Company LLC, an affiliate of SPX Corporation, to sell its Harsco Industrial Patterson-Kelley business. The purchase price payable by SPX Corporation in connection with the transaction is sixty million dollars (\$60,000,000) and subject to customary adjustments. The transaction closed simultaneously with the execution of the Purchase Agreement. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibits are furnished as part of the Current Report on Form 8-K:

<a href="#">Exhibit 99.1</a>	Earnings press release dated November 13, 2019.
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: November 13, 2019

**Harsco Corporation**

/s/ Russell C. Hochman

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Russell C. Hochman

Senior Vice President and General Counsel, Chief  
Compliance Officer & Corporate Secretary



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## **FOR IMMEDIATE RELEASE**

### **HARSCO SELLS PATTERSON-KELLEY BUSINESS**

- *Cash proceeds to fuel innovation and growth amidst ongoing transformation into leading environmental solutions company*
- *Expects to sell remaining Industrial business in the near future*

**CAMP HILL, PA - Nov. 13, 2019** -- Harsco Corporation (NYSE: HSC) announced today that it has sold its Patterson-Kelly ("PK") business to SPX Corporation (NYSE: SPXC) ("SPX") for \$60 million in cash, subject to post-closing adjustments.

Harsco expects to use the proceeds from the transaction to reduce debt, further strengthening its balance sheet to pursue growth. Following the completion of the transaction, the Company will have sold two of the three businesses that comprised its Industrials segment for a total of approximately \$660 million. The Company today also reaffirmed its intent to divest the remaining business within the Industrial segment, IKG, in the near future.

"The sale of our Patterson-Kelley business marks yet another significant step for Harsco as we continue to transform into a single thesis environmental solutions company," said Chairman and CEO Nick Grasberger. "The sale of PK further enables the Company to focus on our high growth areas with a stronger balance sheet, increased financial flexibility and less cyclical businesses. This transaction is also a great outcome for PK as it will become part of a diversified global company that appreciates and values the business and is committed to growing it for the benefit of its customers and employees."

Gene Lowe, SPX Corporation's President and CEO, commented, "We are excited to welcome the Patterson-Kelley team to SPX. Patterson-Kelley is an excellent fit with SPX's HVAC Heating platform that strengthens and accelerates our strategy in high-efficiency commercial boilers, and further enhances our product development capabilities. We look forward to the growth opportunities this transaction presents for employees and shareholders alike."

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#### **Advisors**

KeyBank is serving as financial advisor to Harsco and Squire Patton Boggs is serving as the Company's legal advisor.

#### **About Harsco Corporation**

Harsco Corporation is a global market leader providing environmental solutions for industrial waste streams and innovative technologies for the rail and energy sectors. Based in Camp Hill, PA, the 11,000-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](http://www.harsco.com).

## About SPX Corporation

SPX Corporation is a supplier of highly engineered products and technologies, holding leadership positions in the HVAC, detection and measurement, and engineered solutions markets. Based in Charlotte, North Carolina, SPX Corporation had approximately \$1.4 billion in annual revenue in 2018 and approximately 4,000 employees in about 17 countries. SPX Corporation is listed on the New York Stock Exchange under the ticker symbol "SPXC." For more information, please visit [www.spx.com/](http://www.spx.com/)

## FORWARD LOOKING STATEMENTS

The nature of the Company's business and the many countries in which it operates subject it to changing economic, competitive, regulatory and technological conditions, risks and uncertainties. In accordance with the "safe harbor" provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, the Company provides the following cautionary remarks regarding important factors that, among others, could cause future results to differ materially from the results contemplated by forward-looking statements, including the expectations and assumptions expressed or implied herein. Forward-looking statements contained herein could include, among other things, statements about management's confidence in and strategies for performance; expectations for new and existing products, technologies and opportunities; and expectations regarding growth, sales, cash flows, and earnings. Forward-looking statements can be identified by the use of such terms as "may," "could," "expect," "anticipate," "intend," "believe," "likely," "estimate," "outlook," "plan" or other comparable terms.

Factors that could cause actual results to differ, perhaps materially, from those implied by forward-looking statements include, but are not limited to: (1) changes in the worldwide business environment in which the Company operates, including general economic conditions; (2) changes in currency exchange rates, interest rates, commodity and fuel costs and capital costs; (3) changes in the performance of equity and bond markets that could affect, among other things, the valuation of the assets in the Company's pension plans and the accounting for pension assets, liabilities and expenses; (4) changes in governmental laws and regulations, including environmental, occupational health and safety, tax and import tariff standards and amounts; (5) market and competitive changes, including pricing pressures, market demand and acceptance for new products, services and technologies; (6) the Company's inability or failure to protect its intellectual property rights from infringement in one or more of the many countries in which the Company operates; (7) failure to effectively prevent, detect or recover from breaches in the Company's cybersecurity infrastructure; (8) unforeseen business disruptions in one or more of the many countries in which the Company operates due to political instability, civil disobedience, armed hostilities, public health issues or other calamities; (9) disruptions associated with labor disputes and increased operating costs associated with union organization; (10) the seasonal nature of the Company's business; (11) the Company's ability to successfully enter into new contracts and complete new acquisitions or strategic ventures in the time-frame contemplated, or at all; (12) the integration of the Company's strategic acquisitions; (13) potential severe volatility in the capital markets; (14) failure to retain key management and employees; (15) the amount and timing of repurchases of the Company's common stock, if any; (16) the outcome of any disputes with customers, contractors and subcontractors; (17) the financial condition of the Company's customers, including the ability of customers (especially those that may be highly leveraged and those with inadequate liquidity) to maintain their credit availability; (18) implementation of environmental remediation matters; (19) risk and uncertainty associated with intangible assets; and (20) other risk factors listed from time to time in the Company's SEC reports. A further discussion of these, along with other potential risk factors, can be found in Part I, Item 1A, "Risk Factors," of the Company's Annual Report on Form 10-K for the year ended December 31, 2018, together with those described in Item 1A, "Risk Factors," of the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2019. The Company cautions that these factors may not be exhaustive and that many of these factors are beyond the Company's ability to control or predict. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. The Company undertakes no duty to update forward-looking statements except as may be required by law.