

HERSHEY CO
Form 8-K
February 22, 2017

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

February 21, 2017

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)

1-183 23-0691590
(Commission File Number) (IRS Employer Identification No.)

100 Crystal A Drive, Hershey, Pennsylvania 17033
(Address of Principal Executive Offices) (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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 21, 2017, the Board of Directors (the “Board”) of The Hershey Company (the “Company”), upon the recommendation of its Governance Committee, amended the Company’s By-laws (the “By-laws”) in order to require that, from and after March 1, 2017, all shares of Company stock be issued, recorded and transferred in uncertificated form. The Board further amended the By-laws to establish Delaware courts as the exclusive forum for stockholder derivative actions and proceedings, claims of breach of fiduciary duty and any claims arising under the Delaware General Corporation Law, the Company’s Restated Certificate of Incorporation or the By-laws.

The foregoing description of the amendments to the By-laws is qualified in its entirety by reference to the amended and restated By-laws, a copy of which is included as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	By-laws of The Hershey Company, as amended and restated as of February 21, 2017

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: February 22, 2017

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

EXHIBIT INDEX

Exhibit Number	Description
3.1	By-laws of The Hershey Company, as amended and restated as of February 21, 2017