

**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) October 26, 2018 (~~October 22, 2018~~)

Harsco Corporation

**(Exact name of registrant as specified in its
charter)**

Delaware	001-03970	23-1483991
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
350 Poplar Church Road, Camp Hill, Pennsylvania		17011
(Address of principal executive offices)		(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))

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 October 22, 2018, the Board of Directors (the “Board”) of Harsco Corporation (the “Company”) appointed Carolann Haznedar to the Board. Ms. Haznedar’s initial term as a director will expire at the Company’s 2019 Annual Meeting of Stockholders. Ms. Haznedar will serve on the Audit Committee and Nominating & Corporate Governance Committee of the Board.

Ms. Haznedar held various positions with E.I. du Pont de Nemours and Company from August 1981 until June 2016. Most recently, she served as Senior Vice President Americas, DuPont Performance Materials from September 2015 until June 2016, Senior Vice President Americas, Packaging & Industrial Polymers from October 2011 until September 2015, and Senior Vice President Global, Packaging & Industrial Polymers from July 2008 until October 2011. Prior to E.I. du Pont de Nemours and Company, Ms. Haznedar worked for Edo Aire Corporation.

As a non-employee director, Ms. Haznedar will receive compensation in the same manner as the Company’s other non-employee directors, which compensation the Company previously disclosed in its Proxy Statement for the Company’s 2018 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on March 14, 2018.

A copy of the press release, dated October 22, 2018, announcing Mrs. Haznedar’s election is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(a) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated October 22, 2018.

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: October 26, 2018

Harsco Corporation

/s/ Russell C. Hochman

Russell C. Hochman

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

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FOR IMMEDIATE RELEASE

Harsco Board Elects F. Nicholas Grasberger III as Chairman

- **Current Chairman David C. Everitt Appointed Lead Independent Director**
- **Board Elects Carolann Haznedar as new Director**

CAMP HILL, PA - October 22, 2018 - Harsco Corp. (NYSE: HSC) today announced that F. Nicholas Grasberger III, President and Chief Executive Officer, has been elected Chairman of the Board of Directors, effective immediately. Mr. Grasberger succeeds David C. Everitt, who has served as Non-Executive Chairman since August 2014 and a director since 2010. Mr. Everitt has been appointed independent Lead Director.

"Nick is an outstanding leader who has been instrumental in driving Harsco's transformation as a leader in every market in which it competes," said Mr. Everitt. "During Nick's tenure as CEO, Harsco has strengthened its core businesses, expanded into new adjacent markets, significantly realigned its cost base, solidified its balance sheet and assembled a world-class management team. The Board is confident that under Nick's leadership, Harsco is well-positioned to drive value for its shareholders and all stakeholders."

"I am honored and appreciative of the Board's support, and I look forward to leading Harsco as we continue to execute on our mission to provide our customers with innovative products and services, pursue meaningful growth and create value for shareholders," said Mr. Grasberger. "On behalf of all Harsco employees, I want to thank Dave for his exemplary leadership and his contributions to our Company as Chairman. I look forward to benefiting from his continued contributions as independent Lead Director."

Additionally, the Harsco Board of Directors today announced that Carolann Haznedar has been elected as an independent Director of the Board, effective immediately. Ms. Haznedar is the recently retired Senior Vice President, Americas for DuPont Performance Materials, a global business with \$6.3 billion in revenues for 2017. Ms. Haznedar has more than 30 years of management experience, leading several global businesses in different industries during her tenure at DuPont.

In total, the Board now has eight directors, seven of whom are independent. Ms. Haznedar will be a member of the company's Audit Committee and Nominating and Corporate Governance Committee.

"We are delighted that Carolann, who has tremendous experience driving growth and innovation, has agreed to join our Board," said Mr. Grasberger. "Her deep global experience with lean organizations, identifying and developing talent, combined with her outstanding record of achieving significant profitable growth will benefit our Board, our company and our shareholders."

About Harsco Corporation

Harsco Corporation is a diversified, global engineered products and services Company serving the worldwide steel, railway and energy 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.

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