

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **October 15, 2015**

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**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**

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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 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 2.02. Results of Operations and Financial Condition.**

On October 15, 2015, Harsco Corporation (the "Company") issued a press release that included information regarding results for the third quarter ended September 30, 2015. A copy of the press release is attached as Exhibit 99.1.

This information is being furnished in this report and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On October 15, 2015, the Company repaid \$253,375,000 in principal and accrued and unpaid interest on its 2.7% Notes due October 15, 2015 by drawing on its existing revolving credit facility. The Company's revolving credit facility is governed by that certain Amended and Restated Five-Year Credit Agreement, dated March 2, 2012, among Harsco Corporation, the lenders named therein and the agents named therein, as subsequently amended by that certain Amendment No. 1 dated September 12, 2013, Amendment No. 2 dated December 20, 2013, and Amendment No. 3 dated March 27, 2015 (as amended, the "Credit Agreement").

The terms for the repayment of amounts drawn under the revolving credit facility are governed by the terms and conditions of the Credit Agreement, which is incorporated herein by reference and which is filed as Exhibits 10(a)(i), 10(a)(ii) and 10(a)(iii) to that certain Annual Report on Form 10-K for the fiscal year ended December 31, 2014, and Exhibit 10.1 to that certain Current Report on Form 8-K filed on March 27, 2015.

**Item 8.01. Other Events.**

On October 15, 2015, the Company issued a press release announcing the repayment of its 2.7% Notes due October 15, 2015. A copy of the press release is attached as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

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

Exhibit No. Description

99.1 Press Release dated October 15, 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: October 15, 2015

By: /s/ Russell Hochman

Russell Hochman

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

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**FOR IMMEDIATE RELEASE**

**HARSCO CORPORATION REPAYS OCTOBER 2015 NOTES AND PROVIDES THIRD QUARTER AND FULL YEAR 2015 UPDATE**

CAMP HILL, PA (October 15, 2015) . . . Harsco Corporation (NYSE: HSC) today announced that it repaid its 2.7% \$250 million Notes due October 15, 2015 with funds provided through its revolving credit facility. In recent weeks, the Company has been evaluating a number of long-term alternatives to refinance these notes and this process is ongoing. In the meantime, the revolving credit facility provides an attractive financing option, and given that the credit agreement term extends into 2017, Harsco believes this will provide adequate financial liquidity and borrowing capacity as the Company continues to assess its capital needs in the context of operational trends and strategic initiatives.

At the end of the September quarter, Harsco maintained borrowing capacity and available cash of approximately \$450 million and a net leverage ratio of 2.7x as compared with a maximum debt covenant of 3.75x under the Company's current Credit Agreement. Harsco also expects its debt levels to remain stable for the balance of the year.

**Third Quarter and Full Year Update**

The Company expects that its third quarter 2015 results will be above the guidance ranges previously provided for key financial figures excluding any special items taken in the quarter. Prior guidance for the third quarter included adjusted operating income of \$20 million to \$25 million and adjusted earnings per share of \$0.05 to \$0.09. During the September quarter, Metals & Minerals and Rail performed better than expectations while lower Corporate spending offset modest weakness experienced within the Industrial segment. Looking forward, the Company continues to anticipate that adjusted operating income for the full-year will be within the previously provided range of \$120 to \$135 million.

Harsco plans to provide a thorough update when it reports third quarter results in early November. Details regarding its earnings release and conference call are provided below.

- Earnings Release: Monday, November 9, 2015 before NYSE market opening via public newswire distribution and the Harsco Corporation website at [www.harsco.com](http://www.harsco.com).

- Teleconference: Monday, November 9, 2015 at 9:00 am ET. Internet broadcast in listen-only mode at [www.harsco.com](http://www.harsco.com). The call can also be accessed by telephone by dialing (800) 611-4920, or (973) 200-3957 for international callers. Listeners are advised to dial in approximately five minutes prior to the call. Enter Conference ID number **54186075**.
- Replays: available after completion of the live call at [www.harsco.com](http://www.harsco.com), and also by telephone through November 23, 2015 by dialing (855) 859-2056, (404) 537-3406 or (800) 585-8367.

### **Forward-Looking Statements**

The nature of the Company's business and the many countries in which it operates subject it to changing economic, competitive, regulatory and technological conditions, risks and uncertainties. In accordance with the "safe harbor" provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, the Company provides the following cautionary remarks regarding important factors that, among others, could cause future results to differ materially from the results contemplated by forward-looking statements, including the expectations and assumptions expressed or implied herein. Forward-looking statements contained herein could include, among other things, statements about management's confidence in and strategies for performance; statements made regarding the Harsco Metals & Minerals Segment's Improvement Plan ("Project Orion") and guidance for 2015; and expectations regarding growth, sales, cash flows, and earnings. Forward-looking statements can be identified by the use of such terms as "may," "could," "expect," "anticipate," "intend," "believe," "likely," "estimate," "plan" or other comparable terms.

Factors that could cause actual results to differ, perhaps materially, from those implied by forward-looking statements include, but are not limited to: (1) changes in the worldwide business environment in which the Company operates, including general economic conditions; (2) changes in currency exchange rates, interest rates, commodity and fuel costs and capital costs; (3) market and competitive changes, including pricing pressures, market demand and acceptance for new products, services and technologies; (4) unforeseen business disruptions in one or more of the many countries in which the Company operates due to political instability, civil disobedience, armed hostilities, public health issues or other calamities; (5) the Company's ability to successfully enter into new contracts and complete new acquisitions or strategic ventures in the time-frame contemplated, or at all; (6) the Company's ability to successfully implement and receive the expected benefits of cost-reduction and restructuring initiatives, including the achievement of expected cost savings in the expected time frame; (7) the ability to successfully implement the Company's strategic initiatives and portfolio optimization and the impact of such initiatives, such as Project Orion; and (8) other risk factors listed from time to time in our reports filed with the SEC. The Company expressly disclaims 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 is a diversified, global engineered products and services company serving major industries that are fundamental to worldwide economic development, including steel and metals production, railways and energy. Harsco's common stock is a component of the S&P SmallCap 600 Index and the Russell 2000 Index. Additional information can be found at [www.harsco.com](http://www.harsco.com).

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