

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) May 16, 2000

HARSCO CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	1-3970	23-1483991
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

Camp Hill, Pennsylvania	17001-8888
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (717) 763-7064

ITEM 5. Other Events

On May 16, 2000, Harsco Corporation announced that it agreed with UK-based John Mowlem & Company plc that Mowlem will, subject to obtaining its stockholders' approval, sell to a wholly owned subsidiary of Harsco, its entire holding in SGB Group plc, representing 50.96 percent of the outstanding shares. Harsco said it will launch a cash tender offer through its wholly owned subsidiary, Harsco Investment Limited, to acquire all of the shares of SGB. SGB is one of Europe's largest suppliers of scaffolding, forming and related access products and services. SGB also has operations in North America, the Middle East and the Asia Pacific region. For the year ended 31 December 1999, SGB recorded sales of (pound)283 million (approximately *\$417 million).

On May 20, 2000, Harsco Investment Limited issued its offer to the shareholders of SGB to purchase all of the issued and to be issued share capital for a cash price of (pound)2.50 (approximately *\$3.68) per share. The total transaction would value SGB at approximately (pound)188 million (approximately *\$277 million) for 100 percent of the outstanding shares, plus the assumption of certain SGB indebtedness, for a total consideration of (pound)222 million (approximately *\$327 million). Harsco has an agreement for bridge loan financing with The Chase Manhattan Bank for this transaction. Harsco plans to replace these borrowings with funds from a forthcoming debt issue.

Following Harsco's announcement of the offer, the SGB board of directors issued a statement which said that it considers the offer to be inadequate and that it is exploring other alternatives. It recommended that SGB shareholders take no action on the offer.

Harsco's offer is conditional upon acceptance by at least 90 percent of SGB's outstanding shares (or such lower percentage as Harsco may decide) as well as certain other conditions and regulatory clearances. The transaction is expected to close in the third quarter of 2000.

On May 23, 2000, Mowlem issued notice to its shareholders that Mowlem recommends approval of the transaction. The notice also announced that Mowlem will hold an extraordinary shareholders meeting on June 9, 2000 to vote on approval of the sale.

*Note: Pound sterling amounts are converted to U.S. dollars based upon the May 25, 2000 published foreign exchange rates. The U.S. dollar amounts presented vary from the May 16 press release due to a 2.2% decrease in the pound sterling foreign exchange conversion rate.

Forward Looking Statements

The nature of Harsco's and SGB's operations and the many countries in which they operate subject them to changing economic, competitive, regulatory, and technological conditions, risks, and uncertainties. In accordance with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, Harsco provides the following cautionary remarks regarding important factors which, among others, could cause future results to differ materially

from the forward-looking statements, expectations, and assumptions expressed or implied herein. These include statements about our management expectations for accretiveness of the acquisition, outcome of the offer, and management confidence and strategies for performance; for market segment and industry growth.

These factors include, but are not limited to: (1) changes in the worldwide business environment in which Harsco and SGB operate, including import, licensing, and trade restrictions, currency exchange rates, interest rates, and capital costs; (2) changes in governmental laws and regulations, including taxes; (3) market and competitive changes, including market demand and acceptance for new products, services, and technologies; (4) effects of unstable governments and business conditions in emerging economies; and (5) other risk factors listed from time to time in the Company's SEC reports. The Company does not intend to update this information and disclaims any legal liability to the contrary.

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Item 7(c) Exhibits

Exhibit Number		Document Pages
----- 99	Press release of Harsco dated May 16, 2000	----- 1-2

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: May 26, 2000

By: /s/ Paul C. Coppock

Paul C. Coppock
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Chief Administrative Officer,
General Counsel and Secretary

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FOR IMMEDIATE RELEASE

HARSCO MOVES TO ACQUIRE SGB GROUP PLC,
ONE OF EUROPE'S LEADING PROVIDERS OF
ACCESS PRODUCTS AND SERVICES

HARRISBURG, PA (May 16, 2000) . . . Harsco Corporation (NYSE: HSC) announced today that it has agreed with UK-based John Mowlem & Company plc that Mowlem will, subject to obtaining its stockholders' approval, sell to Harsco its entire holding in SGB Group plc, representing 51 percent of the outstanding shares. SGB is one of Europe's largest suppliers of scaffolding, forming and related access products and services. Harsco said it will launch a tender offer to acquire all of the issued shares of SGB.

The total transaction would value SGB at (pound)188 million (approximately \$283 million) for 100 percent of the outstanding shares, or (pound)2.50 (approximately \$3.76) per share, plus the assumption of certain SGB indebtedness, for a total consideration of (pound)222 million (approximately \$334 million). For the year ended 31 December 1999, SGB recorded sales of (pound)283 million (approximately \$426 million).

The proposed acquisition would be the largest in Harsco's history, and will significantly advance Harsco's strategic growth in its services-related businesses. Following the transaction, Harsco expects that services-related revenues will account for approximately 60 percent of the company's total revenues on a pro-forma basis.

Harsco plans to finance the acquisition through a bridge loan provided by The Chase Manhattan Bank. Harsco plans to replace these borrowings with funds from a forthcoming debt issue. Pending acceptance by at least 90 percent of SGB's outstanding shares as well as certain other conditions and regulatory approvals, the transaction is expected to close in the third quarter of 2000 and be immediately accretive to Harsco's earnings.

SGB is the UK market leader in construction scaffolding and forming equipment and services. The company operates from a 68-branch network in the UK and has offices in 125 locations in 20 countries worldwide, including Europe, North America, the Middle East, and the Asia Pacific region. SGB currently employs approximately 4,000 people.

Commenting on the announcement, Harsco Chairman and CEO Derek C. Hathaway said, "Having reached agreement with Mowlem, SGB's majority shareholder, we are hopeful that the Board of SGB will recommend what we consider to be a fair offer for the business, and one which we believe is in the interests of both shareholders and employees. A

combination of our existing Patent Construction Systems business, a North American market leader in access equipment and services, with SGB, represents an opportunity to bring together two of the world's foremost organizations in this industry, each of which holds a significant position in their respective geographical markets. The resulting entity would be capable of serving major customers on a global basis."

Harsco Corporation has scheduled a conference call for Tuesday, May 16 at 10:00 a.m. ET to discuss this new initiative and respond to questions from the investment community. Interested parties may call in to 888-243-1681 if dialing within North America, or 212-993-0201 from outside North America. The conference call will also be broadcast live through Harsco Corporation's web site, at www.harsco.com, and will subsequently be available for rebroadcast following the call. Additionally, the conference call will be recorded and available for rebroadcast by telephone from May 16 through May 23. Persons interested in listening to the rebroadcast by telephone should call 800-633-8284 or 858-812-6440 and enter reservation number 15248248.

Harsco Corporation is a \$1.7 billion multinational provider of services and products serving strategic worldwide markets from more than 300 locations in over 30 countries. Additional information about Harsco can be found at www.harsco.com, or by fax at 800-758-5804, extension 396725.

Harsco notes that forward-looking statements in this announcement involve risks and uncertainties. Actual results could differ materially from the expectations or assumptions expressed or implied herein. Factors which could affect actual results include changes in the worldwide business environment in which the Company operates; changes in governmental laws and regulations, including taxes; market and competitive changes, particularly in the steel producing, industrial gas, and infrastructure industries which the Company serves; and other factors listed from time to time in the Company's SEC reports. The Company does not intend to update this information and disclaims any legal liability to the contrary.

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