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**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) June 1, 2015**

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**Harsco Corporation**

(Exact name of registrant as specified in its charter)

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**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.)

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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 Instructions 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))
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**Item 8.01. Other Events.**

On June 1, 2015, the Company issued a press release announcing that it has commenced a cash tender offer (the “Tender Offer”) for any and all of its outstanding 2.700% Senior Notes due 2015 (the “Notes”), upon the terms and conditions set forth in the Offer to Purchase, dated June 1, 2015 and the related Letter of Transmittal and the Notice of Guaranteed Delivery. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

On June 1, 2015, the Company issued a press release announcing that it has commenced a registered public offering, subject to market and other conditions, of US\$250 million aggregate principal amount of senior notes due 2020. A copy of the press release is attached as Exhibit 99.2 hereto 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 1, 2015.
99.2	Press Release dated June 1, 2015.

**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.

Date: June 1, 2015

**HARSCO CORPORATION**

/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](mailto:kjulian@harsco.com)



FOR IMMEDIATE RELEASE

**HARSCO CORPORATION COMMENCES TENDER OFFER FOR  
ANY AND ALL OF ITS 2.700% SENIOR NOTES DUE 2015**

CAMP HILL, PA (June 1, 2015) ... Harsco Corporation (NYSE: HSC) today announced that it has commenced a cash tender offer (the "Tender Offer") for any and all of its outstanding 2.700% Senior Notes due 2015 (the "Notes").

The Tender Offer is scheduled to expire at 8:30 a.m., New York City time, June 8, 2015, unless extended or earlier terminated (such time, as may be extended, the "Expiration Time"). Holders who validly tender (and do not validly withdraw) their Notes prior to the Expiration Time will be eligible to receive \$1,006.25 for each \$1,000 principal amount of such tendered Notes, plus any accrued and unpaid interest up to, but not including, the settlement date.

Tendered Notes may be withdrawn at any time at or prior to (i) the Expiration Time or (ii) if the Tender Offer is extended, the 10th business day after the commencement of the Tender Offer. Tendered Notes may also be withdrawn after the 60th business day after commencement of the Tender Offer if for any reason the Tender Offer has not been consummated within 60 business days after commencement of the Tender Offer. Completion of the Tender Offer is subject to certain market and other conditions, including the consummation of the concurrently announced financing transaction. We expect settlement of the Tender Offer to occur promptly after the Expiration Time, which may be the same day as the Expiration Time, unless the Tender Offer is extended or earlier terminated.

The complete terms and conditions of the Tender Offer are described in the Offer to Purchase dated as of June 1, 2015, the related Letter of Transmittal and the Notice of Guaranteed Delivery, copies of which may be obtained from Global Bondholder Services Corporation, the information agent and tender agent and for the Tender Offer, at <http://www.gbhc-usa.com/Harsco/>, or by telephone at (212) 430-3774 (collect) or at (866) 470-3900 (toll-free).

The Company has retained Citigroup Global Markets Inc. to serve as the dealer manager for the Tender Offer. Questions regarding the Tender Offer may be directed to Citigroup Global Markets Inc. at Attn: Liability Management Group, (800) 558-3745 (toll-free), (212) 723-6106 (collect).

None of the Company, the trustee, the dealer manager or the information agent and tender agent make any recommendations as to whether holders should tender their Notes pursuant to the Tender Offer, and no one has been authorized by any of them to make such recommendations. Holders must make their own decisions as to whether to tender their Notes, and, if so, the principal amount of Notes to tender.

This press release shall not constitute an offer to purchase or a solicitation of an offer to purchase or sell the Notes or any other securities, nor shall there be any purchase of our Notes in any state or jurisdiction in which such offer, solicitation or purchase would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The Tender Offer is 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, which set forth the complete terms of the Tender Offer.

### **Forward-Looking Statements**

This press release contains forward-looking statements, including without limitation, statements regarding the terms of 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. Additional information can be found at [www.harsco.com](http://www.harsco.com).

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Investor Contact  
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FOR IMMEDIATE RELEASE

**HARSCO CORPORATION ANNOUNCES PUBLIC OFFERING OF  
\$250 MILLION OF SENIOR NOTES**

CAMP HILL, PA (June 1, 2015) ... Harsco Corporation (NYSE: HSC) (the "Company") today announced the commencement of its registered public offering, subject to market and other conditions, of \$250 million aggregate principal amount of senior notes due 2020 (the "Notes").

The Company intends to use the net proceeds from the offering of the Notes to fund a cash tender offer for any and all of its outstanding 2.700% Senior Notes due 2015, with any remaining proceeds from the offering to repay borrowings under its revolving credit facility, subject to certain limitations, and any remaining proceeds thereafter for general corporate purposes.

Citigroup, Credit Suisse, HSBC, J.P. Morgan, MUFG, RBC Capital Markets and US Bancorp are acting as joint book-running managers for the offering.

The offering will be made pursuant to the Company's shelf registration statement previously filed with the Securities and Exchange Commission (the "SEC") and available on the SEC's website at [www.sec.gov](http://www.sec.gov). A preliminary prospectus supplement and accompanying prospectus will be filed with the SEC and will be available on the SEC's website at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the preliminary prospectus supplement and accompanying prospectus may be obtained from Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, via telephone at 800-831-9146, or by emailing [Prospectus@citi.com](mailto:Prospectus@citi.com); Credit Suisse Securities (USA) LLC, One Madison Avenue, New York, NY 10010, Attention: Prospectus Department or via telephone at 800-221-1037; HSBC Securities (USA) Inc., 452 Fifth Avenue, New York, NY, 10018 or via telephone at 866-811-8049; J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 or via telephone at 866-803-9204; Mitsubishi UFJ Securities (USA), Inc., 1633 Broadway, 29th Floor, New York, NY 10019, Attention: Capital Markets Group or via telephone at 877-649-6848; RBC Capital Markets, LLC, Three World Financial Center, 200 Vesey Street, 10th Floor, New York, NY 10281, Attention: High Yield Capital Markets or via telephone at 877-280-1299; and U.S. Bancorp Investments, Inc., 214 N. Tryon Street, 26th Floor, Charlotte, NC 28202, Attention: Non-Investment Grade Syndicate or via telephone at 877-558-2607.

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 is 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, 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.

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