

**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 29, 2015**

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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 29, 2015, the Company held its Annual Meeting of Stockholders. At the Annual Meeting of Stockholders, the Company's stockholders elected all ten of the Board of Director nominees to serve as Directors until the 2016 Annual Meeting of Stockholders and ratified the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2015. The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers. The Company's stockholders also approved an amendment to the Company's Restated Certificate of Incorporation to implement a majority voting standard in uncontested elections of directors.

As of the record date, there were 80,082,869 Common Shares outstanding and entitled to vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 73,003,913 shares, or approximately 91.16% 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 2015 to serve as Directors until the 2016 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 Withheld</u> | <u>Broker Non-Votes</u> |
|-----------------|------------------|-----------------------|-------------------------|
| J.F. Earl       | 65,300,263       | 1,288,832             | 6,414,818               |
| K.G. Eddy       | 56,246,147       | 10,342,948            | 6,414,818               |
| D.C. Everitt    | 65,239,858       | 1,349,237             | 6,414,818               |
| S.E. Graham     | 65,231,633       | 1,357,462             | 6,414,818               |
| F.N. Grasberger | 65,214,705       | 1,374,390             | 6,414,818               |
| T.D. Growcock   | 65,285,425       | 1,303,670             | 6,414,818               |
| H.W. Knueppel   | 65,056,996       | 1,532,099             | 6,414,818               |
| E. La Roche     | 64,629,093       | 1,960,002             | 6,414,818               |
| J.M. Loree      | 64,569,994       | 2,019,101             | 6,414,818               |
| P.C. Widman     | 65,272,575       | 1,316,520             | 6,414,818               |

2. The appointment of PricewaterhouseCoopers LLP as independent auditors to audit the financial statements of the Company for the fiscal year ending December 31, 2015, was ratified. The results of the vote were as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|------------------|----------------------|--------------------|
| 71,775,376       | 1,075,284            | 153,253            |

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> |
|------------------|----------------------|--------------------|-------------------------|
| 61,049,865       | 5,056,655            | 482,575            | 6,414,818               |

4. The Company's stockholders approved an amendment to the Company's Restated Certificate of Incorporation to implement a majority voting standard in uncontested elections of directors. The results of the vote were as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 65,814,975       | 510,321              | 263,799            | 6,414,818               |

**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 30, 2015.

## 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 4, 2015

By: /s/ Russell Hochman

Russell Hochman

Vice President, Interim General Counsel, Chief Compliance Officer and  
Corporate Secretary

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FOR IMMEDIATE RELEASE

## **HARSCO CORPORATION ANNOUNCES RESULTS OF 60<sup>TH</sup> ANNUAL MEETING OF STOCKHOLDERS**

CAMP HILL, PA (April 30, 2015) . . . Harsco Corporation (NYSE: HSC) announced today the results of its 60<sup>th</sup> Annual Meeting of Stockholders, held yesterday in Camp Hill, Pennsylvania.

Stockholders approved the election of all ten nominees to the Board of Directors to serve until the 2016 Annual Meeting and also ratified the Audit Committee's appointment of PricewaterhouseCoopers LLP as Independent Auditors for the year ending December 31, 2015. The elected nominees include all nine current independent Directors and the election of F. Nicholas Grasberger, Harsco President and CEO, who had been appointed to the Board in April 2014. Stockholders also overwhelmingly approved the annual, non-binding advisory vote on named executive officer compensation, commonly known as a "say-on-pay" vote, and also approved an amendment of the Company's Restated Certificate of Incorporation to implement a majority voting standard in uncontested elections of Directors.

Harsco Corporation is a diversified global industrial company serving major industries that are fundamental to worldwide economic growth, including steel and metals, railways and energy. Harsco's common stock is a component of the S&P MidCap 400 Index and the Russell 2000 Index. Additional information can be found at [www.harsco.com](http://www.harsco.com).

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