

Edgar Filing: HERCULES INC - Form SC TO-C

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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Item 11. ADDITIONAL INFORMATION

On July 25, 2003, Mr. Samuel J. Heyman ("Mr. Heyman"), on behalf of The Hercules Shareholders' Committee for New Management (the "Committee"), announced that the Committee had withdrawn its nominees for election to the Board of Directors of Hercules Incorporated ("Hercules") and was terminating its solicitation of proxies. Mr. Heyman announced at the same time that Mr. Heyman, Ms. Schaffer, Mr. Troubh and Mr. Kumar, were resigning from the Hercules Board of Directors, effective immediately.

In light of the foregoing, International Specialty Products Inc. will not proceed with its previously announced plan to commence a tender offer to purchase five million shares of Hercules common stock, stated value \$25/48 per share ("Common Stock"), at \$12 per share and purchase five million additional shares of Common Stock in the open market thereafter, which plan had been conditioned upon all four of the Committee's nominees being elected.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 28, 2003

INTERNATIONAL SPECIALTY PRODUCTS INC.

By: /s/ Richard A. Weinberg

Richard A. Weinberg
Executive Vice President, General
Counsel and Secretary

