

**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) **June 5, 2015**

Harsco Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-03970

(Commission File Number)

23-1483991

(IRS Employer Identification No.)

350 Poplar Church Road, Camp Hill, Pennsylvania

(Address of principal executive offices)

17011

(Zip Code)

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 Instruction 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))

Item 8.01. Other Events.

On June 5, 2015, Harsco Corporation (the "Company") announced that it has withdrawn its previously announced public offering of \$250 million aggregate principal amount of senior notes due 2020 in response to market conditions. As a result of its decision not to proceed with its senior notes offering, the Company also announced that it has terminated its previously announced cash tender offer for any and all of its outstanding 2.700% Senior Notes due 2015. The Company continues to have adequate liquidity of approximately \$400 million. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed as part of this Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
--------------------	--------------------

99.1	Press Release dated June 5, 2015.
------	-----------------------------------

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARSCO CORPORATION

Date: June 9, 2015

By: /s/ Russell Hochman

Russell Hochman

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

Investor Contact
David Martin
717.612.5628
[damartin@harsco.com](mailto:d martin@harsco.com)

Media Contact
Kenneth Julian
717.730.3683
kjulian@harsco.com

FOR IMMEDIATE RELEASE

**Harsco Corporation Announces WITHDRAWAL OF
PROPOSED PUBLIC OFFERING OF \$250 million of Senior Notes
AND TERMINATION OF TENDER OFFER FOR ANY AND ALL OF ITS 2.700% SENIOR NOTES DUE 2015**

CAMP HILL, PA (June 5, 2015) . . . Harsco Corporation (NYSE: HSC) (the "Company") today announced that it has withdrawn its previously announced public offering of \$250 million aggregate principal amount of senior notes due 2020 (the "Notes") in response to market conditions.

As a result of its decision not to proceed with its senior notes offering, the Company also announced today that it has terminated its previously announced cash tender offer (the "Tender Offer") for any and all of its outstanding 2.700% Senior Notes due 2015 (the "2015 Notes"). Any of the 2015 Notes that have been tendered will be promptly returned to the holders thereof. The Company continues to have adequate liquidity of approximately \$400 million.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase the Notes or any other securities, nor shall there be any sale of the Notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The Tender Offer was being made solely pursuant to the Offer to Purchase dated as of June 1, 2015, the related Letter of Transmittal and the Notice of Guaranteed Delivery, as amended by this press release, which set forth the complete terms of the Tender Offer.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements regarding the terms of the offering and the Notes and the use of proceeds from the offering, and the tender offer, that are subject to risks, uncertainties and other factors that could cause actual results or outcomes to differ materially from those reflected in the forward-looking statements. These forward-looking statements include, but are not limited to, plans, objectives, expectations and intentions and other statements contained in this press release that are not historical facts. There are a number of important factors that could cause the actual results or outcomes to differ materially from those indicated by these forward-looking statements, including, without limitation, those set forth in the risk factors listed from time to time in our reports filed with the SEC. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein as a result of new information, future events or otherwise.

About Harsco Corporation

Harsco's diversified services and engineered products serve major industries that are fundamental to worldwide economic progress, including steel and metals production, railways and energy. Harsco's common stock is a component of the S&P MidCap 400 Index and the Russell 2000 Index.

#