SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K/A

AMENDMENT TO CURRENT REPORT
PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Amendment No.#1

Amendment to Current Report on Form 8-K dated
January 28, 1994, and filed on February 14, 1994.

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

The undersigned registrant hereby amends the following item of its Current Report on Form 8-K dated January 28, 1994, and filed February 14, 1994, as set forth in the pages attached hereto:

ITEM 7. Financial Statements and Exhibits

(a) Consolidated Financial Statements of FMC's Defense Systems Group

(1) Independent Auditors' Report

(2) Consolidated Balance Sheets as of December 31, 1993 and 1992

(3) Consolidated Statements of Income for the Years 1993, 1992, 1991

(4) Consolidated Statements of Cash Flows for the Years 1993, 1992, 1991

(5) Notes to Financial Statements

(b) Pro Forma Financial Information (unaudited) to reflect Harsco's acquisition of an interest in United Defense, L.P. formed to combine FMC's Defense Systems Group and Harsco's BMY-Combat Systems Division

(1) Balance Sheet as of December 31, 1993

(2) Statement of Income for the Year Ended December 31, 1993

(d) Exhibits

Number	Exhibit
24	Consent of Independent Accountants

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: April 13, 1994 By: /s/ Leonard A. Campanaro
Leonard A. Campanaro
Senior Vice President &
Chief Financial Officer

Independent Auditors' Report

The Board of Directors and Stockholders,
FMC Corporation

We have audited the balance sheets of the Defense Systems Group of FMC Corporation as of December 31, 1993 and 1992 and the related statements of income and cash flows for each of the years in the three-year period ended December 31, 1993. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based upon our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and signficant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Defense Systems Group of FMC Corporation as of December 31, 1993 and 1992, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 1993, in conformity with generally accepted accounting principles.

As discussed in Note 5 to the financial statements, the company changed its method of accounting for post retirement benefits other than pensions in 1992.

KPMG, Peat Marwick

Chicago, Illinois
January 24, 1994

FMC CORPORATION
DEFENSE SYSTEMS GROUP
BALANCE SHEETS
(Dollars In Thousands)

ASSETS	DECEMBER 31 1993	1992
Current assets:		
Trade receivables, net	$ 85,348	$ 72,457
Inventories	39,249	61,555
Deferred income taxes	30,126	30,617
Other current assets	21,381	19,467
Total current assets	176,104	184,096

Investments in affiliated companies	8,721	10,342
Net property, plant & equipment	111,718	135,262
Prepaid pensions and deferred charges	28,573	24,817
Deferred income taxes	5,165	7,956
Total assets	$ 330,281	$ 362,473

LIABILITIES AND GROUP EQUITY

Current liabilities:		
Accounts payable, trade and other	$ 73,144	$ 93,989
Advance payments received from customers	95,781	85,292
Accrued payroll	21,183	21,638
Accrued workers' compensation insurance	27,147	21,599
Accrued and other liabilities	18,789	25,462
Total current liabilities	236,044	247,980
Accrued post-retirement benefits	69,601	75,162
Commitments and contingencies		
Group equity: Investment of FMC Corporation	24,636	39,331
Total liabilities and group equity	$ 330,281	$ 362,473

See accompanying notes to financial statements

FMC CORPORATION
DEFENSE SYSTEMS GROUP
STATEMENTS OF INCOME
(Dollars In Thousands)

	YEARS ENDED DECEMBER 31		
	1993	1992	1991
Revenue	$ 950,170	$1,111,809	$1,169,043
Cost of sales	708,362	867,757	897,871
Selling, general and administrative	102,406	106,036	113,813
Research and development	16,669	21,000	21,305
Other (income) and expense, net	(15,232)	(31,284)	(4,458)

	1993	1992	1991
Total costs and expenses	812,205	963,509	1,028,531
Income before income taxes and cumulative effect of change in accounting principle	137,965	148,300	140,512
Income taxes	52,405	55,670	54,868
Income from continuing operations before cumulative effect of change in accounting principle	85,560	92,630	85,644
Cumulative effect of change in accounting principle, net of taxes	-	(45,678)	- -
Net income	$ 85,560	$ 46,952	$ 85,644

