

As filed with the Securities and Exchange Commission on August 3, 2021

Registration No. 333-

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM S-8**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

# Harsco Corporation

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**350 Poplar Church Road**  
**Camp Hill, Pennsylvania**

(Address of Principal Executive Offices)

**23-1483991**

(I.R.S. Employer  
Identification No.)

**17011**

(Zip Code)

**2016 NON-EMPLOYEE DIRECTORS' LONG-TERM EQUITY COMPENSATION PLAN**  
(Full title of the Plan)

**Russell C. Hochman, Esq.**  
**Senior Vice President and General Counsel,**  
**Chief Compliance Officer & Corporate Secretary**  
**Harsco Corporation**  
**350 Poplar Church Road**  
**Camp Hill, Pennsylvania 17011**  
**(717) 763-7064**

(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

Copy to:

Steven R. Barrett, Esq.  
Husch Blackwell LLP  
736 Georgia Ave., Suite 300  
Chattanooga, TN 37402  
(423) 266-5500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock par value \$1.25 per share	400,000	\$19.565	\$7,826,000	\$853.82

(1) Represents additional shares of the common stock, par value \$1.25 per share (the "Common Stock"), of Harsco Corporation (the "Registrant") authorized for issuance under the 2016 Non-Employee Directors' Long-Term Equity Compensation Plan, as amended (the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statements") shall also cover any additional shares of Common Stock that may be offered or issued under the Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction.

(2) Estimated solely for the purpose of calculating the registration fee and computed pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange on July 28, 2021, which was \$19.565.

## REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement registers an additional 400,000 shares of the Registrant's Common Stock that may be offered and sold under the 2016 Non-Employee Directors' Long-Term Equity Compensation Plan, as amended (the "Plan"). This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which one or more other registration statements filed on this form relating to the same employee benefit plan are effective. Pursuant to General Instruction E to Form S-8, the contents of the Registrant's previously filed registration statement on Form S-8 relating to the Plan (File No. 333-211203, filed with the Securities and Exchange Commission on May 6, 2016), including any amendments thereto or filings incorporated therein, is hereby incorporated by reference herein to the extent not otherwise amended or superseded by the contents hereof.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated into this Registration Statement by reference:

1. the Registrant's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 001-03970), filed with the Commission on February 25, 2021, under the Exchange Act;
2. the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (Commission File No. 001-03970), filed with the Commission on May 4, 2021;
3. the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 (Commission File No. 001-03970), filed with the Commission on August 3, 2021;
4. the Registrant's Current Reports on Form 8-K (Commission File No. 001-03970) filed with the Commission on March 10, 2021, April 23, 2021, May 4, 2021 (the second report filed on such date) and May 21, 2021 (other than information in such Current Reports deemed to have been furnished and not filed in accordance with the rules of the Commission); and
5. the description of the Registrant's Common Stock contained in the Exhibit 4A to the Registrant's Annual Report on Form 10-K (Commission File No. 001-03970) filed with the Commission on February 21, 2020, and all amendments and reports filed with the Commission for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; provided,

however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference in this Registration Statement.

Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
5.1*	<a href="#"><u>Opinion of Husch Blackwell LLP</u></a>
10.1	<a href="#"><u>Harsco Corporation 2016 Non-Employee Directors' Long-Term Equity Compensation Plan (incorporated herein by reference to the Registrant's Form S-8 (Commission File No. 333-211203) filed with the Commission on May 6, 2016)</u></a>
10.2	<a href="#"><u>First Amendment to the Harsco Corporation 2016 Non-Employee Directors' Long-Term Equity Compensation Plan (incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report for the quarter ended June 30, 2016 on Form 10-Q (Commission File No. 001-03970) filed with the Commission on August 4, 2016)</u></a>
10.3*	<a href="#"><u>Amendment No. 2 to the 2016 Non-Employee Directors' Long-Term Equity Compensation Plan*</u></a>
23.1*	<a href="#"><u>Consent of Husch Blackwell LLP (Contained in opinion filed as Exhibit 5.1 to this Registration Statement)</u></a>
23.2*	<a href="#"><u>Consent of PricewaterhouseCoopers LLP, independent accountants</u></a>
24.1*	Power of Attorney (Included on the signature page to this Registration Statement)

\* Filed herewith

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camp Hill, Commonwealth of Pennsylvania, on the 3rd day of August, 2021.

### HARSCO CORPORATION

By: /s/ Russell C. Hochman  
Russell C. Hochman  
Senior Vice President and General Counsel,  
Chief Compliance Officer & Corporate Secretary

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints F. Nicholas Grasberger III and Russell C. Hochman and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to the Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>/s/ F. Nicholas Grasberger III</u> F. Nicholas Grasberger III	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	August 3, 2021
<u>/s/ Peter F. Minan</u> Peter F. Minan	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	August 3, 2021
<u>/s/ Samuel C. Fenice</u> Samuel C. Fenice	Vice President and Corporate Controller (Principal Accounting Officer)	August 3, 2021

<hr/> <i>/s/ David C. Everitt</i> David C. Everitt	Lead Director	August 3, 20
<hr/> <i>/s/ James F. Earl</i> James F. Earl	Director	August 3, 20
<hr/> <i>/s/ Kathy G. Eddy</i> Kathy G. Eddy	Director	August 3, 20
<hr/> <i>/s/ Carolann I. Haznedar</i> Carolann I. Haznedar	Director	August 3, 20
<hr/> <i>/s/ Mario Longhi</i> Mario Longhi	Director	August 3, 20
<hr/> <i>/s/ Edgar M. Purvis, Jr.</i> Edgar M. Purvis, Jr.	Director	August 3, 20
<hr/> <i>/s/ John S. Quinn</i> John S. Quinn	Director	August 3, 20
<hr/> <i>/s/ Phillip C. Widman</i> Phillip C. Widman	Director	August 3, 20

