# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K	

#### **CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

**January 31, 2005** (Date of earliest event reported)

## **Harsco Corporation**

(Exact name of registrant as specified in its charter)

**DE** (State or other jurisdiction of incorporation)

1-3970 (Commission File Number)

23-1483991 (IRS Employer Identification No.)

**P.O. Box 8888 Camp Hill PA, 17011** (Address of principal executive offices)

**17001-8888** (Zip Code)

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

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [ ] Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12)
- [ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### **Item 2.02 Results of Operations and Financial Condition**

On January 31, 2005, Harsco Corporation issued a press release announcing its earnings for the fourth quarter and full year of 2004. A copy of the press release is attached hereto and incorporated by reference herein as Exhibit 99.1.

This information is being furnished in this report and shall not be considered "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

#### Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Press release dated January 31, 2005

#### **Exhibit Index**

99.1 Press release dated January 31, 2005

undersigned hereunto duly authorized.	
	Harsco Corporation
	(Registrant)
January 31, 2005	/s/ SALVATORE D. FAZZOLARI
(Date)	Salvatore D. Fazzolari

Senior Vice President, Chief Financial Officer & Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the

### Harsco Reports Record Fourth Quarter and Full Year 2004 Results From Continuing Operations

- -- Fourth quarter diluted EPS from continuing operations up 35% to a record \$0.84
- -- Fourth quarter sales up 26% to a record \$711 million
- -- Full-year diluted EPS from continuing operations up 29% to a record \$2.73
- -- Full-year sales reach a record \$2.5 billion, up 18%
- -- Company posts record full year cash flow from operations of \$270 million
- -- Debt-to-Capital ratio reduced to 40.6% from 44.1%
- -- Company refines 2005 guidance for diluted EPS from continuing operations to \$3.05 to \$3.15 from previous \$3.00 to \$3.10

HARRISBURG, Pa., Jan. 31, 2005 (PRIMEZONE) -- Worldwide industrial services and products company Harsco Corporation (NYSE:HSC) today reported record fourth quarter and full-year 2004 results from continuing operations.

Fourth quarter 2004 diluted EPS from continuing operations was a record \$0.84, up 35 percent from \$0.62 in the fourth quarter of 2003. Fourth quarter income from continuing operations was a record \$35.0 million, compared with \$25.7 million last year, an increase of 36 percent. Fourth quarter sales totaled \$711 million, also a record, and up 26 percent from sales of \$564 million in the same period last year. Positive foreign currency translation contributed \$25 million to 2004's fourth quarter sales and \$1.6 million to pre-tax income.

For the full year 2004, income from continuing operations was \$113.5 million, or \$2.73 diluted earnings per share, both records, compared with income from continuing operations of \$87.0 million, or \$2.12 per share in 2003, an increase in income and diluted EPS of 31 percent and 29 percent, respectively. Sales for the full year 2004 reached a record \$2.5 billion, an increase of 18 percent from last year's sales of \$2.1 billion. Positive foreign currency translation contributed approximately \$109 million to sales in 2004 and \$5.4 million to pre-tax income.

Income from discontinued operations in 2004 was \$7.7 million after-tax, or \$0.18 per diluted share, principally reflecting the previously reported favorable settlement of the Federal Excise Tax (FET) dispute, from which the Company received a cash payment refund of approximately \$12.5 million in the fourth quarter of 2004. Income from discontinued operations in 2003 was \$5.2 million, or \$0.13 per diluted share, principally from the Company's reassessment of its litigation reserve in the FET matter, as previously reported. Including discontinued operations, full year 2004 net income was \$121 million or \$2.91 per diluted share, compared with net income of \$92.2 million or \$2.25 per diluted share in 2003.