See accompanying notes to financial statements

FMC CORPORATION
DEFENSE SYSTEMS GROUP
STATEMENTS OF CASH FLOWS
(Dollars In Thousands)

	YEARS ENDED DECEMBER 31		
	1993	1992	1991
Cash flows from operating activities:			
Net income	$ 85,560	$ 46,952	$ 85,644
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	23,960	26,452	28,631
Amortization of accrued pension costs	2,066	8,178	2,966
Deferred income taxes	3,281	(27,480)	(79)
	114,867	54,102	117,162
(Increase) decrease in assets:			
Trade receivables, net	(12,891)	3,878	(1,605)
Inventories	22,306	56,982	81,043
Other current assets	(1,914)	(3,482)	(7,168)
(Decrease) increase in liabilities:			
Accounts payable - trade and other	(23,681)	16	11,373
Advance payments received from customers	10,489	(80,562)	(111,296)
Other current liabilities	1,256	(1,672)	2,170
Pension and other post-retirement benefits, net	(10,785)	69,792	(5,250)

Net cash provided by operating activities	99,647	99,054	86,429
Cash flows provided (required) by investing activities:			
Expenditures for property, plant and equipment	(17,816)	(17,963)	(23,075)
Transfers and other changes in property, plant and equipment	17,400	3,978	2,600
Changes in investments in affiliates and other	1,024	3,165	350
Cash flows provided (required) by investing activities	608	(10,820)	(20,125)
Net cash flow provided to FMC Corporation	$ 100,255	$ 88,234	$ 66,304

See accompanying notes to financial statements

	228,395	201,172
Plan assets in excess of projected benefit obligation	43,734	22,158
Unrecognized net transition asset	(7,030)	(8,035)
Unrecognized prior service cost	9,700	8,310
Unrecognized net gain	(22,189)	(1,376)
Prepaid pension cost	$ 24,215	$ 21,057

Primarily equities, bonds and participating annuities

POSTRETIREMENT HEALTH CARE AND LIFE INSURANCE

Substantially all of DSG employees are covered by FMC's postretirement health care and life insurance benefit program. Employees generally become eligible for the retiree benefit plans when they meet minimum retirement age and service requirements. The cost of providing most of these benefits is shared with retirees. FMC has reserved the right to change or eliminate these benefit plans.

FMC funds a trust for retiree health and life benefits for DSG. Funding is based on amounts in negotiated government defense contracts, in conformance with Governmental Cost Accounting Standards.

Retroactive to January 1, 1992, FMC elected early adoption of SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions," which requires accrual of the expected cost of providing postretirement benefits other than pensions, during the years of employee service. The adoption of SFAS No. 106 resulted in a one-time pre-tax charge of $74.9 million ($45.7 million, net of tax). Prior to

1992, the Group recognized postretirement health care costs using the cash basis of accounting, while the estimated costs of postretirement life insurance benefits were generally accrued over the employees' active working lives. These costs were $ 3.1 million in 1991.

Actuarial assumptions used to determine costs and benefit obligations include a discount rate of 8 percent and a weighted average expected return on long-term assets of 9 percent. The assumed rate of future increases in per capita cost of health care benefits was 13 percent in 1993 and 1992, decreasing gradually to 6 percent by the year 2001.

The following table summarizes the components of net periodic postretirement benefit cost for 1993 and 1992:

	1993	1992
Service cost of benefits earned	$ 1,620	$ 1,925
Interest cost on accumulated postretirement benefit obligation	4,900	6,593
Actual return on plan assets	(1,246)	(707)
Prior service cost amortization and net asset loss deferred	(2,172)	(454)
Net periodic postretirement benefit cost	$ 3,102	$ 7,357

Plan amendments adopted in 1993 reduced the accumulated benefit obligation by approximately $ 18.7 million. These amendments will be recognized as a reduction of plan costs over the average remaining service period of active plan participants. The status of the accrued postretirement benefit cost recognized in the balance sheet and the funded status of the plan as of December 31 were as follows:

