

HARSCO CORP
Form 8-A12B
September 26, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Harsco Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or
organization)

23-1483991

(I.R.S. Employer Identification no.)

**350 Poplar Church Road, Camp
Hill, PA**

(Address of principal executive offices)

17011

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Preferred Stock Purchase Rights

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

Name of each exchange on which
each class is to be registered

The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)



Item 1. Description of Registrant’s Securities to be Registered.

On September 25, 2007, the Board of Directors of Harsco Corporation (the “Company”) declared a dividend distribution of one right (a “Right”) for each share of Common Stock, par value \$1.25 per share (the “Common Shares”), of the Company outstanding at the close of business on October 9, 2007 (the “Record Date”), pursuant to the terms of a Rights Agreement, dated as of September 25, 2007 (the “Rights Agreement”), by and between the Company and Mellon Investor Services LLC, as rights agent. The Rights Agreement also provides, subject to specified exceptions and limitations, that Common Shares issued or delivered from the Company’s treasury after the Record Date will be entitled to and accompanied by Rights. The Rights are in all respects subject to and governed by the provisions of the Rights Agreement, a copy of which (including all exhibits thereto) is filed as Exhibit 4.1 hereto and incorporated herein by this reference.

Item 2. Exhibits.

<u>Exhibit</u> <u>Number</u>	<u>Exhibit</u>
---------------------------------	----------------

4.1	Rights Agreement, dated as of September 25, 2007, by and between the Company and Mellon Investor Services LLC, as rights agent
-----	--

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

HARSCO CORPORATION

Date: September 26, 2007 By: /s/ Mark E. Kimmel
Name: Mark E. Kimmel
Title: General Counsel and Corporate
Secretary

INDEX TO EXHIBITS

**Exhibit
Number**

Exhibit

4.1

Rights Agreement, dated as of September 25, 2007, by and between the Company and Mellon Investor Services LLC, as rights agent

