

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) March 4, 1998

HARSCO CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-3970

23-1483991

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification
Number)

Camp Hill, Pennsylvania

17001-8888

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (717) 763-7064

ITEM 5. Other Events.

On March 4, 1998, Harsco Corporation and UK-based Faber Prest Plc announced that they have agreed to a recommended tender offer under which Harsco will offer to purchase, for cash, all of the outstanding common stock of Faber Prest for (British pound)5.00 (approximately \$8.20) per share plus interim dividends of 8.5 pence per share (approximately \$0.14).

Assuming the exercise of certain outstanding employee options, the offer is valued at approximately (British pound)58 million (\$95 million). The offer is conditioned on the tender of ninety percent of the outstanding shares of Faber Prest's common stock, as well as certain other conditions and regulatory approvals.

Headquartered in Newbury, Berkshire, UK, Faber Prest provides a range of on-site slag processing and material handling services to worldwide steel producers, as well as integrated logistics and transportation services to the steel industry and other markets. Faber Prest provides services in ten countries, and conducts its operations through two divisions, SR Industrial Services and FP Steel Distribution, which together employ approximately 1,500 people. Harsco plans to combine Faber Prest with Harsco's Heckett MultiServ Division. For the year ended September 30, 1997, Faber Prest recorded sales of (British pound)84 million (approximately \$137 million) and net profit after tax of (British pound)4.5 million (approximately \$7.4 million).

HARSCO CORPORATION FORM 8-K

Item 7(c) Exhibits

Exhibit Number -----	Document Pages -----
99	1-2
Press release of the Company dated March 4, 1998.	

SIGNATURE

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 thereunto duly authorized.

HARSCO CORPORATION

(Registrant)

Date: March 11, 1998

By:

/s/ Salvatore D. Fazzolari

Senior Vice President and

Chief Financial Officer

[HARSCO LOGO]

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FOR IMMEDIATE RELEASE

HARSCO OFFERS TO ACQUIRE FABER PREST Plc;
ACQUISITION TO EXPAND HARSCO'S
METAL RECLAMATION AND MILL SERVICES GROUP

HARRISBURG, PA - (March 4, 1998). . . Harsco Corporation (NYSE: HSC) and UK-based Faber Prest Plc (LSE: FBP) announced today that they have agreed to a recommended tender offer under which Harsco will offer to purchase, for cash, all of the outstanding common stock of Faber Prest for (British pound)5.00 (approximately \$8.20) per share plus interim dividends of 8.5 pence per share (approximately \$0.14).

Assuming the exercise of certain outstanding employee options, the offer is valued at approximately (British pound)58 million (\$95 million). The offer is conditioned on the tender of ninety percent of the outstanding shares of Faber Prest's common stock, as well as certain other conditions and regulatory approvals.

Headquartered in Newbury, Berkshire, UK, Faber Prest provides a range of on-site slag processing and material handling services to worldwide steel producers, as well as integrated logistics and transportation services to the steel industry and other markets. Faber Prest provides services in ten countries, and conducts its operations through two divisions, SR Industrial Services and FP Steel Distribution, which together employ approximately 1,500 people. Harsco plans to merge Faber Prest with Harsco's Heckett MultiServ Division. For the year ended 30 September 1997, Faber Prest recorded sales of (British pound)84 million (approximately \$137 million) and net profit after tax of (British pound)4.5 million (approximately \$7.4 million).

Commenting on the acquisition, Harsco's Chairman and CEO Derek C. Hathaway said, "This move will further consolidate our worldwide competitive leadership in on-site, long-term contractual services to the steel industry and other metal producers. We expect the acquisition of Faber Prest to be accretive to earnings in the first full year under Harsco's control."

"We will continue to invest for growth in our existing core businesses and give consideration to appropriate acquisition candidates where clear and certain value-adding benefits will result. Recently announced acquisitions will, on an annualized basis, contribute some \$300 million in top line expansion."

Harsco Corporation is a diversified, global provider of industrial services and engineered products. The company reported 1997 sales of \$1.63 billion. Harsco's eight divisions employ more than 14,600 people at over 300 locations in 31 countries.

Safe Harbor Statement

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The nature of Harsco's operations 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 the Private Securities Litigation Reform Act of 1995, Harsco provides the following cautionary remarks regarding important factors which, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied herein.

These factors include, but are not limited to: (1) changes in the worldwide business environment in which Harsco operates, including import, licensing, and trade restrictions, currency exchange rates, interest rates, and capital costs; (2) changes in governmental laws and regulations, including taxes; (3) market and competitive changes, including market demand and acceptance for new products, services, and technologies; (4) effects of unstable governments and business conditions in emerging economies; and (5) other risk factors listed from time to time in Harsco's SEC reports. The Company does not intend to update this information and disclaims any legal liability to the contrary.

Additional information about Harsco, including the company's latest financial results and news releases, can be found at Harsco's World Wide Web site at www.harsco.com, or by Fax at (800)-758-5804, extension 396725.

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