HARSCO CORP
Form DEFA14A
April 16, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

x Definitive Additional Materials

¨ Soliciting Material Pursuant to Section 240.14a-12.

Harsco Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Camp Hill, Pennsylvania
April 16, 2013
Additional Information to Inform
2013 Advisory Vote on
Named Executive Officer Compensation
Security holders of Harsco Corporation (the Company) should read the Company s definitive proxy statement for its 2013
Stockholders because it contains important information. Security holders may obtain the Company s 2013 definitive proxy st
Annual Report for free at www.harsco.com. This document may be deemed soliciting material
within the meaning of the rules and regulations
of the Securities and Exchange Commission promulgated under the Securities Exchange Act of 1934, as amended.

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Compensation Highlights

Our compensation programs reflect our pay-for-performance (P4P) philosophy:

Our annual incentive program (AIP) ties annual cash incentives to the achievement of pre-established Economic Value Added (EVA ®) performance goals, thereby linking pay directly to the creation of stockholder value

In 2012, we increased the percentage of performance-based equity awards under our long-term incentive program (LTIP) from 50% to approximately 70% through the use of stock appreciation rights (SARs). SARs are inherently performance-based awards as their value is directly tied to the performance of the Company s stock price

ISS, Glass Lewis & Co. and Egan-Jones ALL report that, for 2012, the Company s pay was aligned with corporate performance

Under our new CEO, our management team continues to focus our path toward improved performance and stockholder returns

While we have taken reasonable steps to recruit and retain those executives who we believe will be key to the improved success of our Company, the average level of total direct compensation for 2012 remained below market medians, further reflecting the link between pay and performance

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ISS and Egan-Jones
Recommend a Vote FOR
Say-on-Pay
Advisory Firm
Recommendation on

Proposal 3
P4P Comments
ISS
Yes

P4P quantitative screen resulted
in a low
level of concern

Overall, ISS found no significant
issues
of
concern
regarding
our
executive compensation programs
and practices
Egan-Jones
Yes

No significant comments
Glass Lewis
No

Report notes improved P4P score
and states the Company has
adequately aligned executive pay
and corporate performance

Specific issues raised with regard
to the change in control provisions
for certain equity awards,* certain
one-time payments to a departing
executive and changes made to
the Company s LTIP
* See Slide 6 for a summary of the changes being made to the Company s equity awards in 2013

Harsco Pay and Performance are Aligned
We have taken significant steps to ensure that compensation is commensurate
with
performance,
which
ALL
THREE

proxy
advisors
acknowledge
Realizable compensation in 2012 was below target levels, consistent with our
2012 corporate-level performance
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We Continue to Strengthen Our Executive Leadership Team

As part of our renewed focus on optimizing financial and operational performance, we have sought talented new executive officers to lead the Company s transformation

We experienced several executive officer transitions during 2012:
Sal Fazzolari departed from his position as Chairman, President and CEO in February 2012 after serving the Company for more than 30 years
Patrick Decker commenced serving as our new President and CEO in September 2012
Steve Schnoor departed from his position as SVP, CFO and Treasurer in November 2012 after serving the Company for more than 24 years
Separation pay packages for Messrs. Fazzolari and Schnoor reflect market practices:
We do not maintain employment agreements with our executives
Separation pay packages were developed with the assistance of the Management Development and Compensation Committee s independent compensation consultant (Pearl Meyer & Partners) to ensure alignment with current market practices
Cash severance amounts were established at or below market levels while still recognizing each executive s significant tenure with the Company
No payout for performance-based LTIP awards that were not earned

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New CIC Acceleration Approach Under
2013 Equity and Incentive Compensation Plan
Based on a strong recommendation from our new CEO, the Management
Development and Compensation Committee has determined that all executive
equity

awards going forward will contain double-trigger change in control (CIC) accelerated vesting provisions, as permitted under the Company s new 2013 Equity and Incentive Compensation Plan and in-line with current market practice

This new approach to equity awards aligns with the double-trigger provisions already contained in CIC severance agreements in place with each of our executive officers

A double-trigger provision generally functions so that, if equity awards are continued, assumed or replaced after a CIC, a participant must experience a qualifying termination of employment within a certain period of time after the CIC to vest in those awards on an accelerated basis

The use of double-trigger CIC provisions helps ensure that if a CIC were to be contemplated, our executive officers involved in deliberations or negotiations would be

positioned to consider as objectively as possible whether the CIC transaction would be in
our
and
our
stockholders
best
interests,
rather
than
being
motivated
solely
by
compensation interests

2012 SAR Grants Link Executive Pay With
Performance (Namely, Stock Price Appreciation)

Prior to 2012, only 50% of LTIP awards were performance-based, and those awards most often utilized the same performance metric as the AIP (EVA achievement)

For 2012, approximately 70% of the LTIP award opportunity was granted in the form of SARs, which are designed to deliver value to our executives only to the extent value is being created for

stockholders,
as
hypothetically
illustrated
in
the
following
table:
This
focus
on
sustained
stock
price
improvement
aligns
well
with
our
stockholders
interests
and complements the AIP s focus on EVA achievement
Base Price = $23.73
Stock Price
Realized Value
Grant Date
(3/16/12)
12/31/12
4/03/13
Hypothetical Stock Price Point
$23.73
$23.50
$23.41
$23.73
$25.00
$30.00
$35.00
$0.00
$0.00
$0.00
$0.00
$1.27
$6.27
$11.27
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