	1993	1992
Accumulated postretirement benefit obligation (APBO):		
Retirees	$ (29,905)	$ (27,663)
Fully eligible active participants	(9,080)	(16,637)
Other active participants	(22,422)	(41,084)
APBO	$ (61,407)	$ (85,384)
Plan assets at fair value	20,792	14,826
APBO in excess of plan assets	(40,615)	(70,558)
Unamortized plan amendments	(21,725)	(4,966)
Unrecognized (gain) loss	(7,261)	362
Accrued postretirement benefit obligation	$ (69,601)	$ (75,162)

Primarily fixed income securities

EMPLOYEES' THRIFT AND STOCK PURCHASE PLAN

All salaried and non-union hourly employees are included in FMC Employee Thrift and Stock Purchase Plan. Under the Thrift Plan, participants may elect to have up to 15 percent of their compensation contributed to the plan. An employee's contribution, up to 5 percent of compensation, is matched by the Group's 15 percent to 100 percent (80 percent prior to April 1, 1993) depending on profits and fund elections. A participant's interest in the Group's contribution vests gradually during the first five years of active service and is fully vested thereafter. The employee-elected contributions may be invested in FMC stock, a fixed income fund or an equity fund, as a participant elects. All matching contributions by the Group are invested in FMC stock. Charges for these benefits for the years 1993, 1992 and 1991, were $ 4.9 million, $ 4.4 million and $ 3.9 million, respectively.

6. EQUITY: INVESTMENT BY FMC CORPORATION

The changes in equity during the three years ended December 31, 1993 were as follows:

Balance December 31, 1990	$ 61,273
Net income for 1991	85,644

Net cash provided to FMC	(66,304)
Balance December 31, 1991	80,613
Net income for 1992	46,952
Net cash provided to FMC	(88,234)
Balance December 31, 1992	39,331
Net income for the year	85,560
Net cash provided to FMC	(100,255)
Balance December 31, 1993	$ 24,636

7. TRANSACTIONS WITH FMC

The following summarizes the assumptions used in accounting for certain transactions between DSG and FMC. See also Notes 2 and 4.

WORKING CAPITAL AND FINANCING REQUIREMENTS

All capital requirements of DSG are funded through the operation of a centralized cash management system at FMC. Generally, all cash receipts are deposited to and all cash requirements are funded through the system on a daily basis. Cash activity is segregated and controlled through intercompany accounts, which are included in the accompanying financial statements as a component of Group Equity: Investment of FMC Corporation.

ADMINISTRATIVE COST ALLOCATION

The statements of income presented reflect an administrative cost allocation from FMC for certain expenses incurred at the corporate level for the benefit of the Group, aggregating $24.3 million, $20.4 million and $23.1 million for the years 1993, 1992 and 1991, respectively. The allocations are based on sales, numbers of FMC personnel, payroll dollars, estimates of time spent to provide services, or other rational measures. These allocations include general management, treasury, tax, financial audits, financial reporting, benefits administration, insurance, communication, public affairs, information management and other miscellaneous services.

DIRECT CHARGES

Other costs incurred at the FMC corporate level and charged directly to DSG on the basis of services used include the Corporate Technology Center, computer processing, employee benefits, pension and thrift plan costs, insurance and miscellaneous other expenses. Charges related to services other than employee benefits aggregated approximately $15.2 million, $17.0 million and $18.1 million in 1993, 1992 and 1991, respectively. Employee benefits are discussed further in Note 5.

8. COMMITMENTS AND CONTINGENT LIABILITIES

MINIMUM LEASE PAYMENTS

DSG leases manufacturing space and various types of equipment under operating leases. Total rent expense under all leases amounted to $4.4 million, $6.6 million and $5.7 million in the years 1993, 1992 and 1991, respectively. Minimum future rentals under noncancellable leases aggregated approximately $18.2 million as of December 31, 1993, and are estimated to be payable $4.6 million in 1994, $4.4 million in 1995, $3.9 million in 1996, $1.9 million in 1997, $1.9 million in 1998 and $1.5 million in 1999.

