

**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 19, 2023

Harsco Corporation

(Exact name of Company as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-03970

(Commission
File Number)

23-1483991

(I.R.S. Employer
Identification No.)

Two Logan Square 100-120 North 18th Street, 17th Floor
Philadelphia
Pennsylvania

(Address of principal executive offices)

19103

(Zip Code)

(267) 857-8715

(Company's telephone number, including area code)

(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 Company under any of the following provisions:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Ticker symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.25 per share	HSC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934. 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 April 19, 2023, Harsco Corporation (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved Amendment No. 3 (“Amendment No. 3”) to the 2013 Equity and Incentive Compensation Plan (the “2013 Plan”), which was approved by the Company’s Board of Directors on February 25, 2023.

Amendment No. 3 modifies the 2013 Plan to: (1) increase the number of shares of Common Stock of the Company (the “Shares”) reserved for issuance under the 2013 Plan by an additional 2,207,000 Shares, increasing the total number of Shares under the 2013 Plan from 9,870,000 to 12,077,000, with a corresponding increase in the total number of shares that may be issued or transferred upon the exercise of incentive stock options from 9,870,000 to 12,077,000; (2) increase the total number of Shares issuable in connection with “full value awards” (awards other than stock options, SARs or other awards for which the holder pays the intrinsic value existing as of the date of grant) from 6,519,000 Shares to 8,088,000 Shares (an increase of 1,569,000); and (3) extend the term of the 2013 Plan by five years until April 19, 2028. The outstanding awards under the 2013 Plan continue to remain outstanding in accordance with their terms. The foregoing description of Amendment No. 3 is qualified in its entirety by reference to the full text of Amendment No. 3, 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.

At the Annual Meeting, the Company’s stockholders elected all nine of the Board of Director nominees to serve as Directors until the 2024 Annual Meeting of Stockholders and ratified the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2023. The Company’s stockholders also approved, on an advisory basis, the compensation of the Company’s named executive officers and the frequency of advisory votes on compensation of the Company’s named executive officer, and approved Amendment No. 3 to the 2013 Plan.

As of the record date, there were 79,496,254 Common Shares outstanding and entitled to vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 71,384,049.772137 shares, or approximately 89.80% 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 2023 to serve as Directors until the 2024 Annual Meeting of Stockholders. All nominees were elected. The results of the vote were as follows:

Name	Votes For	Votes Against	Abstained	Broker Non-Votes
J.F. Earl	64,479,741	1,564,687	126,972	5,212,649
K.G. Eddy	64,508,794	1,550,424	112,184	5,212,649
D.C. Everitt	60,514,086	5,530,377	126,939	5,212,649
F.N. Grasberger III	64,106,340	1,947,876	117,184	5,212,649
C.I. Haznedar	62,417,092	3,628,249	126,060	5,212,649
T.M. Laurion	65,608,424	422,640	140,336	5,212,649
E.M. Purvis, Jr.	64,173,096	1,867,741	130,563	5,212,649
J. S. Quinn	64,913,483	1,116,897	141,020	5,212,649
P.C. Widman	64,543,277	1,497,723	130,400	5,212,649

2. The appointment of PricewaterhouseCoopers LLP as independent auditors to audit the financial statements of the Company for the fiscal year ending December 31, 2023, was ratified. The results of the vote were as follows:

Votes For	Votes Against	Abstentions
69,694,928	1,573,539	115,583

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>
63,467,212	2,546,885	157,303	5,212,649

4. The Company's stockholders approved, on an advisory basis, the frequency of advisory votes on compensation of the Company's named executive officers. The results of the vote were as follows:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
63,524,734	67,257	2,462,409	117,000	5,212,649

5. The Company's stockholders approved an Amendment No. 3 to the 2013 Equity and Incentive Compensation Plan of the Company. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
63,426,480	2,356,824	388,096	5,212,649

A copy of the press release, dated April 19, 2023, announcing the results of the Annual Meeting of Stockholders, is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 10.1	<u>Amendment No. 3 to the 2013 Equity and Incentive Compensation Plan.</u>
Exhibit 99.1	<u>Press Release dated April 19, 2023 announcing results of Annual Meeting of Stockholders.</u>
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Harsco Corporation

Date: April 25, 2023

/s/ Russell C. Hochman

Russell C. Hochman

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

HARSCO CORPORATION
2013 EQUITY AND INCENTIVE COMPENSATION
PLAN

Amendment No. 3

WHEREAS, the Board of Directors and stockholders of Harsco Corporation (the “Company”) have adopted the 2013 Equity and Incentive Compensation Plan, together with Amendment No. 1 to the 2013 Equity and Incentive Compensation Plan and Amendment No. 2 to the 2013 Equity and Incentive Compensation Plan (the “Plan”);

WHEREAS, pursuant to Section 3(a) of the Plan, a total of 9,870,000 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 (i) to increase the number of shares issuable under the Plan to an aggregate of 12,077,000 shares, including shares previously issued thereunder, (ii) 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 8,088,000 shares, and

(iii) to extend the termination date of the Plan for an additional five years beyond the current termination date; 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 19, 2023:

1. Section 3(a)(i) of the Plan shall be, and hereby is, amended such that the first sentence of such section shall hereby be amended and restated to 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 12,077,000 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 8,088,000 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 12,077,000 shares, such that the section shall hereby be amended and restated to read as follows:

“(b) Limit on Incentive Stock Options. 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 12,077,000 shares.”

3. Section 20 of the Plan shall be, and hereby is, amended to extend the expiration date of the Plan for an additional five years, such that the third and final sentence of such section shall hereby be amended and restated read as follows:

“No grant will be made under this Plan after April 19, 2028, but all grants made on or prior to such date will continue in effect thereafter subject to the terms thereof and of this Plan.”

4. 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. 3 to the 2013 Equity and Incentive Compensation Plan.

HARSCO CORPORATION

By: /s/ Russell C. Hochman

Name: Russell C. Hochman Title: Corporate Secretary

FOR IMMEDIATE RELEASE

Investor Contact
David Martin
1 267 946 1407
damartin@harsco.com

Media Contact
Jay Cooney
1 267 857 8017
jcooney@harsco.com

HARSCO CORPORATION ANNOUNCES RESULTS OF 68TH ANNUAL MEETING OF STOCKHOLDERS

PHILADELPHIA - (April 19, 2023) - [Harsco Corporation](#) (NYSE: HSC) announced the results of its 68th Annual Meeting of Stockholders, held virtually today.

Stockholders approved the election of all nine nominees to the Board of Directors to serve until the 2024 Annual Meeting and ratified the Audit Committee's appointment of PricewaterhouseCoopers LLP as Independent Auditors for the year ending December 31, 2023.

Stockholders also approved the Non-Binding Advisory Votes on Executive Officer Compensation, the Frequency of Future Advisory Board Votes on the Company's Named Executive Officers and Amendment No. 3 to the 2013 Equity and Incentive Compensation Plan.

About Harsco Corporation

Harsco Corporation is a global, market leader providing environmental solutions for industrial and specialty waste streams, and innovative technologies for the rail industry. Based at Two Logan Square, PA, the 13,000-employee company operates in more than 30 countries. 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.

Harsco Corporation

Two Logan Square, 100-120 North 18th Street, 17th Floor, Philadelphia, PA19103

t 717 763 7064 w harsco.com