

PRIMUS KNOWLEDGE SOLUTIONS INC

Form 425

October 15, 2004

Filed by Art Technology Group, Inc. pursuant  
to Rule 425 under the Securities Act of  
1933, as amended and deemed filed pursuant  
to Rule 14a-12 under the Securities Exchange  
Act of 1934, as amended

Subject Company: Primus Knowledge Solutions, Inc.  
Commission File No. 000-26273

Art Technology Group, Inc. is mailing to its stockholders a letter related to its proposed acquisition of Primus Knowledge Solutions, Inc. The letter is attached as Exhibit 99.1 and incorporated herein by reference.

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\$  
163,536

#### 4. Related-Party and Party in Interest Transactions

The majority of the Plan's investments are shares of mutual funds managed by Wells Fargo, trustee, custodian and recordkeeper. These transactions qualify as party in interest transactions. Fees paid by the Plan for the investment management services amounted to \$154 thousand for the year ended December 31, 2015.

Transactions in the Company's Common Stock also qualify as party in interest transactions. For the year ended December 31, 2015, the Plan purchased \$1,691 thousand and sold \$2,755 thousand of the

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Company's common stock, and recorded dividend income totaling \$883 thousand from the Company and are included in Administrative expenses on the Statement of Changes in Net Assets Available for Benefits.

Additionally, notes receivable from participants qualify as party in interest transactions. For the year ended December 31, 2015, the Plan received \$101 thousand in interest income on notes receivable from participants.

#### 5. Plan Termination

Although the Company has not expressed any intent to discontinue the Plan, it reserves the right to terminate the Plan at any time or discontinue contributions and loans thereunder, subject to the provisions of ERISA. In the event of Plan termination, the accounts of each affected employee would be fully vested. Complete distributions or withdrawals would be distributed to Plan participants and beneficiaries in proportion to their respective account balances.

#### 6. Tax Status

The IRS has determined and informed the Company by a letter dated March 5, 2013, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since the amendment date cited in the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRS and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

#### 7. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

SUPPLEMENTAL SCHEDULE  
HARSCO RETIREMENT SAVINGS AND INVESTMENT PLAN  
SCHEDULE H, LINE 4(i) - FORM 5500  
SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
EMPLOYER IDENTIFICATION NUMBER - 23-1483991  
THREE-DIGIT PLAN NUMBER - 258  
AS OF DECEMBER 31, 2015

(a)(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral and par or maturity value	(d) Cost	(e) Current Value (in thousands)
* Harsco Corporation	Common stock	**	\$ 8,244
American Europacific Growth Fund	Mutual fund	**	7,689
Blackrock Bond Fund Institutional Shares	Mutual fund	**	6,700
Dodge & Cox Stock Fund	Mutual fund	**	10,062
Loomis Sayles Global Bond Fund	Mutual fund	**	253
Mainstay Large Cap Growth Fund	Mutual fund	**	16,238
Morgan Stanley Institutional Fund, Inc. U.S. Real Estate Portfolio	Mutual fund	**	4,645
Morgan Stanley Institutional Mid Cap Growth Fund	Mutual fund	**	1,928
Neuberger Berman Genesis Fund	Mutual fund	**	7,157
T. Rowe Price Retirement Income Fund	Mutual fund	**	737
T. Rowe Price Retirement 2005	Mutual fund	**	553
T. Rowe Price Retirement 2010	Mutual fund	**	1,513
T. Rowe Price Retirement 2015	Mutual fund	**	6,076
T. Rowe Price Retirement 2020	Mutual fund	**	8,898
T. Rowe Price Retirement 2025	Mutual fund	**	7,363
T. Rowe Price Retirement 2030	Mutual fund	**	7,449
T. Rowe Price Retirement 2035	Mutual fund	**	4,715
T. Rowe Price Retirement 2040	Mutual fund	**	5,365
T. Rowe Price Retirement 2045	Mutual fund	**	2,637
T. Rowe Price Retirement 2050	Mutual fund	**	1,107
T. Rowe Price Retirement 2055	Mutual fund	**	990
Vanguard Extended Market Index Fund	Mutual fund	**	1,096
Vanguard Inflation Protected Securities	Mutual fund	**	792
Vanguard Institutional Index Fund	Mutual fund	**	13,994
Vanguard Mid Cap Value Index Fund	Mutual fund	**	3,003
Vanguard Total Bond Market Index Fund	Mutual fund	**	1,978
Vanguard Total International Stock Index Fund	Mutual fund	**	516
* Wells Fargo Advantage Heritage Money Market Fund	Mutual fund	**	11,717
* Wells Fargo Advantage Government Money Market Fund	Mutual fund	**	157
Total mutual funds			135,328
Notes receivable from participants - Interest at 4.25% to 10.50%, fully secured by vested benefits, Participant loans due 2016 to 2030		**	2,431
Total Assets Held			\$ 146,003

\* Party in interest

\*\* Cost information is not presented because investments are participant directed.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrative Committee has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

HARSCO RETIREMENT SAVINGS  
AND INVESTMENT PLAN

Date June 27, 2016 /s/ Russell C. Hochman

Russell C. Hochman

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

EXHIBIT INDEX

Number Description

23.1 Consent of BDO USA, LLP (filed herewith)

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