
**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): April 16, 2013

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 7.01. Regulation FD Disclosure.

Harsco Corporation (the "**Company**") recommends that the Company's stockholders vote "FOR" proposal three (the advisory vote to approve named executive officer compensation, or the "**Say-on-Pay Proposal**") at the Company's 2013 Annual Meeting of Stockholders. In further support of this recommendation, the Company has prepared a presentation entitled "Additional Information to Inform 2013 Advisory Vote on Named Executive Officer Compensation" filed as Exhibit 99.1 hereto and incorporated herein by reference (the "**Presentation**"), which Presentation is expected to be utilized by certain Company employees between the date of this Current Report on Form 8-K and the date of the Company's 2013 Annual Meeting of Stockholders, currently scheduled to be held on April 23, 2013, in communications with and the solicitation of votes from certain stockholders of the Company regarding the Say-on-Pay Proposal. The information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Additional Information to Inform 2013 Advisory Vote on Named Executive Officer Compensation Presentation

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

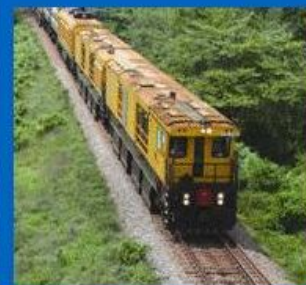
Date: April 16, 2013

By: /s/ A. Verona Dorch
Name: A. Verona Dorch
Title: Vice President and General Counsel

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Additional Information to Inform 2013 Advisory Vote on Named Executive Officer Compensation Presentation

HARSCO
Insight onsite.™



HARSCO

WE HELP BUILD THE WORLD

**Additional Information to Inform
2013 Advisory Vote on
Named Executive Officer Compensation**

Camp Hill, Pennsylvania ■ April 16, 2013

Security holders of Harsco Corporation (the "Company") should read the Company's definitive proxy statement for its 2013 Annual Meeting of Stockholders because it contains important information. Security holders may obtain the Company's 2013 definitive proxy statement and 2012 Annual Report for free at www.harsco.com. This document may be deemed "soliciting material" within the meaning of the rules and regulations of the Securities and Exchange Commission promulgated under the Securities Exchange Act of 1934, as amended.

- **Our compensation programs reflect our pay-for-performance (“P4P”) philosophy:**
 - Our annual incentive program (“AIP”) ties annual cash incentives to the achievement of pre-established Economic Value Added (“EVA”®) performance goals, thereby linking pay directly to the creation of stockholder value
 - In 2012, we increased the percentage of performance-based equity awards under our long-term incentive program (“LTIP”) from 50% to approximately 70% through the use of stock appreciation rights (“SARs”). SARs are inherently performance-based awards as their value is directly tied to the performance of the Company’s stock price
 - ISS, Glass Lewis & Co. and Egan-Jones ALL report that, for 2012, the Company’s pay was aligned with corporate performance

- **Under our new CEO, our management team continues to focus our path toward improved performance and stockholder returns**

- **While we have taken reasonable steps to recruit and retain those executives who we believe will be key to the improved success of our Company, the average level of total direct compensation for 2012 remained below market medians, further reflecting the link between pay and performance**

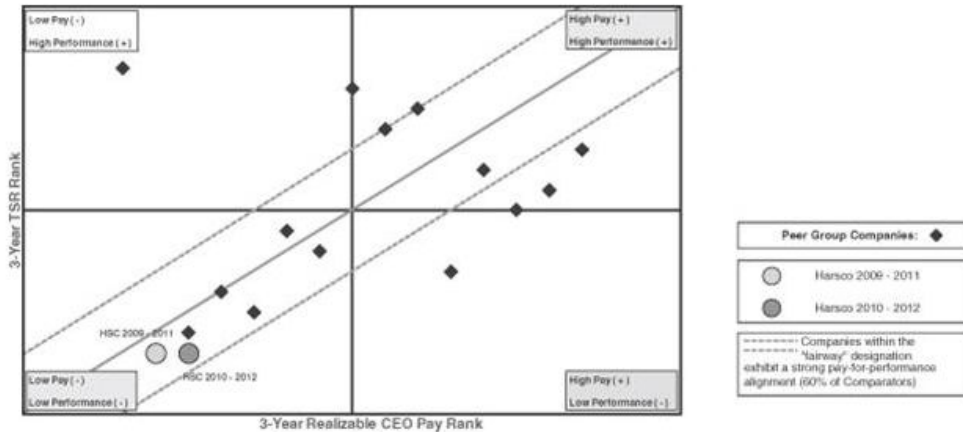
ISS and Egan-Jones Recommend a Vote “For”-on-Pay