ENVIRONMENTAL COMPLIANCE AND REMEDIATION

In accordance with the environmental accounting policy, reserves of approximately $6.5 million and $6.7 million have been provided at the end of 1993 and 1992, respectively. The liability arising from potential environmental obligations that have not been reserved for at this time--because amounts cannot be reasonably determined due to uncertainties associated with remedial-related activities, relevant clean-up technologies and methods, and amounts to be recovered from third parties--may or may not be material to any one year's results of operations in the future. Management, however, believes the liability arising from these potential environmental obligations is not likely to have a material adverse effect on the Group's liquidity or financial condition and will be satisfied over many years.

OFF BALANCE SHEET RISK

DSG is contingently liable under outstanding letters of credit in the amount of approximately $32.1 million at December 31, 1993.

OTHER CONTINGENT LIABILITIES

DSG has certain contingent liabilities resulting from litigation, claims and commitments incident to the ordinary course of business. Management believes that the probable resolution of such contingencies will not materially affect the financial position or results of operations.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PRO FORMA CONDENSED FINANCIAL INFORMATION
(Unaudited)

On January 28, 1994, FMC Corporation ("FMC") and Harsco Corporation ("Harsco") announced completion of a series of agreements ("Agreements"), first announced in December 1992, to combine certain assets and liabilities of FMC's Defense Systems Group ("DSG") and Harsco's BMY-Combat Systems Division ("BMY-CS"). The effective date of the combination was January 1, 1994. The combined company, United Defense, L.P. ("UDLP"), will operate as a limited partnership, with FMC as the Managing General Partner with a 60 percent equity interest and Harsco Defense Holding, Inc. as the Limited Partner holding a 40 percent equity interest.

The following unaudited pro forma condensed financial statements reflect the elimination of BMY-CS and accounting for the 40% ownership interest of Harsco in UDLP on the equity method of accounting. The assumption, for the balance sheet, is that the combination occurred on December 31, 1993, and for the statement of income that the combination date was January 1, 1993. The pro forma operating results are not necessarily indicative of what would have occurred had the combination actually taken place on January 1, 1993, or of what they are expected to be in 1994. Also, no adjustments have been made to operations for the impact of certain anticipated operational and administrative efficiencies which are expected to be realized over the first two years of the combined company's operation.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PRO FORMA CONDENSED BALANCE SHEET
(In Thousands of Dollars) (Unaudited)

	Pro Forma as of December 31, 1993				
			Pro Forma Adjustments and Eliminations		Pro Forma Harsco with 40%
ASSETS	Harsco	Less BMY-CS	Debit	Credit	UDLP
Current Assets					
Cash and cash equivalents	$ 58,740	$ -		$ 5,200	$ 53,540
Notes and accounts receivable, net	322,894	45,286	$ 38,507		316,115
Inventories	202,426	86,815			115,611
Other current assets	16,045	6,374	5,962		15,633
Total current assets	600,105	138,475			500,899
Property, plant and equipment, net	491,655	50,597			441,058
Goodwill	221,082				221,082
Equity in unconsolidated entities	9,258		29,600		38,858
Other assets	105,512	212			105,300
Total assets	$1,427,612	$189,284			$1,307,197

LIABILITIES

Current Liabilities				
Borrowings due within one year	$ 63,509	$ -	$	$ 63,509
Accounts payable	98,021	18,272	1,265	81,014
Advances on long-term contracts	88,518	78,882		9,636
Income taxes payable	14,905	-		14,905
Other current liabilities	52,396	19,019	3,634	137,011
Total current liabilities	417,349	116,173		306,075
Long-term debt	364,869	-		364,869
Deferred income taxes	33,424	3,544	3,544	33,424
Insurance accruals	49,350	-		49,350
Other liabilities	39,536	9,164	23	30,395
Total liabilities	904,528	128,881		784,113

CAPITAL

Capital stock	40,143			40,143
Additional paid-in capital	86,436			86,436
Retained earnings	603,158			603,158
Cumulative adjustments	(16,166)			(16,166)
Treasury stock, at cost	(190,487)			(190,487)
Net Assets		60,403	60,403	- -
Total capital	523,084	60,403		523,084
Total liabilities and capital	$1,427,612	$189,284		$1,307,197

