

HERSHEY CO  
Form 8-K  
May 15, 2013

**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

May 14, 2013

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

**17033**  
(Zip Code)

executive offices)

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

**(717) 534-4200**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

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 May 14, 2013, The Hershey Company (the Registrant) entered into a Pricing Agreement (the Pricing Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS 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 2.625% Notes due May 1, 2023 (the Notes). The Pricing Agreement incorporates by reference the terms and conditions of the Underwriting Agreement, dated May 14, 2013 (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. 333-181542), 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 May 14, 2013, which was filed with the Securities and Exchange Commission on May 15, 2013.

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 May 14, 2013, the Registrant issued a press release announcing the offering of Notes due 2023 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 2023*

On May 14, 2013, the Registrant issued a press release announcing the pricing of the Notes due 2023 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 May 14, 2013, between the Registrant and the Underwriters
  - 1.2 Underwriting Agreement, dated May 14, 2013, between the Registrant and, as to the issuance and sale of the Notes, the Underwriters
- 99.1 Press Release dated May 14, 2013 announcing a notes offering
- 99.2 Press Release dated May 14, 2013 announcing the pricing of notes due 2023

**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: May 15, 2013

**THE HERSHEY COMPANY**

(Registrant)

By: /s/ Leslie M. Turner  
Leslie M. Turner

Senior Vice President, General

Counsel and Secretary

EXHIBIT INDEX

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