

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) June 16, 2000

HARSCO CORPORATION

(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation)	1-3970 ----- (Commission File Number)	23-1483991 ----- (I.R.S. Employer Identification Number)
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Camp Hill, Pennsylvania ----- (Address of principal executive offices)	17001-8888 ----- (Zip Code)
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Registrant's telephone number, including area code: (717) 763-7064

ITEM 2. Acquisition or Disposition of Assets

On May 16, 2000, Harsco Corporation (the Company) announced that it agreed with UK-based John Mowlem & Company plc that Mowlem would, subject to obtaining its stockholders' approval, sell to a wholly owned subsidiary of Harsco, its entire holding in SGB Group plc (SGB), representing 50.96 percent of the outstanding shares. The Company said it would 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 December 31, 1999, SGB recorded sales of (pound)283 million (approximately *\$426 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 *\$3.76) per share. The total transaction would value SGB at approximately (pound)188 million (approximately *\$283 million) for 100 percent of the outstanding shares, plus the assumption of certain SGB indebtedness, for a total consideration of (pound)222 million (approximately *\$334 million). The Company has arranged for a (pound)190 million syndicated bank credit facility to provide bridge loan financing for this transaction. This credit facility was initially underwritten by the Chase Manhattan Bank and subsequently sold to a group of 17 banks. Harsco plans to replace these borrowings with funds from a forthcoming debt issue.

On June 9, 2000, the Company announced that the shareholders of Mowlem had approved the acceptance of Harsco's offer for Mowlem's 50.96 percent holding in SGB. Harsco declared its offer for the remaining issued shares of SGB to be unconditional as to acceptances.

On June 16, 2000, the Company announced that it had received the last remaining approvals from British and Dutch regulatory authorities and declared its offer to acquire SGB wholly unconditional. With these developments, the Company obtained beneficial ownership of 56.41 percent of SGB's issued shares, which represents the acceptances received from SGB shareholders as of 12:00 p.m. on June 16, 2000. As of June 30, 2000 the Company has received acceptances for 94.61 percent of SGB's issued shares. Under British regulations that gives the Company the right to compulsorily acquire all remaining SGB shares outstanding which have yet to be tendered at the expiration of the requisite notice period, which is six weeks after notice of compulsory acquisition. The Company intends to exercise that right.

The Company will consolidate SGB's financial results from June 16, 2000, the date of acquisition. SGB will be included in the Harsco Infrastructure Segment.

*Note: Pound sterling amounts are converted to U.S. dollars based upon the June 27, 2000 published foreign exchange rates. The U.S. dollar amounts presented vary from the June 9 and June 16 press releases due to fluctuations 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 and 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.

ITEM 7. Financial Statements and Exhibits

(a) Financial Statements

In accordance with Item 7(a)(4) of Form 8-K, financial statements required by Item 7(a) shall be filed by amendment to this Form 8-K no later than August 29, 2000.

(b) Pro-Forma Financial Information

In accordance with Item 7(b) of Form 8-K, the required pro-forma financial statements shall be filed by amendment to this Form 8-K no later than August 29, 2000.

(c) Exhibits

Exhibit Number		Document Pages
99-1	Press release of Harsco dated May 16, 2000	1-2
99-2	Press release of Harsco dated June 9, 2000	1-2
99-3	Press release of Harsco dated June 16, 2000	1
99-4	Press release of Harsco dated June 30, 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: June 30, 2000

By: /s/ Salvatore D. Fazzolari

Salvatore D. Fazzolari
Senior Vice President,
Chief Financial Officer and Treasurer

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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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FOR IMMEDIATE RELEASE

HARSCO OBTAINS MOWLEM SHAREHOLDER APPROVAL TO SGB GROUP
ACQUISITION OFFER; HARSCO DECLARES OFFER UNCONDITIONAL AS TO
ACCEPTANCES

HARRISBURG, PA (June 9, 2000) . . . Harsco Corporation (NYSE: HSC) announced today that the shareholders of UK-based John Mowlem & Company PLC have approved the acceptance of Harsco's offer for Mowlem's 50.96 percent holding in SGB Group, one of Europe's largest suppliers of scaffolding, forming and related access products and services. Harsco said it is now declaring its offer for the remaining issued shares of SGB to be unconditional as to acceptances.

Harsco Chairman and CEO Derek C. Hathaway said, "We are pleased by this result, and hope that the remaining SGB shareholders will also accept our offer shortly. We look forward to working with the SGB team to build a mutually successful future."

Harsco is offering 250 pence (approximately \$3.77) in cash per SGB share. Harsco said that regulatory approvals for the acquisition have been obtained in the US and Germany, and that approvals from British and Dutch authorities are expected to be obtained shortly. Harsco expects to make its offer wholly unconditional after these approvals are obtained.

The proposed acquisition, the largest in Harsco's history, 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.

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FOR IMMEDIATE RELEASE
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HARSCO ACQUIRES CONTROLLING INTEREST IN SGB GROUP AFTER RECEIVING FINAL
REGULATORY APPROVALS

HARRISBURG, PA (June 16, 2000) . . . Harsco Corporation (NYSE: HSC) announced today that it has received the last remaining approvals from British and Dutch regulatory authorities and is now declaring its offer to acquire SGB Group Plc wholly unconditional.

With these developments, Harsco takes ownership of 56.41 percent of SGB's issued shares, which represents the acceptances received from SGB shareholders as of 12:00 p.m. on June 16, 2000. Harsco expects to acquire all of SGB's shares and has asked the remaining SGB shareholders to return their acceptances as soon as possible. Harsco is offering 250 pence (approximately \$3.77) per SGB share, for a total consideration, including the assumption of certain SGB indebtedness, of (pound)222 million (approximately \$334 million).

Harsco will begin consolidating SGB's revenues and earnings into the Company's financial results effective immediately. The acquisition is expected to be immediately accretive to Harsco's earnings.

SGB is one of Europe's largest suppliers of scaffolding, forming and related access products and services. For the year ended 31 December 1999, SGB recorded sales of (pound)283 million (approximately \$426 million).

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FOR IMMEDIATE RELEASE

HARSCO EXCEEDS 90 PERCENT ACCEPTANCE
IN SGB GROUP ACQUISITION

HARRISBURG, PA (June 30, 2000) . . . Harsco Corporation (NYSE: HSC) said today that, pursuant to its offer to acquire SGB Group, Plc, the Company has now received valid acceptances representing more than 90 percent of SGB's issued shares, and will proceed with its plan to compulsorily acquire the remaining shares.

SGB is one of Europe's largest suppliers of scaffolding, forming and related access products and services. For the year ended 31 December 1999, SGB recorded sales of (pound)283 million (approximately \$426 million). Harsco's offer of 250 pence (approximately \$3.77) per SGB share represents a total consideration, including the assumption of certain SGB indebtedness, of (pound)222 million (approximately \$334 million).

The SGB acquisition is expected to be immediately accretive to Harsco's earnings. Harsco plans to provide updated earnings guidance in conjunction with its announcement of 2nd quarter results, which are scheduled to be released on July 19th. The Company has scheduled a conference call beginning at 2:00 p.m. ET on July 19th to discuss its results and respond to questions from the investment community. The conference call will be broadcast live through the Harsco Corporation web site, at www.harsco.com, and through www.streetfusion.com, www.vcall.com, and www.streetevents.com. The call will also be available by telephone by dialing 800-633-8746, or 212-346-0302 from outside the United States.

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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 and 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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