See accompanying notes to unaudited pro forma condensed financial statements.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PRO FORMA CONDENSED STATEMENT OF INCOME
(In Thousands of Dollars, Except Per Share Amounts) (Unaudited)

	Pro Forma for the Year Ended December 31 1993			
	Harsco	Less: BMY-CS	Pro Forma Adjustments	Pro Forma Harsco with 40% UDLP
Net sales	$1,422,308	$ 347,958	$ -	$1,074,350

Operating expenses	1,295,148	283,904	4,416	1,015,660
Profit from operations	127,160	64,054	(4,416)	58,690
Equity in earnings of unconsolidated entities	2,415		84,000	86,415
Other income, net	7,576	12	-	7,564
Income before provision for income taxes and the cumulative effect of accounting change	137,151	64,066	79,584	152,669
Provision for income taxes	56,335	24,653	31,834	63,516
Income before cumulative effect of change in accounting method	80,816	39,413	47,750	89,153
Cumulative effect of change in accounting method	6,802	-	-	6,802
Net income	$ 87,618	$ 39,413	$ 47,750	$ 95,955
Average shares of common stock outstanding	25,036,893			25,036,893
Earnings per common share:				
Income before cumulative effect of accounting change	$ 3.23			3.56
Cumulative effect of change in method of accounting	.27			.27
Net income per common share	$ 3.50			$ 3.83

See accompanying notes to unaudited pro forma condensed financial statements.

Under the Agreements, Harsco is required to contribute a total net asset value of $29.6 million including $5.2 million of cash. Harsco also will retain financial responsibility for certain items which are not contributed to the joint venture and sufficient accounts receivable balances to meet the total net asset value of $29.6 million. These adjustments are to reflect the contribution of cash, the retention of accounts receivable, and the retention of certain liability accounts as provided for in the Agreements.

The assets and liabilities contributed by FMC and Harsco to the joint venture are recorded at their historical net book values and, consequently, no recognition is given to their fair market values at formation. In combining the assets and liabilities under this premise, Harsco's initial equity interest in UDLP has a net book value of $67 million, calculated at 40 percent of the combined net assets contributed by FMC and Harsco of $168 million. Therefore, Harsco's 40 percent equity interest in the joint venture exceeds the book value of the net assets contributed and acquisition costs incurred by approximately $34 million. However, no recognition is given to this amount in the Pro Forma Financial Statements.

$4.4 million of general and administrative expense allocated to BMY in 1993 by Harsco has been retained by Harsco in order to approximate the operating results of Harsco assuming the transaction had occurred on January 1, 1993.

The Agreements provide for sharing the income before income taxes of the venture generally on the basis of the partners' equity ownership interests, after giving effect to a limited partner preferred distribution. The Equity in Earnings of $84 million includes the limited partner preferred distribution and 40% of the remaining pro forma pre-tax earnings of UDLP. The pro forma earnings of the venture give effect to various income and expense adjustments in order to approximate the results of operations assuming the transaction had been effective on January 1, 1993.

The income tax expense results from the taxable pro forma adjustments to income at a combined Federal and State statutory tax rate of approximately 40%.

EXHIBIT 24

CONSENT OF KPMG PEAT MARWICK

We consent to the incorporation by reference in the following Registration Statements of Harsco Corporation and subsidiary companies of our report included herein dated January 24, 1994, relating to the balance sheets of the Defense Systems Group of FMC Corporation as of December 31, 1993 and 1992, and the related statements of income and cash flows for each of the years in the three-year period ended December 31, 1993:

- - Post Effective Amendment No. 6 to Form S-8 Registration Statement (Registration No. 2-57876), effective May 21, 1982.

- - Post Effective Amendment No. 2 to Form S-8 Registration Statement (Registration No. 33-5300), dated March 26, 1987.

- - Form S-8 Registration Statement (Registration No. 33-14064), dated May 6, 1987.

- - Amendment No. 2 to Form S-8 Registration Statement (Registration No. 33-24854), dated October 31, 1988.

Our report contains an explanatory paragraph regarding changes in the Company's method of accounting for postretirement benefits other than pensions.

KPMG PEAT MARWICK

Chicago, Illinois
April 11, 1994