Commenting on the Company's results, Harsco Chairman, President and Chief Executive Officer Derek C. Hathaway said, "Our strong fourth quarter performance completed a year in which record operating results in sales, income, EPS and cash flows were achieved, reflecting the successful execution of our strategies for growing our Mill Services business, and improved operating results from other business units, particularly the positive contribution of our international Access Services business and the significant turnaround of our industrial grating business. We enter 2005 having established a clear platform for Harsco's continued growth, armed with a strong balance sheet, growing cash flows and broad-based market opportunities.

"Much of this growth will come from our own internal investments, augmented by targeted acquisitions, and funded by our historically strong operating cash flows. Harsco's growth and investment will be accomplished under our formal Economic Value Added (EVA(r)) discipline, which we successfully implemented three years ago. The EVA culture is pervasive throughout Harsco, creating a direct link to shareholder value by incorporating return and profit measures into a single metric and ensuring accountability for stockholder capital. This is evidenced not only by our record 2004 operating results but also by our significant EVA increases in each of the past two years."

Fourth Quarter Business Review

#### Mill Services

Sales in the fourth quarter increased by more than 20 percent to \$274 million from \$227 million in last year's fourth quarter. Organic growth was responsible for \$33 million of the increase, or approximately 14 percent, while positive foreign currency translation contributed \$14 million, or approximately 6 percent. Operating income for the quarter rose 33 percent to \$30.4 million, up from \$22.8 million in the same period last year. Positive foreign currency translation increased operating income by approximately \$1.5 million. Operating margins improved by 110 basis points to 11.1 percent from 10.0 percent in the fourth quarter last year. Performance benefited from a combination of higher steel production at mills serviced, new contract signings, and the Company's six-sigma efficiency improvements and other ongoing cost reduction initiatives.

Entering 2005, the Company reaffirms its positive outlook for the Mill Services segment. Contract backlogs remain strong and additional new contract signings should add to this strength. The Company will continue to focus on growing this business and intends to dedicate a significant portion of its cash flows towards this strategic objective. Through its six-sigma and EVA initiatives, the Company also expects further incremental margin improvement in 2005 and beyond.

#### **Access Services**

Fourth quarter sales increased 19 percent to \$189 million from \$159 million last year. Organic sales growth contributed \$20 million, or approximately 13 percent, and positive foreign currency translation increased sales by nearly \$10 million, or approximately 6 percent. Operating income increased 21 percent to \$13.3 million, from \$11.0 million in the fourth quarter of 2003. Positive foreign currency translation contributed approximately \$0.5 million to operating income in the quarter. Operating margins increased by 10 basis points to 7.0 percent from 6.9 percent in last year's fourth quarter.

The quarter's improved operating performance in this segment continued to be led by growth from international operations, with overall performance ahead of last year's fourth quarter in the Middle East, the United Kingdom, Eastern Europe, and Canada.

The outlook for the Access Services segment in 2005 continues to improve, with increased non-residential spending and industrial maintenance activity expected in the Company's major markets, continued development of newer markets in Eastern Europe and Australia, and further market penetration from new products.

#### Engineered Products and Services ("All Other")

Sales in the fourth quarter increased 60 percent to \$154 million from \$96 million last year. Operating income increased to \$14.0 million, up 19 percent from \$11.8 million in the fourth quarter of last year. Positive foreign currency translation in the quarter increased sales by approximately \$0.7 million, and operating income by \$0.2 million. Operating margins decreased to 9.1 percent from 12.3 percent in the prior year's fourth quarter, as increased commodity costs, particularly steel, led to higher cost of sales compared with last year.

The quarter's improved results were led by higher sales, income and margins from Harsco Track Technologies. As expected, HTT delivered a significant number of units in the quarter, principally to international customers. Also reporting improved sales, income and margins in the quarter was the Company's Reed Minerals business. Margins for IKG declined due to higher commodity costs. While the two other businesses in this group, Patterson-Kelley and Air-X-Changers, reported higher sales in the quarter, income was down for each as higher costs resulted in lower margins.