Advisory Firm	Recommendation on Proposal 3	P4P Comments
ISS	Yes	<ul style="list-style-type: none"> • P4P quantitative screen resulted in a “low” level of concern • Overall, ISS found “no significant issues of concern” regarding our executive compensation programs and practices
Egan-Jones	Yes	<ul style="list-style-type: none"> • No significant comments
Glass Lewis	No	<ul style="list-style-type: none"> • Report notes improved P4P score and states “the Company has adequately aligned executive pay and corporate performance” • Specific issues raised with regard to the change in control provisions for certain equity awards,* certain one-time payments to a departing executive and changes made to the Company’s LTIP

* See Slide 6 for a summary of the changes being made to the Company’s equity awards in 2013

Harsco Pay and Performance are Aligned

- We have taken significant steps to ensure that compensation is commensurate with performance, which **ALL THREE** proxy advisors acknowledge



- Realizable compensation in 2012 was below target levels, consistent with our 2012 corporate-level performance

We Continue to Strengthen Our Executive Leadership Team

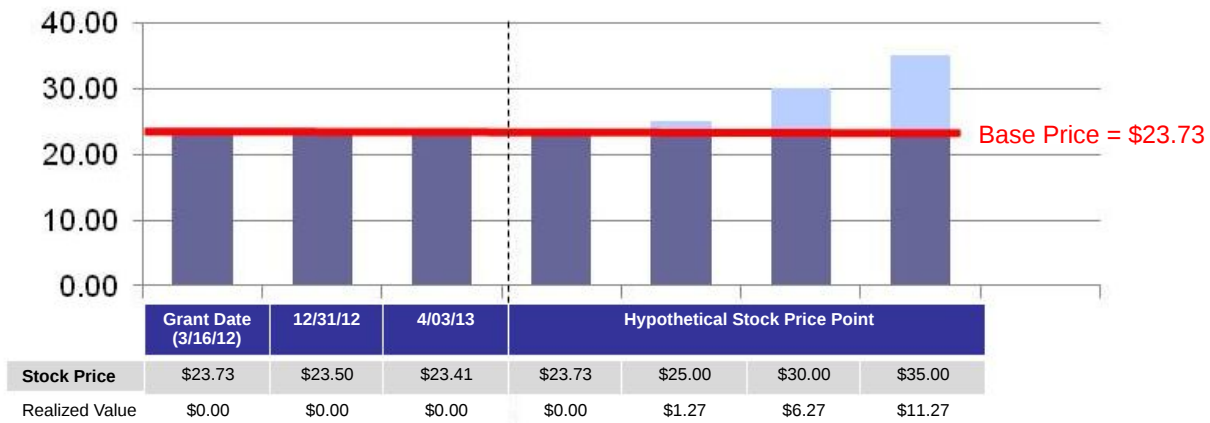
- **As part of our renewed focus on optimizing financial and operational performance, we have sought talented new executive officers to lead the Company's transformation**
- **We experienced several executive officer transitions during 2012:**
 - Sal Fazzolari departed from his position as Chairman, President and CEO in February 2012 after serving the Company for more than 30 years
 - Patrick Decker commenced serving as our new President and CEO in September 2012
 - Steve Schnoor departed from his position as SVP, CFO and Treasurer in November 2012 after serving the Company for more than 24 years
- **Separation pay packages for Messrs. Fazzolari and Schnoor reflect market practices:**
 - We do not maintain employment agreements with our executives
 - Separation pay packages were developed with the assistance of the Management Development and Compensation Committee's independent compensation consultant (Pearl Meyer & Partners) to ensure alignment with current market practices
 - Cash severance amounts were established at or below market levels while still recognizing each executive's significant tenure with the Company
 - No payout for performance-based LTIP awards that were not earned

New CIC Acceleration Approach Under 2013 Equity and Incentive Compensation Plan

- **Based on a strong recommendation from our new CEO, the Management Development and Compensation Committee has determined that all executive equity awards going forward will contain “double-trigger” change in control (“CIC”) accelerated vesting provisions, as permitted under the Company’s new 2013 Equity and Incentive Compensation Plan and in-line with current market practice**
 - A double-trigger provision generally functions so that, if equity awards are continued, assumed or replaced after a CIC, a participant must experience a qualifying termination of employment within a certain period of time after the CIC to vest in those awards on an accelerated basis
 - The use of double-trigger CIC provisions helps ensure that if a CIC were to be contemplated, our executive officers involved in deliberations or negotiations would be positioned to consider as objectively as possible whether the CIC transaction would be in our and our stockholders’ best interests, rather than being motivated solely by compensation interests
- **This new approach to equity awards aligns with the “double-trigger” provisions already contained in CIC severance agreements in place with each of our executive officers**

2012 SAR Grants Link Executive Pay With Performance (Namely, Stock Price Appreciation)

- Prior to 2012, only 50% of LTIP awards were performance-based, and those awards most often utilized the same performance metric as the AIP (EVA achievement)
- For 2012, approximately 70% of the LTIP award opportunity was granted in the form of SARs, which are designed to deliver value to our executives only to the extent value is being created for stockholders, as hypothetically illustrated in the following table:



- This focus on sustained stock price improvement aligns well with our stockholders' interests and complements the AIP's focus on EVA achievement