

HARSCO CORP
Form 8-K
March 08, 2018

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) March 8, 2018
(March 2, 2018)

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

Delaware 23-1483991
(State
or (IRS
office) Employer
of the Commission
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

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(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.

2018 Long Term Incentive Plan

On March 2, 2018, Harsco Corporation (the “Company”) granted its annual long term incentive awards (the “2018 Long Term Incentive Plan”) under the Company’s 2013 Equity and Incentive Compensation Plan, as amended (the “Plan”). The 2018 Long Term Incentive Plan was approved by the Board of Directors (the “Board”) of the Company upon the recommendation of the Management Development and Compensation Committee (the “Committee”) of the Board. As part of the 2018 Long Term Incentive Plan, the following number of stock appreciation rights (SARs), restricted stock units (RSUs) and target performance share units (PSUs) were granted to each of the named executive officers of the Company on March 2, 2018:

| Name | SARs | RSUs | Target Award # of PSUs |
|----------------------------|--------|--------|------------------------|
| F. Nicholas Grasberger III | 93,232 | 43,132 | 57,509 |
| Peter F. Minan | 27,550 | 12,745 | 12,745 |
| Russell C. Hochman | 17,102 | 7,912 | 7,912 |
| Tracey L. McKenzie | 16,867 | 7,804 | 7,804 |
| Scott H. Gerson | 14,225 | 6,581 | 6,581 |

The equity awards described above were made through the use of various forms of awards agreements, which set forth terms applicable to specific awards.

Approval of New Form of Award Agreement

Effective for PSU awards granted on or after March 2, 2018 under the Plan, the Committee approved a new form of award agreement. The new form of PSU award agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(a) Exhibits

| Exhibit No. | Description |
|-------------|--|
| <u>10.1</u> | Form of PSU Award Agreement (for awards granted on or after March 2, 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.

Harsco Corporation

Date: March 8, 2018 /s/ Russell C. Hochman

Russell C. Hochman

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