

HERSHEY CO  
Form 10-K/A  
March 19, 2012  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-K/A**

**(Amendment No. 1)**

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the fiscal year ended December 31, 2011

**OR**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from                      to

**Commission File Number 1-183**

**THE HERSHEY COMPANY**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

23-0691590  
(I.R.S. Employer Identification No.)

100 Crystal A Drive, Hershey, PA  
(Address of principal executive offices)

17033  
(Zip Code)

Registrant's telephone number, including area code: (717) 534-4200

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                | Name of each exchange on which registered |
|------------------------------------|---|
| Common Stock, one dollar par value | New York Stock Exchange                   |

Securities registered pursuant to Section 12(g) of the Act:

| Title of class                             |
|--|
| Class B Common Stock, one dollar par value |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

Common Stock, one dollar par value \$8,821,386,884 as of July 1, 2011.

Class B Common Stock, one dollar par value \$1,174,322 as of July 1, 2011. While the Class B Common Stock is not listed for public trading on any exchange or market system, shares of that class are convertible into shares of Common Stock at any time on a share-for-share basis. The market value indicated is calculated based on the closing price of the Common Stock on the New York Stock Exchange on July 1, 2011.

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date.

Common Stock, one dollar par value 164,888,660 shares, as of February 8, 2012.

Class B Common Stock, one dollar par value 60,631,517 shares, as of February 8, 2012.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Company's Proxy Statement for the Company's 2012 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

**Table of Contents**

**EXPLANATORY NOTE**

The Hershey Company (the Company) is filing this Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2011 (the 2011 Annual Report) to include information about the Company's Common Stock that may be issued under equity compensation plans as of December 31, 2011. This amendment to the 2011 Annual Report contains only Item 12 and the Company is not amending or supplementing any other information in its previously filed 2011 Annual Report.

**Table of Contents**

**THE HERSHEY COMPANY**

**INDEX**

|   | <b>Page<br/>Number</b> |
|---|------------------------|
| <b><u>PART III.</u></b>   |                        |
| <b><u>ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u></b> | 1                      |
| <b><u>SIGNATURES</u></b>  | 2                      |
| <b><u>EXHIBIT INDEX</u></b>   | 3                      |

**Table of Contents****PART III****Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

(a) Information concerning ownership of our voting securities by certain beneficial owners, individual nominees for director, the named executive officers, including persons serving as our Chief Executive Officer and Chief Financial Officer, and directors and executive officers as a group, is set forth in the section entitled "Ownership of the Company's Securities" in the Proxy Statement, which information is incorporated herein by reference.

(b) The following table provides information about all of the Company's equity compensation plans as of December 31, 2011:

**Equity Compensation Plan Information**

| Plan Category   | (a)<br>Number of securities to be issued<br>upon exercise of<br>outstanding<br>options, warrants<br>and rights | (b)<br>Weighted-average<br>exercise<br>price of<br>outstanding options,<br>warrants<br>and rights | (c)<br>Number of securities<br>remaining<br>available for future issuance<br>under equity compensation<br>plans<br>(excluding<br>securities reflected<br>in<br>column (a)) |
|---|--|---|--|
| Equity compensation plans approved by security holders <sup>(1)</sup>     |  |   |  |
| Stock Options   | 14,054,342   | \$ 44.81  |  |
| Performance Stock Units and Restricted Stock Units                        | 1,740,479  | N/A   |  |
| Subtotal  | 15,794,821   |   | 20,448,418   |
| Equity compensation plans not approved by security holders <sup>(2)</sup> |  |   |  |
| Stock Options   | 486,100  | \$ 46.44  |  |
| <b>Total</b>  | <b>16,280,921</b>  | <b>\$ 44.86<sup>(3)</sup></b>   | <b>20,448,418</b>  |

- (1) Column (a) includes stock options, performance stock units and restricted stock units granted under the stockholder-approved EICP. Of the securities available for future issuances under the EICP in column (c), 13,237,000 are available for awards of stock options and 7,211,418 are available for full-value awards such as performance stock units, performance stock, restricted stock units, restricted stock and other stock-based awards. Securities available for future issuance of full-value awards may also be used for stock option awards. As of December 31, 2011, 71,676 performance stock units were excluded from the number of securities remaining available for issuance in column (c) because the measurement date had not yet occurred for accounting purposes. For more information, see *Note 17, Stock Compensation Plans*, of the Notes to Consolidated Financial Statements.
- (2) Column (a) includes 486,100 stock options outstanding that were granted under the Broad Based Stock Option Plan. In July 2004, we announced a worldwide stock option grant under the Broad Based Stock Option Plan, which provided over 13,000 eligible employees with a grant of 100 non-qualified stock options each. The stock options were granted at a price of \$46.44 per share which equates to 100% of the fair market value of our Common Stock on the date of grant (determined as the closing price on the New York Stock Exchange on the trading day immediately preceding the date the stock options were granted) and vested on July 19, 2009. No additional awards may be made under the Broad Based Stock Option Plan or Directors' Compensation Plan.
- (3) Weighted-average exercise price of outstanding stock options only.

**Table of Contents**

**SIGNATURES**

**Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, this 19th day of March, 2012.**

THE HERSHEY COMPANY

(Registrant)

By: /s/ HUMBERTO P. ALFONSO  
**Humberto P. Alfonso**

**Chief Financial Officer**

**Table of Contents**

**EXHIBIT INDEX**

- Exhibit 31.1 Certification of John P. Bilbrey, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 31.2 Certification of Humberto P. Alfonso, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002