

HERSHEY CO  
Form 8-K  
November 10, 2011

**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**

**November 8, 2011**

**Date of Report (date of earliest event reported):**

**THE HERSHEY COMPANY**

**(Exact name of registrant as specified in its charter)**

**Delaware**

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

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**1-183**  
**(Commission File Number)**

**23-0691590**  
**(IRS Employer Identification No.)**

**100 Crystal A Drive**

**Hershey, Pennsylvania**  
**(Address of principal executive offices)**

**17033**  
**(Zip Code)**

**Registrant's telephone number, including area code:**

**(717) 534-4200**

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 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 1.01 Entry into a Material Definitive Agreement**

On November 8, 2011, The Hershey Company (the Registrant) entered into a Pricing Agreement (the Pricing Agreement) with Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters listed in Schedule I to the Pricing Agreement (the Underwriters), pursuant to which the Registrant has agreed to sell to the Underwriters, and the Underwriters have agreed to purchase from the Registrant, \$250,000,000 aggregate principal amount of 1.500% Notes due November 1, 2016 (the Notes). The Pricing Agreement incorporates by reference the terms and conditions of the Underwriting Agreement, dated November 8, 2011 (the Underwriting Agreement), between the Registrant and, as to the issuance and sale of the Notes, the Underwriters. The Registrant is offering and selling the Notes under the Registrant's Registration Statement on Form S-3 (File No. 333-159246), which Registration Statement relates to the offer and sale on a delayed basis from time to time of an indeterminate amount of the Registrant's debt securities. The Registrant intends to use the net proceeds of the offering for general corporate purposes.

The foregoing descriptions of the Pricing Agreement and the Underwriting Agreement are qualified by reference to the respective agreements, copies of which are attached hereto as Exhibit 1.1 and 1.2, respectively, and incorporated by reference herein. Further information concerning the Notes and related matters is set forth in the Registrant's Prospectus Supplement dated November 8, 2011, which was filed with the Securities and Exchange Commission on November 9, 2011.

In the ordinary course of their respective businesses, the Underwriters and their affiliates have engaged, and may in the future engage, in commercial banking and/or investment banking transactions with the Registrant and its affiliates for which they have in the past received, and may in the future receive, customary fees. Affiliates of certain of the Underwriters are lenders under the Registrant's existing credit agreement.

**Item 8.01 Other Events.**

*Offering of Notes*

On November 8, 2011, the Registrant issued a press release announcing the offering of Notes due 2016 in a public offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by this reference.

*Pricing of Notes Due 2016*

On November 8, 2011, the Registrant issued a press release announcing the pricing of the Notes due 2016 in a public offering. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by this reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 1.1 Pricing Agreement, dated November 8, 2011, between the Registrant and the Underwriters
- 1.2 Underwriting Agreement, dated November 8, 2011, between the Registrant and, as to the issuance and sale of the Notes, the Underwriters
- 99.1 Press Release dated November 8, 2011 announcing a notes offering
- 99.2 Press Release dated November 8, 2011 announcing the pricing of notes due 2016

**SIGNATURES**

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 hereunto duly authorized.

Date: November 10, 2011

**THE HERSHEY COMPANY**

(Registrant)

By: /s/ Burton H. Snyder  
Burton H. Snyder  
Senior Vice President, General  
Counsel and Secretary

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EXHIBIT INDEX

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