The outlook for the Engineered Products and Services group in 2005 remains positive. Improved results should again be led by the Harsco Track Technologies unit as it further penetrates its domestic and international markets with additional equipment sales and contract services. The moderating commodity costs expected in 2005 compared with 2004 should positively affect margins for this group.

#### Gas Technologies

Sales in the fourth quarter were up 15 percent to \$94 million from \$82 million last year. Operating income of \$3.6 million was down 23 percent from last year's \$4.7 million. Operating margins declined from 5.7 percent in the fourth quarter of 2003 to 3.8 percent in this year's fourth quarter. The effect of foreign currency translation was not material. As expected, income and margins were negatively impacted in the quarter by higher commodity costs, particularly steel, compared with last year's fourth quarter.

Looking ahead to 2005, the outlook for the Gas Technologies segment is positive. Product backlogs continue to improve, commodity costs are expected to moderate, international operations continue to perform well, and future benefits are expected from new product introductions. Measurable improvements in sales, income and margins are expected in 2005, particularly after the first quarter. Results for the first quarter are expected to be down in comparison with the first quarter of 2004, when results were favorably affected by accelerated purchasing of propane tanks by customers, in advance of anticipated price increases resulting from higher steel costs.

## Liquidity, Capital Resources and Other Matters

Net cash provided by operating activities for the full year 2004 was a record \$270 million, compared with \$263 million in 2003. Cash used by investing activities was \$210 million, compared with \$145 million in the prior year, primarily due to increased capital expenditures for organic growth.

On a cash flow basis, debt was reduced by approximately \$22 million in 2004, but due to the strengthening of major currencies against the U.S. dollar, particularly the British pound sterling and the euro, the translated balance sheet reflects a \$12 million increase in debt, to \$626 million. The Company's debt-to-capital ratio declined by 350 basis points to 40.6 percent in 2004, a continued improvement from the 44.1 percent at the end of 2003 and 49.8 percent at the end of 2002.

The effective income tax rate from continuing operations for the fourth quarter and full year 2004 was 26.4 percent and 28.6 percent, respectively, compared with 30.9 percent and 30.7 percent in the corresponding periods last year. The decrease in the 2004 fourth quarter tax rate is due primarily to a one-time benefit of approximately \$1.5 million, or \$.04 per diluted share, resulting from The American Job Creation Act of 2004, signed by President Bush in October 2004. The Act includes foreign tax credit relief for certain dividends paid by joint venture entities. The Company estimates that its effective tax rate from continuing operations in 2005 will be approximately 31 percent.

The success of the Company-wide EVA financial and operational initiative was clearly evident during 2004 with the achievement of a substantial improvement in EVA, including improvements from six of the Company's nine operating units over the prior year. Further improvements in EVA are expected in 2005 and beyond.

#### Outlook

Underpinned by its global industrial services businesses, the Company expects continued growth into 2005 and beyond. The overall outlook for each of the Company's business units is encouraging. Supported by strong levels of cash flow, the Company expects to make further growth investments in new long-term, high renewal-rate services contracts for the Mill Services business and for growth in the Access Services and Track Technologies rail services businesses. The Company will also continue to give consideration to sensible bolt-on acquisitions to further enhance its industrial services growth and increase EVA.

Based on foreign currency exchange rates as of mid-January 2005, the Company is refining its 2005 guidance for diluted EPS from continuing operations to \$3.05 - \$3.15 from the previous guidance given in early December of \$3.00 - \$3.10 per diluted share. This reflects an increase of 12-15 percent over 2004's diluted EPS from continuing operations of \$2.73. Any further significant weakening or strengthening of the U.S. dollar against the foreign currencies of the countries in which the Company does business could have a further effect on 2005 results.

With regard to the first quarter of 2005, the Company expects its earnings from continuing operations to be in the range of \$0.45 - \$0.49 per diluted share, an increase of approximately 10-20 percent compared with \$0.41 per diluted share in the first quarter of last year. The first quarter is historically the slowest quarter of the year for the Company due to seasonal factors and the impact that severe weather can have on a number of its operations.

