

HARSCO CORP
Form 8-K
April 26, 2019

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
26, 2019 (April 23, 2019)

Harsco
Corporation
(Exact name of
registrant as
specified in its
charter)

Delaware 23-1483991
(State
or (IRS
office of the Commission Employer
jurisdiction) Identification
of No.)
incorporation)

350
Poplar
Church
Road, 17011
Camp
Hill,
Pennsylvania
(Address
of
principal (Zip Code)
executive
offices)

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

On April 23, 2019, Harsco Corporation ("the Company") held its Annual Meeting of Stockholders. At the Annual Meeting of Stockholders, the Company's stockholders elected all eight of the Board of Director nominees to serve as Directors until the 2020 Annual Meeting of Stockholders and ratified the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2019. The Company's stockholders also approved, on an advisory basis, the compensation of the Company's named executive officers.

As of the record date, there were 80,075,361 Common Shares outstanding and entitled to vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 72,513,716 shares, or approximately 90% 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 2019 to serve as Directors until the 2020 Annual Meeting of Stockholders. All nominees were elected. The results of the vote were as follows:

| Name | Votes For | Votes Against | Broker Non-Votes |
|-----------------|------------|---------------|------------------|
| J.F. Earl | 65,864,653 | 770,630 | 5,688,240 |
| K.G. Eddy | 65,004,014 | 1,669,137 | 5,688,240 |
| D.C. Everitt | 65,705,164 | 943,749 | 5,688,240 |
| F.N. Grasberger | 63,880,718 | 2,794,271 | 5,688,240 |
| C.I. Haznedar | 66,385,309 | 278,376 | 5,688,240 |
| M. Longhi | 66,388,810 | 258,977 | 5,688,240 |
| E.M. Purvis | 66,384,707 | 255,140 | 5,688,240 |
| P.C. Widman | 66,387,505 | 260,109 | 5,688,240 |

2. The appointment of PricewaterhouseCoopers LLP as independent auditors to audit the financial statements of the Company for the fiscal year ending December 31, 2019, was ratified. The results of the vote were as follows:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 70,722,278 | 2,130,821 | 160,617 |

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:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 64,673,972 | 1,913,938 | 237,566 | 5,688,240 |

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 23, 2019

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 26, 2019 /s/ Russell C. Hochman

Russell C. Hochman

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