# HUSCH BLACKWELL

August 3, 2021

Harsco Corporation  
350 Poplar Church Road  
Camp Hill, Pennsylvania 17011

**Re: Harsco Corporation Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Harsco Corporation, a Delaware corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company concurrently herewith with the Securities and Exchange Commission. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the "Act"), of 400,000 additional shares of the Company's common stock, par value \$1.25 per share (the "Shares"), reserved for issuance pursuant to Amendment No. 2 to the Company's 2016 Non-Employee Directors' Long-Term Equity Compensation Plan (the "Plan"). This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

As counsel, we have reviewed a Good Standing Certificate with respect to the Company issued by the Secretary of State of Delaware dated as of a recent date. We have also reviewed the organizational documents of the Company, including (i) the Restated Certificate of Incorporation of the Company, as amended to the date hereof (the "Certificate of Incorporation"), (ii) the By-Laws of the Company, as amended to the date hereof (the "By-Laws"). We have also examined copies of (i) resolutions certified by the Secretary of the Company and adopted at a meeting of the Board of Directors of the Company held on February 8, 2021; and (ii) the duly certified results of the vote by the stockholders of the Company approving the adoption of the Plan at the Company's Annual Meeting of Stockholders held on April 20, 2021. We have relied, as to these and other factual matters which affect our opinion, on the Certificate of the Secretary of the Company dated as of August 3, 2021.

We have assumed that (i) valid book-entry notations for the issuance of the Shares in uncertificated form will have been duly made in the share register of the Company, (ii) each award agreement setting forth the terms of each award granted pursuant to the Plan is consistent with the Plan and has been or will be duly authorized and validly executed and delivered by the parties thereto, and (iii) at the time of each issuance of Shares, there will be sufficient shares of Common Stock authorized for issuance under the Company's Certificate of Incorporation that have not otherwise been issued or reserved or committed for issuance, and (iv) the price per share paid for Shares issued pursuant to the Plan is not less than the par value of the Shares. As to factual matters material to the opinions set forth below we have relied, without investigation, upon the representations and statements of the Company in the Registration Statement and in such certificates of government officials and officers of the Company as we have deemed necessary for the purpose of the opinions expressed herein. We have also assumed the genuineness of all signatures and the authenticity of all items submitted to us as originals and the conformity with the originals of all items submitted to us as copies.

Based upon the foregoing and subject to the qualifications and limitations stated herein, we are of the opinion that, when the Registration Statement has become effective under the Act and the Shares have been issued and delivered upon payment therefor (in an aggregate amount or having an aggregate value equal to or greater than the aggregate par value of such Shares) in accordance with the Plan and any

applicable award agreement, the Shares will be duly authorized, legally and validly issued, fully paid and non-assessable shares of capital stock of the Company.

This opinion is limited to matters governed by the General Corporation Law of the State of Delaware (the “Delaware Act”). We express no opinion as to either the applicability or effect of the laws of any other jurisdiction. This opinion letter is limited to the matters expressly stated herein and no opinion is to be inferred or implied beyond the opinion expressly set forth herein. This opinion letter is rendered as of the date hereof, and we undertake no, and hereby disclaim, any obligation to make any inquiry after the date hereof or to advise you of any facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinions expressed herein.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, or under the rules and regulations of the Securities and Exchange Commission relating thereto.

Very truly yours,

/s/ Husch Blackwell LLP

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**Husch blackwell LLP**



**HARSCO CORPORATION****2016 NON-EMPLOYEE DIRECTORS' LONG-TERM EQUITY COMPENSATION PLAN****Amendment No. 2**

**WHEREAS**, the Board of Directors and stockholders of Harsco Corporation (the "Corporation") have adopted the 2016 Non-Employee Directors' Long-Term Equity Compensation Plan (the "Plan");

**WHEREAS**, pursuant to Section IV.A of the Plan, a total of 400,000 shares of the common stock, par value \$1.25 per share, of the Corporation (the "Common Stock") have been reserved for issuance under the Plan;

**WHEREAS**, the Corporation desires to increase the number of shares issuable under the Plan to an aggregate of 800,000 shares, including shares previously issued thereunder; and

**WHEREAS**, Section XIII of the Plan permits the Corporation to amend the Plan from time to time, subject only to certain limitations specified therein;

**NOW, THEREFORE**, the following amendment and modification is hereby made a part of the Plan subject to, and effective as of the date of, the approval of stockholders of the Plan as amended at the Corporation's Annual Meeting of Stockholders on April 20, 2021:

1. Section IV.A of the Plan shall be, and hereby is, amended such that the first sentence of such section shall hereby read as follows:

"Subject to Section IV.B and IV.C herein, the maximum number of Shares with respect to which Awards may be granted to Participants under the Plan shall be eight hundred thousand (800,000) shares."

2. In all other respects, the Plan, as amended, is hereby ratified and confirmed and shall remain in full force and effect.

IN WITNESS WHEREOF, the Company has executed this Amendment No. 2 to the 2016 Non-Employee Directors' Long-Term Equity Compensation Plan.

**HARSCO CORPORATION**By: /s/ Russell C. Hochman

Name: Russell C. Hochman

Title: Corporate Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2021 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in Harsco Corporation's Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP  
Philadelphia, Pennsylvania  
August 3, 2021