#### Forward-Looking Statements

The nature of the Company's business and the many countries in which it operates subject it 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, the Company 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. Forward-looking statements include information about management's confidence and strategies for performance; expectations for new and existing products, technologies, and opportunities; and expectations regarding growth, sales, cash flows, earnings, and EVA. These statements are identified by the use of such terms as "may," "could," "expect," "anticipate," "intend," "believe," or other comparable terms.

Risk factors and uncertainties which could affect results include, but are not limited to: (1) changes in the worldwide business environment in which the Company operates, including general economic conditions; (2) changes in currency exchange rates, interest rates, and capital costs; (3) changes in the performance of stock and bond markets, particularly in the United States and United Kingdom; (4) changes in governmental laws and regulations, including taxes and import tariffs; (5) market and competitive changes, including pricing pressures, market demand, and acceptance for new products, services, and technologies; (6) unforeseen business disruptions in one or more of the over 40 countries in which the Company operates due to political instability, civil disobedience, armed hostilities or other calamities; and (7) other risk factors listed from time to time in the Company's SEC reports. The Company cautions that these factors may not be exhaustive and that many of these factors are beyond the Company's abi lity to control or predict. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. The Company undertakes no duty to update forward-looking statements.

#### Conference Call

As previously announced, the Company will hold a conference call today at 2:00 p.m. Eastern Time (ET) to discuss its results and respond to questions from the investment community. The conference call will be broadcast live through the Harsco Corporation website at www.harsco.com. The call can also be accessed by telephone by dialing (800) 611-4920, or (706) 634-5923 from outside the United States and Canada. Listeners are advised to dial in at least five minutes prior to the call. Replays will be available via the Harsco website, or by telephone beginning approximately 5:00 pm ET today. The telephone replay dial-in number is (800) 642-1687, or (706) 645-9291 from outside the United States and Canada. Enter Conference ID number 2750845.

#### About Harsco

Harsco Corporation is a diversified, worldwide industrial services and engineered products company. Harsco's market-leading businesses provide mill services, access services, gas containment and control technologies, and engineered products and services to customers worldwide. The company employs 18,000 people in more than 40 countries of operation. Additional information about Harsco can be found at www.harsco.com.

The Harsco Corporation logo is available at: http://media.primezone.com/prs/single/?pkgid=361

Harsco Corporation
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

Three Months Ended
December 31

(In thousands,
except per share
amounts)

December 31

December 31

December 31

December 31

December 31

Revenues from continuing operations:

Service				
sales	\$ 477,596	\$ 395,269	\$ 1,764,159	\$ 1,493,942
Product sales	233,325	168,700	737,900	624,574
Total revenues				
Costs and expenses				
from continuing				
operations:				
Cost of services				
sold	356,236	292,656	1,313,075	1,104,873
Cost of	,	,	,, -	, - ,
products	100 505	100.010		400 500
sold Selling,	192,537	132,216	603,309	499,500
general				
and				
administrative				
expenses	100,332	86,464	368,385	329,983
Research and development				
expenses	608	946	2,579	3,313
0ther				
expenses	382	2,447	4,862	6,955
Total costs				
Total costs and expenses	650.095	514.729	2,292,210	1.944.624
and expenses			_,,	_, ,
0				
Operating income				
from continuing operations	60.826	49 240	209,849	173.892
oper actions	00,020	10/210	200,010	1.0,002
Equity in income/				
(loss) of				
unconsolidated entities, net	(91)	50	128	221
Interest income	663	644	2,319	2,202
Interest expense	(10,645)	(9,716)	(41,057)	(40,513)
Income from continu	uina			
operations before	итпу			
income taxes				
and minority		40.040	474 000	405 000
interest	50,763	40,218	171,239	135,902
Income tax				
expense	(13,418)	(12,442)	(49,034)	(41,708)
		'	'	
Income from accets	uina			
Income from continuous operations before	итид			
minority				
interest	37,345	27,776	122,205	94,194
MITHOLICA				
interest in net income	(2 216)	(2 076)	(8 665)	(7 10E)
net income	(2,316)	(2,070)	(8,005)	
Income from				
continuing	25 620	25 700	110 540	06 000
operations	ან, UZ9 	۷5, / الاط 	113,540	00,999
Discontinued				
operations:				
Loss from operations of				
discontinued				
business	(183)	(252)	(801)	(668)
Gain/(loss) on	` ,	` '	. ,	` ,
disposal of				
discontinued business	23	121	(102)	765
Income related	23	131	(102)	703
to discontinued				
defense				

