

**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 18, 2024

Enviri Corporation

(Exact name of Company as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-03970 (Commission File Number)	23-1483991 (I.R.S. Employer Identification No.)
Two Logan Square 100-120 North 18 th Street, 17 th Floor Philadelphia, Pennsylvania (Address of principal executive offices)		19103 (Zip Code)
(267) 857-8715 (Company's telephone number, including area code)		

(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 Company under any of the following provisions:

- 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	Ticker symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.25 per share	NVRI	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 or Rule 12b-2 of the Securities Exchange Act of 1934. 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 18, 2024, Enviri Corporation (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved Amendment No. 4 (“Amendment No. 4”) to the 2013 Equity and Incentive Compensation Plan (the “2013 Plan”), which was approved by the Company’s Board of Directors on February 26, 2024.

Amendment No. 4 modifies the 2013 Plan to: (1) increase the number of shares of Common Stock of the Company (the “Shares”) reserved for issuance under the 2013 Plan by an additional 1,600,000 Shares, increasing the total number of Shares under the 2013 Plan from 12,077,000 to 13,677,000, with a corresponding increase in the total number of shares that may be issued or transferred upon the exercise of incentive stock options from 12,077,000 to 13,677,000; (2) increase the total number of Shares issuable in connection with “full value awards” (awards other than stock options, SARs or other awards for which the holder pays the intrinsic value existing as of the date of grant) from 8,088,000 Shares to 9,688,000 Shares (an increase of 1,600,000); and (3) prohibit dividends and dividend equivalents from being paid out until after such time (if any) as the underlying awards vest. The outstanding awards under the 2013 Plan continue to remain outstanding in accordance with their terms. The foregoing description of Amendment No. 4 is qualified in its entirety by reference to the full text of Amendment No. 4, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

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

At the Annual Meeting, the Company’s stockholders elected all nine of the Board of Director nominees to serve as Directors until the 2025 Annual Meeting of Stockholders and ratified the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2024. The Company’s stockholders also approved, on an advisory basis, the compensation of the Company’s named executive officers and approved Amendment No. 4 to the 2013 Plan.

As of the record date, there were 79,834,916 Common Shares outstanding and entitled to vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 73,367,396.171304 shares, or approximately 91.90% of the outstanding Common Shares entitled to vote, were represented in person or by proxy. Those shares were voted as follows:

1. The following individuals were nominated in 2024 to serve as Directors until the 2025 Annual Meeting of Stockholders. All nominees were elected. The results of the vote were as follows:

Name	Votes For	Votes Against	Abstained	Broker Non-Votes
J.F. Earl	63,604,122	5,611,710	105,080	4,046,484
D.C. Everitt	57,920,038	11,279,804	121,070	4,046,484
F.N. Grasberger III	63,674,904	5,545,408	100,599	4,046,484
C.I. Haznedar	58,355,868	10,876,739	88,305	4,046,484
T.M. Laurion	62,469,619	6,730,554	120,739	4,046,484
R.M. O’Mara	64,488,582	4,751,931	80,399	4,046,484
E.M. Purvis, Jr.	61,962,312	7,255,328	103,272	4,046,484
J. S. Quinn	64,007,143	5,192,363	121,406	4,046,484
P.C. Widman	62,399,580	6,799,838	121,494	4,046,484

2. The appointment of PricewaterhouseCoopers LLP as independent auditors to audit the financial statements of the Company for the fiscal year ending December 31, 2024, was ratified. The results of the vote were as follows:

Votes For	Votes Against	Abstained
72,212,879	910,467	244,050

3. 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:

Votes For	Votes Against	Abstained	Broker Non-Votes
65,207,508	3,884,830	228,574	4,046,484

4. The Company's stockholders approved Amendment No. 4 to the 2013 Equity and Incentive Compensation Plan of the Company. The results of the vote were as follows:

Votes For	Votes Against	Abstained	Broker Non-Votes
66,765,572	2,406,021	149,319	4,046,484

A copy of the press release, dated April 18, 2024, 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.

- Exhibit 10.1 Amendment No. 4 to the 2013 Equity and Incentive Compensation Plan.
Exhibit 99.1 Press Release dated April 18, 2024 announcing results of Annual Meeting of Stockholders.
Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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.

