

**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) August 12, 2022 (August 8, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 8, 2022, Anshooman Aga submitted his resignation as Senior Vice President & Chief Financial Officer of Harsco Corporation (the “Company”) to pursue employment at another company. Mr. Aga’s last day with the Company will be August 24, 2022.

On August 12, 2022, the Company announced that, effective August 29, 2022, Pete Minan would join the Company on an interim basis as Interim Senior Vice President & Chief Financial officer until a permanent replacement for Mr. Aga was announced.

Prior to his retirement from the Company in March 2022, Mr. Minan, age 60, served as the Company’s Senior Vice President & Chief Financial Officer from November 2014 to August 2021 and as Special Advisor to the Company’s Chief Executive Officer from August 2021 until March 2022.

In connection with his employment, Mr. Minan will receive the following compensation:

- Monthly base compensation of \$85,000.
- A monthly common stock grant equal to \$94,833 determined at the closing price on the last business day of each month.
- Eligibility in the Company’s standard health and welfare benefits program.

In addition, Mr. Minan will enter into the Company’s standard confidentiality agreement.

The description above is qualified in its entirety by reference to the full and complete terms of the Offer Letter to Mr. Minan, dated August 11, 2022, a copy of which is filed as Exhibit 10.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Offer Letter dated August 11, 2022
99.1	Press Release, dated August 12, 2022
104	Cover Page Interactive Data File (formatted as inline XBRL).

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: August 12, 2022

HARSCO CORPORATION

/s/ Russell C. Hochman

Russell C. Hochman

Senior Vice President and General Counsel,

Chief Compliance Officer & Corporate Secretary

(3)

Harsco Corporation

Two Logan Square
100-120 North 18th Street, 17th Floor
Philadelphia, PA 19103 USA
Phone: 267.857.8715
Web: www.harsco.com



August 11, 2022

Dear Pete:

On behalf of Harsco Corporation (“Harsco” or the “Company”), I wish to confirm our verbal offer of employment for the position of Interim Senior Vice President & Chief Financial Officer.

Upon the commencement of your employment, you will receive: the gross amount of \$85,000 per month, payable in accordance with the Company’s regular pay dates, and a monthly common stock grant equal to \$94,833 determined at the closing price on the last business day of the month, subject to applicable tax deductions and withholdings. The stock grants are awarded at the end of each calendar month and you must be employed as of the last calendar day of the month in order to earn and receive the monthly stock grants. You will also be eligible for health and welfare benefits consistent with your position. The health and welfare benefits, as well as all other Company benefit programs, are subject to change from time to time as deemed appropriate by the Company in its sole discretion.

Please be aware that, since your position will involve significant access to Harsco confidential information and/or valuable business relationships, you will be required to sign a Harsco Confidentiality Agreement as a condition of our employment offer.

By signing below, you represent that your employment as Interim Chief Financial Officer will not conflict with, result in a breach of, or constitute a default under, any confidentiality or non-competition agreement or any employment agreement to which you are a party or to which you may be subject.

You agree that, to the best of your ability and experience, you will at all times loyally and conscientiously perform all of the duties and obligations required of and from you consistent with your position and to the reasonable satisfaction of the Company. You will be subject to and expected to abide by the Company’s policies and procedures, as these may be changed by the Company from time to time in its discretion.

You will be provided with a Company laptop computer and cell phone to use for business purposes during your employment. You will be required to return the laptop and phone immediately upon your separation from employment (or at any earlier time upon request).

While we hope our relationship will be mutually beneficial, it needs to be emphasized that our relationship (as with all of our employees) is “at-will,” that is, you or the Company can end the relationship for any reason and at any time, with or without cause or advance notice.

We look forward to your formal acceptance of our offer so that you may begin your employment with us on August 29, 2022. Please note your acceptance by signing and returning the enclosed copy of this letter. Should you have any questions, please contact Jennifer Kozak, Interim Chief Human Resources Officer, at (610) 283-4859 or jkozak@harsco.com.

Sincerely,

/s/ F. Nicholas Grasberger III

F. Nicholas Grasberger III
Chairman & Chief Executive Officer

/s/ Peter F. Minan
Peter F. Minan - acceptance

8/11/22
Date



Investor Contact

David Martin

717.612.5628

[**damartin@harsco.com**](mailto:damartin@harsco.com)

Media Contact

Jay Cooney

717.730.3683

[**jcooney@harsco.com**](mailto:jcooney@harsco.com)**FOR IMMEDIATE RELEASE****HARSCO CORPORATION ANNOUNCES
CHIEF FINANCIAL OFFICER TRANSITION***Appoints Pete Minan Interim Chief Financial Officer*

CAMP HILL, PA – August 12, 2022 – Harsco Corporation (NYSE: HSC) a global, market leading provider of environmental solutions for industrial and specialty waste streams, today announced that Anshooman Aga has resigned as the Company’s Senior Vice President and Chief Financial Officer, effective August 24, 2022, to pursue employment with another company.

Mr. Aga’s departure did not result from any disagreement regarding the Company’s corporate strategy, financial statements or disclosures.

“On behalf of the Board of Directors and our 12,000 employees, we thank Anshooman for his many contributions to our Company, and we wish him well in his future endeavors,” said Nick Grasberger, Chairman and Chief Executive Officer, Harsco Corporation.

Pete Minan, Harsco’s former Chief Financial Officer, has been appointed Interim Senior Vice President and Chief Financial Officer, effective August 29, until a permanent replacement for Mr. Aga is announced. Harsco will initiate a comprehensive search for a new CFO.

“Having served as our CFO for seven years, I am confident that Pete’s intimate knowledge of our Company will serve us well in the interim as we focus on our key strategic initiatives and business improvement to drive shareholder value,” said Mr. Grasberger.

###

About Harsco

Harsco Corporation is a global market leader providing environmental solutions for industrial and specialty waste streams. 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.