business Income tax		96			1	.2,849		8,030
(expense) /benefit		23		44	(	4,275)		(2,909)
Income (loss) from								
discontinued operations		(41)		(77)		7,671		5,218
Net Income								
Average shares of common stock outstanding		41,331	4	40,848	4	1, 129		40,690
Basic earnings per o share:	omm	on						
Continuing operations Discontinued operations		0.85	•			0.19		0.13
Basic earnings per common share	\$	0.85	\$	0.63				
Diluted average shares of common stock outstanding		<b>41</b> ,814			4	1,598		40,973
Diluted earnings per common share: Continuing operations Discontinued operations		0.84	\$	0.62	\$		\$	2.12 0.13
Diluted earnings per common share	\$	0.84		0.62		2.91		
Harsco Corporation CONSOLIDATED BALANCE	: SH	EETS (Una	udit	ed)				
(In thousands)				20	oer 31 904	-		03(a)
ASSETS Current assets: Cash and cash equi Accounts receivabl Inventories Other current asse	val e,	ents net		\$ 94 555 217 58	1,093 5,191 7,026 3,614		\$ 8 44 19 4	0,210 6,875 0,221 7,045
Total current asset	S			924	1,924			4,351
Property, plant and equipment, net Goodwill, net Other assets Assets held for sale	<b>:</b>			932 433 98	2,298 3,125 3,477 932		40 9	5,443 7,846 7,483 2,912
Total assets				\$ 2,389	756	\$	2,13	8,035
LIABILITIES Current liabilities: Short-term borrowi Current maturities long-term debt Accounts payable Accrued compensati Income taxes	ngs of			1 <sup>2</sup> 220 63	6,145 4,917 9,322 3,776 9,227		18 18 4	4,854 4,252 8,430 6,034 5,116

Dividends payable Other current liabilities	12,429 210,581	11,238 175,151
Total current liabilities	578,397	495,075
Long-term debt Deferred income taxes Insurance liabilities Retirement plan liabilities Other liabilities Liabilities associated with assets held for sale	594,747 95,702 53,960 97,586 54,483	584,425 66,855 47,897 115,190 50,707
Total liabilities	1,475,566	1,361,047
SHAREHOLDERS' EQUITY Common stock Additional paid-in capital Accumulated other comprehensive expense Retained earnings Treasury stock Total shareholders'	84,889 139,532 (127,491) 1,420,637 (603,377)	1,345,787
equity	914,190	776,988
Total liabilities and shareholders' equity	\$ 2,389,756	\$ 2,138,035 ============

(a) As permitted by the Financial Accounting Standards Board (FASB) Statement No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," 2003 information has been reclassified for comparative purposes.