ENVIRI CORPORATION

Date: April 24, 2024

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

ENVIRI CORPORATION
2013 EQUITY AND INCENTIVE COMPENSATION
PLAN

Amendment No. 4

WHEREAS, the Board of Directors and stockholders of Enviri Corporation (the “Company”) have adopted the 2013 Equity and Incentive Compensation Plan, together with Amendment No. 1 to the 2013 Equity and Incentive Compensation Plan, Amendment No. 2 to the 2013 Equity and Incentive Compensation Plan, and Amendment No. 3 to the 2013 Equity and Incentive Compensation Plan (the “Plan”);

WHEREAS, pursuant to Section 3(a) of the Plan, a total of 12,077,000 shares of the common stock, par value \$1.25 per share, of the Company (the “Common Stock”) have been reserved for issuance under the Plan;

WHEREAS, the Company desires (i) to increase the number of shares issuable under the Plan to an aggregate of 13,677,000 shares, including shares previously issued thereunder, (ii) to increase the aggregate limit on the number of shares that may be issued or transferred in connection with awards other than stock options or appreciation rights to 9,688,000 shares, and (iii) to prohibit the provision of dividends or dividend equivalents on any unvested awards; and

WHEREAS, Section 18 of the Plan permits the Company to amend the Plan from time to time, subject only to certain limitations specified therein;

NOW, THEREFORE, the following amendments and modifications are 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 Company’s Annual Meeting of Stockholders on April 18, 2024:

1. Section 3(a)(i) of the Plan shall be, and hereby is, amended such that the first sentence of such section shall hereby be amended and restated to read as follows:

“Subject to adjustment as provided in Section 11 of this Plan, the number of shares of Common Stock that may be issued or transferred (A) upon the exercise of Option Rights or Appreciation Rights, (B) as Restricted Stock and released from substantial risks of forfeiture thereof, (C) in payment of Restricted Stock Units, (D) in payment of Performance Shares or Performance Units that have been earned, (E) as awards contemplated by Section 9 of this Plan, or (F) in payment of dividend equivalents paid with respect to vested awards made under the Plan will not exceed in the aggregate 13,677,000 shares; provided, that notwithstanding anything in this Section 3, or elsewhere in this Plan, to the contrary and subject to adjustment as provided in Section 11 of this Plan, the aggregate number of shares of Common Stock actually issued or transferred by the Company in connection with awards other than Option Rights or Appreciation Rights granted under this Plan will not exceed 9,688,000 shares.”

2. Section 3(b) of the Plan shall be, and hereby is, amended to increase the limit on the aggregate number of shares that may be issued or transferred upon the exercise of Incentive Stock Options to 9,688,000 shares, such that the section shall hereby be amended and restated to read as follows:

“(b) Limit on Incentive Stock Options. Notwithstanding anything in this Section 3, or elsewhere in this Plan, to the contrary and subject to adjustment as provided in Section 11 of this Plan, the aggregate number of shares of Common Stock actually issued or transferred by the Company upon the exercise of Incentive Stock Options will not exceed 13,677,000 shares.”

3. The following sentence shall be, and hereby is, added to the Plan as new Section 3(e) thereof:

“(e) Notwithstanding anything contained herein, in no event shall dividend or dividend equivalents be provided with respect to any awards that have not yet vested.”

4. 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. 4 to the 2013 Equity and Incentive Compensation Plan.

ENVIRI CORPORATION

By: /s/ Russell C. Hochman

Name: Russell C. Hochman

Title: Corporate Secretary



Press Release

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FOR IMMEDIATE RELEASE

Enviri Corporation Announces Results of 69th Annual Meeting of Stockholders

PHILADELPHIA – (April 18, 2024) – Enviri Corporation (NYSE: NVRI) announced the results of its 69th Annual Meeting of Stockholders, held virtually today.

Stockholders approved the election of all nine nominees to the Board of Directors to serve until the 2025 Annual Meeting and ratified the Audit Committee's appointment of PricewaterhouseCoopers LLP as Independent Auditors for the year ending December 31, 2024.

Stockholders also approved the Non-Binding Advisory Votes on Executive Officer Compensation and Amendment No. 4 to the 2013 Equity and Incentive Compensation Plan.

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About Enviri

Enviri is transforming the world to green, as a trusted global leader in providing a broad range of environmental services and related innovative solutions. The company serves a diverse customer base by offering critical recycle and reuse solutions for their waste streams, enabling customers to address their most complex environmental challenges and to achieve their sustainability goals. Enviri is based in Philadelphia, Pennsylvania and operates in more than 150 locations in over 30 countries. Additional information can be found at www.enviri.com.