

Gill Jeswant  
 Form 4  
 March 06, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Gill Jeswant

(Last) (First) (Middle)  
 2401 EDMUND HIGHWAY  
 (Street)

WEST COLUMBIA, SC 29170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 HARSCO CORP [HSC]

3. Date of Earliest Transaction (Month/Day/Year)  
 03/02/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

SVP - Group President Rail

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 03/03/2018                           |  | M                              |   | 2,838   | A  | \$ 0                              |
| Common Stock                    | 03/03/2018                           |  | F                              |   | 1,285   | D  | \$ 0                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units                     | (1)  | 03/03/2018                           |  | M                              | 2,838   | (2) (2)  | Common Stock  |
| Restricted Stock Units                     | (3)  | 03/02/2018                           |  | A                              | 6,777   | (3) (3)  | Common Stock  |
| Stock Appreciation Rights                  | \$ 19.8  | 03/02/2018                           |  | A                              | 14,648  | (4) 03/02/2028   | Common Stock  |
| Performance Share Units                    | (5)  | 03/02/2018                           |  | A                              | 6,777   | (5) 03/02/2020   | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Gill Jeswant<br>2401 EDMUND HIGHWAY<br>WEST COLUMBIA, SC 29170 |               |           | SVP - Group President Rail |       |

## Signatures

/s/ Jeswant Gill 03/06/2018

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted Stock Units convert into common stock on a one-for-one basis.
- (2) On March 3, 2017 the reporting person was granted 8,516 restricted stock units of which one-third vested on the first anniversary of the grant date.  
Restricted stock units granted under the 2013 Equity and Incentive Compensation Plan represent a contingent right to receive Harsco common stock on a one-for-one basis when the restricted stock units vest. The restricted stock units vest in one-third increments on each of the first three anniversaries of the date of the grant.
- (3) common stock on a one-for-one basis when the restricted stock units vest. The restricted stock units vest in one-third increments on each of the first three anniversaries of the date of the grant.
- (4) The stock appreciation rights vest in one-third increments on each of the first three anniversaries of the date of grant.
- (5) Each performance share unit represents a contingent right to receive the equivalent of one share of Harsco common stock. The performance share units vest based on the total shareholder return of Harsco common stock relative to the S&P 600 Industrial Index. The

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performance share units vest on 12/31/2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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