

HARSCO CORP
Form 8-K
May 20, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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) May 15, 2008**

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
PA, 17011**
(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)

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))
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Item 8.01. Other Events.

On May 15, 2008, Harsco Corporation (the "Company") completed the offering of \$450,000,000 aggregate principal amount of 5.75% Senior Notes due 2018.

In connection with the offering described above, the Company entered into the following instruments, which are filed as exhibits to this Current Report on Form 8-K and incorporated by reference into the Registration Statement on Form S-3 (File No. 333-150825) relating to the offering:

1. Indenture, dated as of May 15, 2008, by and between Harsco Corporation and the Bank of New York, as trustee.
2. Supplemental Indenture, dated as of May 15, 2008, by and between Harsco Corporation and the Bank of New York, as trustee.
3. Form of Global Security representing Harsco Corporation's 5.75% Senior Notes due 2018.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits.

Exhibit

Number Description

- 4.2. Indenture, dated as of May 15, 2008, by and between Harsco Corporation and the Bank of New York, as trustee.
- 4.3. Supplemental Indenture, dated as of May 15, 2008, by and between Harsco Corporation and the Bank of New York, as trustee.
- 4.4. Form of Global Security representing Harsco Corporation's 5.75% Senior Notes due 2018.

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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 thereunto duly authorized.

HARSCO CORPORATION

By: /s/ Stephen J. Schnoor

Name: Stephen J. Schnoor

Title: Senior Vice President and Chief
Financial Officer

Date: May 20, 2008

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