Harsco Corporation
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(In thousands)	Three Mor Decem 2004	-		Twelve Mc Decemb 2004	_	
Cash flows from operatir activities: Net income	ig 34,988	\$	25,623	\$ 121, 211	\$	92,217
Adjustments to reconcil net income to net cash provided (used) by operating activities:						
Depreciation	48,466		43,728	181,914		167,161
Amortization Equity in income	598		512	2,457		1,774
of unconsolidated						
entities, net	81		(50)	(128)		(321)
Dividends or distributions						
from						
unconsolidated						
entities	44		48	589		1,383
Other, net	3,043		1,230	(2,781)		(2,678)
Changes in assets and liabilities, net of acquisitions and dispositions of businesses:	,		,	· · · · ·		,
Accounts receivable	(14,388)		32,426	(81,403)		(21, 211)
Inventories	31,801		1,073	(22, 278)		(2,078)
Accounts payable	5,600		11,755	22,310		5,834
Net receipts (disbursen related to discontinue defense	ed					
business	12,500		(289)	12,280		(1,328)
Other assets and liabilities	(18,094)		(7,682)	36,294		22,035

Net cash provided				
by operating activities	104,639	108,374	270,465	262,788
Cash flows from invest activities: Purchases of	ting			
property, plant and equipment Purchase of	(50,351)	(46,997)	(204,235)	(143,824)
businesses, net of cash acquired Proceeds from	(7,099)	(188)	(12,264)	(23,718)
sales of assets Other investing	3,333	8,576	6,897	22,794
activities		(43)		(43)
Net cash used by investing				
activities	(54,117)	(38,652)	(209,602)	(144,791)
Cook flows from financia				
Cash flows from finance activities:	cing			
Short-term borrowings,	(7.474)	(5.005)	(5,000)	(20, 040)
net Current	(7,474)	(5,935)	(5,863)	(20,013)
maturities and long-term				
debt: Additions			198,032	
Reductions Cash dividends	(93,142)	(115,737)	(214,551)	(389,599)
paid on common stock	(11,339)	(10,718)	(45,170)	(42,688)
Common stock issued-options	6,305	1,273	16,656	8,758
Other financing activities	(836)	(1,165)	(5,616)	(5,325)
Net cash used by financing				
activities	(61,283)	(73,795)	(56,512) 	(125,501)
Effect of exchange rate changes on				
cash	11,395	7,718	9,532	17,582
Net increase in cash and cash				
equivalents	634	3,645	13,883	10,078
Cash and cash equivalents at				
beginning of period		76,565	80,210	70,132
Cash and cash equivalents at				
end of period				
Harsco Corporation REVIEW OF OPERATIONS I (In thousands)	BY SEGMENT (U	naudited)		
	Three Month December 3	s Ended 1, 2004	Three Mont December 3	
		perating Income		Operating Income
			Sales(a)	

\$ 30,434

13,297

\$226,913

158,992

\$ 22,800

11,027

\$273,964

189,218

Mill Services Segment

Access Services

Segment

Gas Technologies Segment (c)	94,122	3,594	81,841	4,663
Engineered Products and Services ("all other")				
Category (c)	153,617	14,021	96,223	11,792
General Corporate		(520)		(1,042)
Consolidated Totals		\$ 60,826	\$563,969	\$ 49,240
		ths Ended 31, 2004	Twelve Mon December	
	December 3		December	31, 2003  Operating Income
Mill Services Segment	December 3 Sales(a)	31, 2004 Operating Income	December Sales(a)	31, 2003  Operating  Income  (loss)(b)
	December 3 Sales(a)	31, 2004 Operating Income (loss)(b) \$ 105,490	December Sales(a)	31, 2003  Operating  Income  (loss)(b)

(a) Sales from continuing operations.

(b) Operating income (loss) from continuing operations.

(c) Segment information for prior periods has been reclassified to conform with the current presentation. Due to management changes, effective January 1, 2004, the air-cooled heat exchangers business, which was previously classified in the Gas Technologies Segment, is classified in the Engineered Products & Services ("all other") category.

Consolidated Totals \$2,502,059 \$ 209,849 \$2,118,516 \$ 173,892

459,073 47,029 377,961 36,474

-- (1,527) --

CONTACT: Harsco Corporation

Media:

Engineered Products
and Services
("all other")

General Corporate

Category (c)

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