

**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) **April 25, 2017**

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))

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.

At the Annual Meeting of Stockholders of Harsco Corporation (the "Company"), on April 25, 2017, the Company's stockholders approved Amendment No. 1 to the 2013 Equity and Incentive Compensation Plan ("Amendment No. 1"), which was approved by the Company's Board of Directors on February 16, 2017. Amendment No. 1 is an amendment to the Company's 2013 Equity and Incentive Compensation Plan (the "2013 Plan").

Amendment No. 1 modifies the 2013 Plan to: (1) increase the number of shares available for new awards under the 2013 Plan from 6,800,000 shares to a total of 7,800,000 available shares; (2) increase the number of shares that may be issued or transferred by the Company in connection with awards other than options or appreciation rights from 3,400,000 shares to 4,621,000 shares; and (3) increase the number of shares that may be issued or transferred upon the exercise of incentive stock options from 6,800,000 shares to 7,800,000 shares. The outstanding awards under the 2013 Plan continue to remain outstanding in accordance with their terms.

The foregoing description of Amendment No. 1 is qualified in its entirety by reference to the full text of Amendment No. 1, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

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

On April 25, 2017, the Company held its Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the Company's stockholders elected all eight of the Board of Director nominees to serve as Directors until the 2018 Annual Meeting of Stockholders and ratified the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2017. The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers. The Company's stockholders approved the recommendation for an every one year frequency for future advisory votes on named executive compensation. The Company's stockholders also approved the Amendment No. 1 to the 2013 Equity and Incentive Compensation Plan (the "2013 Plan").

The record date for stockholders entitled to notice of, and to vote at, the Annual Meeting was March 1, 2017. At the close of business on that date, the Company had 80,182,217 shares of common stock issued and outstanding and entitled to be voted at the Annual Meeting. At the Annual Meeting, 70,389,318 shares, or approximately 87.79% of the outstanding shares of common stock, were represented in person or by proxy. Those shares were voted as follows:

1. The following individuals were nominated in 2017 to serve as Directors until the 2018 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>Broker Non-Votes</u>
J.F. Earl	59,841,800	2,993,530	7,241,061
K.G. Eddy	58,980,528	3,806,674	7,241,061
D.C. Everitt	57,242,896	5,500,300	7,241,061
S.E. Graham	61,810,654	1,024,032	7,241,061
F.N. Grasberger	61,778,246	994,440	7,241,061
T.D. Growcock	59,753,106	2,989,837	7,241,061
E. La Roche	59,850,405	3,000,837	7,241,061
P.C. Widman	59,801,740	2,963,227	7,241,061

2. The appointment of PricewaterhouseCoopers LLP as independent auditors to audit the financial statements of the Company for the fiscal year ending December 31, 2017, was ratified. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
68,000,713	2,027,818	360,787

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>
59,368,289	3,339,762	440,206	7,241,061

4. The Company's stockholders indicated their preference, in an advisory vote, that the advisory vote on the compensation of the Company's named executive officers be held once every calendar year. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
50,948,153	11,740,611	459,493	7,241,061

5. The Company's stockholders approved the Amendment No. 1 to the 2013 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>
55,263,179	7,347,124	537,954	7,241,061

In accordance with the results of this vote, the Board of Directors determined to implement an annual advisory vote on named executive officer compensation until the next vote on the frequency of such advisory votes.

Item 9.01. Financial Statements and Exhibits.

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

Exhibit No. Description

10.1 Amendment No. 1 to the 2013 Equity and Incentive Compensation Plan.

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 1, 2017

By: /s/ Russell Hochman

Russell Hochman

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

HARSCO CORPORATION
2013 Equity and Incentive Compensation Plan
Amendment No. 1

WHEREAS, the Board of Directors and stockholders of Harsco Corporation (the “Company”) have adopted the 2013 Equity and Incentive Compensation Plan (the “Plan”);

WHEREAS, pursuant to Section 3(a) of the Plan, a total of 6,800,000 shares of the common stock, par value \$1.25 per share, of the Company (the “Common Stock”) have been reserved for issuance under the Plan;

WHEREAS, the Company desires to increase the number of shares issuable under the Plan to 7,800,000 shares, including shares previously issued thereunder, and to increase the aggregate limit on the number of shares that may be issued or transferred in connection with awards other than stock options or appreciation rights to 4,621,000 shares; and

WHEREAS, Section 18 of the Plan permits the Company to amend the Plan from time to time, subject only to certain limitations specified therein;

NOW, THEREFORE, the following amendments and modifications are hereby made a part of the Plan subject to, and effective as of the date of, the approval of stockholders of the Plan as amended at the Company’s Annual Meeting of Stockholders on April 25, 2017:

1. Section 3(a) of the Plan shall be, and hereby is, amended such that the first sentence of such section shall

hereby read as follows::

“Subject to adjustment as provided in Section 11 of this Plan, the number of shares of Common Stock that may be issued or transferred (A) upon the exercise of Option Rights or Appreciation Rights, (B) as Restricted Stock and released from substantial risks of forfeiture thereof, (C) in payment of Restricted Stock Units, (D) in payment of Performance Shares or Performance Units that have been earned, (E) as awards contemplated by Section 9 of this Plan, or (F) in payment of dividend equivalents paid with respect to awards made under the Plan will not exceed in the aggregate 7,800,000 shares; provided, that notwithstanding anything in this Section 3, or elsewhere in this Plan, to the contrary and subject to adjustment as provided in Section 11 of this Plan, the aggregate number of shares of Common Stock actually issued or transferred by the

Company in connection with awards other than Option Rights or Appreciation Rights granted under this Plan will not exceed 4,621,000 shares.”

2. Section 3(b) of the Plan shall be, and hereby is, amended to increase the limit on the aggregate number of shares that may be issued or transferred upon the exercise of Incentive Stock Options to 7,800,000, and the first sentence of such section is thereby to read as follows::

“Notwithstanding anything in this Section 3, or elsewhere in this Plan, to the contrary and subject to adjustment as provided in Section 11 of this Plan, the aggregate number of shares of Common Stock actually issued or transferred by the Company upon the exercise of Incentive Stock Options will not exceed 7,800,000 shares.”

3. In all other respects, the Plan, as amended, is hereby ratified and confirmed and shall remain in full force and effect.

IN WITNESS WHEREOF, the Company has executed this Amendment No. 1 to the 2013 Equity and Incentive Compensation Plan.

HARSCO CORPORATION

By: /s/ Russell C. Hochman

Name: Russell C. Hochman

Title: Corporate Secretary