

HERSHEY CO  
Form 8-K  
May 17, 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 17, 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 executive offices)

**17033**  
(Zip Code)

**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 17, 2013, The Hershey Company (the Registrant ) closed its previously announced public offering of \$250,000,000 aggregate principal amount of 2.625% Notes due 2023 (the Notes ). The Notes were issued under an indenture with U.S. Bank National Association, as trustee, dated as of May 14, 2009. The form of Note is attached hereto as Exhibit 4.1 and is incorporated by reference herein. In connection with the offering, the legal opinion as to the validity of the Notes is attached hereto as Exhibit 5.1 and is incorporated by reference herein.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information set forth under Item 1.01 is incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

4.1 Form of Global Note representing the Registrant's 2.625% Notes due May 1, 2023

5.1 Opinion of Simpson Thacher & Bartlett LLP

23.1 Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1)

-3-

**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 17, 2013

**THE HERSHEY COMPANY**  
(Registrant)

By: /s/ Leslie M. Turner  
Leslie M. Turner  
Senior Vice President, General  
Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Exhibit
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