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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section  13(a) of the Exchange Act.

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Item 1.01. Entry into a Material Definitive Agreement

On May 3, 2018, The Hershey Company (the “Registrant”) entered into a Pricing Agreement (the “Pricing Agreement”) with Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBC Capital Markets, 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, \$350,000,000 aggregate principal amount of 2.900% Notes due May 15, 2020 (the “2020 Notes”), \$350,000,000 aggregate principal amount of 3.100% Notes due May 15, 2021 (the “2021 Notes”) and \$500,000,000 aggregate principal amount of 3.375% Notes due May 15, 2023 (together with the 2020 Notes and the 2021 Notes, the “Notes”). The Pricing Agreement incorporates by reference the terms and conditions of the Underwriting Agreement, dated May 3, 2018 (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. 333-205269), 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 to repay a portion of the commercial paper it issued to fund the acquisition of Amplify Snack Brands, Inc. and pay related fees and expenses, and 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 3, 2018, which was filed with the Securities and Exchange Commission on May 4, 2018.

In the ordinary course of their respective businesses, the Underwriters and their affiliates may 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 agreements.

Item 8.01. Other Events.

On May 3, 2018, the Registrant issued a press release announcing the offering of the Notes in a public offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by this reference.

On May 3, 2018, the Registrant issued a press release announcing the pricing of the Notes 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.

Exhibit Number	Description
<u>1.1</u>	<u>Pricing Agreement, dated May 3, 2018, between the Registrant and the Underwriters</u>
<u>1.2</u>	<u>Underwriting Agreement, dated May 3, 2018, between the Registrant and, as to the issuance and sale of the Notes, the Underwriters</u>
<u>99.1</u>	<u>Press Release dated May 3, 2018 announcing a notes offering</u>
<u>99.2</u>	<u>Press Release dated May 3, 2018 announcing the pricing of notes due 2020, notes due 2021 and notes due 2023</u>



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 hereunto duly authorized.

THE HERSHEY COMPANY

Date: May 4, 2018 By: /s/ Patricia A. Little  
Patricia A. Little  
Senior Vice President, Chief Financial Officer

EXHIBIT INDEX

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