

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **July 30, 2012**

HARSCO CORPORATION

(Exact Name of Registrant as Specified in 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**

Not Applicable

(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:

- 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 30, 2012, the Board of Directors (the “**Board**”) of Harsco Corporation (the “**Company**”) elected Patrick K. Decker, age 47, to serve as President and Chief Executive Officer of the Company, effective September 10, 2012. Mr. Decker joins the Company from Tyco International Ltd. where he has served as President of Tyco Flow Control, Tyco’s second largest business segment, for the past five years.

In connection with Mr. Decker’s election, Henry W. Knueppel will step down as both Interim Chairman and Interim Chief Executive Officer of the Company, effective September 10, 2012, while remaining a member of the Board. Mr. Knueppel notified the Board on July 30, 2012 of these intentions, and was subsequently appointed by the Board to the position of independent, Non-Executive Chairman of the Board, effective September 10, 2012.

In connection with his election, Mr. Decker agreed to an offer letter with the Company, which letter provides for the following compensation arrangements for Mr. Decker: (1) annual base salary of \$825,000; (2) participation in the Company’s performance-based annual incentive compensation program, including a pro-rated award based on date of hire for the 2012 calendar year based on a target award opportunity equal to 100% of his base salary and a maximum award opportunity equal to 200% of his base salary; and (3) participation in the Company’s long-term incentive compensation program, including a pro-rated award for 2012 based on date of hire on 200% of his annual base salary. One-third of this pro-rated award will be delivered in the form of time-based restricted stock units that vest in full after three years, and two-thirds of this pro-rated award will be delivered in the form of time-based stock appreciation rights that vest in equal 20% installments each year. The letter agreement also provides that Mr. Decker will be subject to compliance after five years with the Company’s stock ownership guidelines at a level equal to five times his base salary, that Mr. Decker’s incentive awards will be subject to the Company’s clawback policies and provisions in place from time to time, and that Mr. Decker will participate in the Company’s standard health and welfare benefits and transfer and relocation program.

Mr. Decker also entered into the Company’s standard Change in Control Severance Agreement, the general form of which was previously filed by the Company as Exhibit 10(d) to its Annual Report on Form 10-K for the fiscal year ending December 31, 2010, in connection with his election as President and Chief Executive Officer. The terms of Mr. Decker’s agreement are materially consistent with the terms of the Company’s general form, which terms were described in a Current Report on Form 8-K filed by the Company on December 20, 2010 and are incorporated herein by reference. In particular, Mr. Decker is generally entitled to receive “double-trigger” severance benefits under the agreement at a level equal to three times his highest base salary during the period beginning 90 days prior to a change in control through the date of termination, plus three times his target annual incentive award for the year of termination.

In connection with his election, Mr. Decker also entered into the Company’s standard confidentiality agreement and non-competition agreement. Under these agreements, Mr. Decker is generally subject to customary non-solicitation and non-competition covenants during his employment and for one year following his employment.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 30, 2012, the Board amended Article IV, Sections 1, 2 and 3 of the Company’s By-laws to establish that the position of Chairman of the Board need not be an officer position for the Company, but instead may be held by a non-employee and non-officer member of the Board, and to make conforming edits. The amendment was effective on July 30, 2012.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3(a)	Amendment, effective July 30, 2012, to the By-laws of the Company

SIGNATURES

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

HARSCO CORPORATION

Date: **August 3, 2012**

By: /s/ A. Verona Dorch

Name: A. Verona Dorch

Title: Vice President and General Counsel

EXHIBIT INDEX

**Exhibit
Number**

Description

3(a)

Amendment, effective July 30, 2012, to the By-laws of the Company

Article IV, Sections 1, 2 and 3, of the Harsco Corporation By-laws, as amended through January 23, 2007, are hereby amended and restated in their entirety as follows:

“Section 1. Number. The Board of Directors, immediately following the annual meeting of the stockholders of the Corporation, shall elect a President, a Secretary and a Treasurer, and from time to time may appoint such Assistant Secretaries, Assistant Treasurers and such other officers, including one or more Vice Presidents, as it may deem proper. Any two offices, other than the offices of President and Secretary, may be held by the same person.

Section 2. Term and Removal. The term of office of all officers shall be one year and until their respective successors are elected and qualify, but any officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

Section 3. Powers and Duties. The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, and in addition thereto, such powers and duties as may from time to time be conferred by the Board of Directors.

The President shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, or any other officer or officers of the Corporation.

The Chief Executive Officer of the Corporation shall be either the Chairman of the Board or the President, as may be designated by the Board of Directors from time to time. He shall exercise general supervision over the property, affairs and business of the Corporation and shall possess and exercise such powers as may be granted to him by action of the Board.

The Vice Presidents of the Corporation shall have the authority and shall perform such duties and services as shall be assigned to or required of them from time to time by the Board of Directors or the Chief Executive Officer.

The Treasurer, subject to the supervision of the President, shall have the care and custody of all funds and securities of the Corporation. He shall cause all such funds to be deposited in the name of the Corporation in such banks as the Board of Directors may direct, and he shall keep permanent records of the evidences of property or indebtedness and of the financial transactions of the Corporation. The Treasurer shall exercise such other powers and perform such other duties as may be conferred or imposed upon him by law, by the By-laws or by the Board of Directors.

The Secretary shall attend all meetings of the Board and of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the committees, if any, when required. He shall give, or cause to be given, notice of all meetings of the stockholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President. He shall keep in the safe custody the seal of the Corporation, and when any instrument requiring the corporate seal to be affixed shall first have been signed by the Chairman of the Board, the President or a Vice President, shall affix the seal to any instrument requiring it and, when so affixed, it shall be attested by his signature.

In the absence or incapacity of the Secretary, any Assistant Secretary may, except as otherwise provided by law, exercise the powers and perform the duties of the Secretary.

In the absence or incapacity of the Treasurer, any Assistant Treasurer may, except as otherwise provided by law, exercise the powers and perform the duties of the Treasurer.”