

**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 15, 2016**

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 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 16, 2016, Harsco Corporation (the "Company") announced that, effective August 16, 2016, Scott W. Jacoby, Senior Vice President and Group President - Harsco Rail, resigned from his position with the Company.

On August 15, 2016, the Company entered into a Separation Agreement and General Release (the "Separation Agreement") with Scott W. Jacoby which sets forth the terms and conditions applicable to Mr. Jacoby's separation from the Company. Under the Separation Agreement, Mr. Jacoby will be entitled to receive the following:

- A \$330,000 severance payment, plus an additional \$420,000, payable in cash in two installments, the first to be paid within 15 calendar days after the effective date of the Separation Agreement, and the second to be paid six months after the effective date of the Separation Agreement.
- Health insurance premiums for the continuation of health insurance coverage under COBRA for Mr. Jacoby, his spouse and covered dependents for a period of up to 12 months.
- Outplacement services with a maximum cost of \$7,500.

All payments and benefits to which Mr. Jacoby is entitled under the Separation Agreement are subject to tax withholding, as applicable. The Separation Agreement also provides that all of Mr. Jacoby's outstanding and unvested incentive and/or equity compensation awards granted to him by the Company are terminated and forfeited without consideration.

In consideration of the payments and benefits provided under the Separation Agreement, Mr. Jacoby is subject to certain non-disparagement and confidentiality provisions as well as restrictions preventing him from competing against the Company or soliciting the customers or employees of the Company.

Mr. Jacoby's right to receive the payments and other consideration is contingent upon Mr. Jacoby's agreeing to (and not revoking) a release of claims against the Company, and to that end the Separation Agreement contains a release and waiver of claims for the benefit of the Company, pursuant to which Mr. Jacoby agrees to release the Company and certain other parties from any and all claims, charges, causes of action and damages arising on or prior to his execution of the Separation Agreement.

The foregoing description of the terms and conditions of the Separation Agreement is merely a summary of the material terms of the Separation Agreement and is qualified in its entirety by reference to the full text of the Separation Agreement.

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 August 16, 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: August 19, 2016

By: /s/ Russell Hochman

Russell Hochman

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

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FOR IMMEDIATE RELEASE

Harsco Announces LEADERSHIP UPDATES

Harsco Rail President Scott Jacoby Resigns, Harsco President and CEO Nick Grasberger to Lead Harsco Rail on an Interim Basis

Chris Whistler Promoted to Chief Operating Officer, Metals & Minerals Segment

Sam Fenice Named Vice President and Corporate Controller

CAMP HILL, PA (August 16, 2016) . . . Harsco Corporation (NYSE: HSC) today announced that Scott Jacoby, President of Harsco Rail, has resigned from the Company. Following this departure, Nicholas Grasberger, the Company's President and Chief Executive Officer and member of the Board of Directors, will assume leadership of the Harsco Rail segment on an interim basis effective immediately. A search to find a permanent replacement is underway.

"I want to thank Scott, who has had a long and valued tenure with Harsco," said Mr. Grasberger. "He has been instrumental in executing our strategic priorities in Rail and we wish Scott success in his future endeavors. During this transition, the Harsco Executive Leadership Team and I look forward to taking a more active role in Rail. Our outlook and the potential for this business remain unchanged and we are focused on delivering on our commitments to global customers and executing on various strategies to grow Rail."

Additionally, Harsco today announced the following other leadership changes within the Company:

- Chris Whistler has been promoted to Chief Operating Officer of the Metals & Minerals segment. Mr. Whistler, who previously served as the head of the Bid & Contract Management function within Metals & Minerals, joins the Executive Leadership Team of Harsco and has oversight for the segment's global operations. Mr. Whistler joined Harsco in 1993 through the acquisition of MultiServ and since has held a number of operational and financial positions within the Company.
- Sam Fenice has been named Vice President and Corporate Controller, and he will oversee the administration of all corporate accounting policies and procedures, including internal and external reporting. Mr. Fenice has held various senior financial positions, including Assistant Controller, with Harsco for more than 14 years. Mr. Fenice assumed the Interim Corporate Controller's role when Chris Stump took over as Vice President Finance for the Company's Metals & Minerals segment.

Grasberger continued, "I am delighted with these internal appointments. The creation of the Chief Operating Officer position in Metals & Minerals reflects Chris' instrumental role as we have worked to transform this business over the past few years. Metals & Minerals now has best-in-class processes, a more balanced and effective organizational structure and a more competitive cost position. This business is now also poised to pursue select growth opportunities. Meanwhile, Sam's promotion is reflective of the talent and efforts of our Corporate team. Sam possesses a thorough understanding of the Company's global operations and financial reporting structure, and he has earned the trust and respect of colleagues throughout Harsco and of our Board of Directors."

About Harsco

Harsco Corporation serves key industries that are fundamental to worldwide economic development, including steel and metals production, railways and energy. 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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