

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**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 26, 2016**

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**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**

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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 Instruction 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))

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

On April 26, 2016, the Company held its Annual Meeting of Stockholders. At the Annual Meeting of Stockholders, the Company's stockholders elected all eight of the Board of Director nominees to serve as Directors until the 2017 Annual Meeting of Stockholders and ratified the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2016. The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers. The Company's stockholders also approved the 2016 Non-Employee Directors' Long-Term Equity Compensation Plan.

As of the record date, there were 80,094,365 Common Shares outstanding and entitled to vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 70,176,151 shares, or approximately 87.62% 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 2016 to serve as Directors until the 2017 Annual Meeting of Stockholders. All nominees were elected. The results of the vote were as follows:

<u>Name</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
J.F. Earl	59,990,511	3,151,096	255,314	6,779,230
K.G. Eddy	59,617,893	3,537,924	241,104	6,779,230
D.C. Everitt	59,952,785	3,195,539	248,597	6,779,230
S.E. Graham	59,934,863	3,203,807	258,251	6,779,230
F.N. Grasberger	61,316,847	1,769,394	310,680	6,779,230
T.D. Growcock	59,728,991	3,395,309	272,621	6,779,230
E. La Roche	59,829,783	3,307,268	259,870	6,779,230
P.C. Widman	60,000,479	3,144,249	252,193	6,779,230

2. The appointment of PricewaterhouseCoopers LLP as independent auditors to audit the financial statements of the Company for the fiscal year ending December 31, 2016, was ratified. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
68,617,799	1,335,792	222,560

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:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
60,783,631	2,152,717	460,573	6,779,230

4. The Company's stockholders approved the 2016 Non-Employee Directors' Long-Term Equity Compensation Plan. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
46,914,826	15,919,946	562,149	6,779,230

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed as part of this Form 8-K:

Exhibit No. Description

99.1 Press Release dated April 27, 2016

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### HARSCO CORPORATION

Date: May 2, 2016

By: /s/ Russell Hochman

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Russell Hochman

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

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**FOR IMMEDIATE RELEASE**

**HARSCO CORPORATION ANNOUNCES RESULTS OF  
61<sup>st</sup> ANNUAL MEETING OF STOCKHOLDERS**

CAMP HILL, PA (April 27, 2016) . . . Harsco Corporation (NYSE: HSC) announced today the results of its 61<sup>st</sup> Annual Meeting of Stockholders, held yesterday in Harrisburg, Pennsylvania.

Stockholders approved the election of all eight nominees to the Board of Directors to serve until the 2017 Annual Meeting and also ratified the Audit Committee's appointment of PricewaterhouseCoopers LLP as Independent Auditors for the year ending December 31, 2016. Stockholders also approved the annual, non-binding advisory vote on named executive officer compensation, commonly known as a "say-on-pay" vote, and also approved the 2016 non-employee directors' long-term equity compensation plan.

Harsco Corporation is a diversified industrial company providing onsite services and engineered products to the global steel, energy and railway sectors. 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).

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