

HARSCO CORP
Form 8-K
April 12, 2012

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 11, 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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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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 2012 Annual Meeting of Stockholders. In further support of this recommendation, the Company has prepared a presentation entitled “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 2012 Annual Meeting of Stockholders, currently scheduled to be held on April 24, 2012, 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 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.

Exhibit Number

Description

99.1

Advisory Vote on Named Executive Officer Compensation

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 12, 2012

By: /s/ Mark E. Kimmel
Mark E. Kimmel
Senior Vice President,
Chief Administrative Officer,
General Counsel and
Corporate Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
| 99.1 | Advisory Vote on Named Executive Officer Compensation |