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HERCULES INC
Form 8-K
September 22, 2003

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

Date of report (Date of earliest event reported): AUGUST 21, 2003

HERCULES INCORPORATED
(Exact Name of Registrant as Specified in Charter)

DELAWARE (State or Other Jurisdiction of Incorporation)	001-00496 Commission File Number)	51-0023450 (IRS Employer Identification Number)
1313 NORTH MARKET STREET, WILMINGTON, DELAWARE (Address of Principal Executive Offices)		19894-0001 (Zip Code)

Registrant's telephone number, including area code: (302) 594-5000

ITEM 5. OTHER EVENTS.

On August 21, 2003, the Board of Directors of Hercules Incorporated, a Delaware corporation (the "Company"), approved Amendment No. 2 (the "Amendment") to the Hercules Incorporated Rights Agreement, dated as of August 4, 2000, between the Company and Mellon Investor Services LLC, a New Jersey limited liability company, as Rights Agent (as amended, the "Rights Agreement").

The Amendment amended the Rights Agreement by changing the expiration date of the Rights issued thereunder and the "Final Expiration Date," as set forth in Section 7(a)(i) of the Rights Agreement, to the Close of Business on September 19, 2003. As a result of the Amendment, the Rights expired, and the Rights Agreement was terminated, effective as of 5:00 p.m., New York City time, on September 19, 2003, rather than on August 4, 2010, as originally provided under the Rights Agreement.

The foregoing summary of the amendments to the Rights Agreement is not complete and is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 4.1 hereto and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(a) Financial statements of businesses acquired.

Not applicable.

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(b) Pro forma financial information.

Not applicable.

(c) Exhibits. The following exhibits are filed as part of this report:

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- 4.1 Amendment No. 2 to the Hercules Incorporated Rights Agreement, dated as of August 21, 2003.
 - 99.1 Press release of Hercules Incorporated dated August 21, 2003.

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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.

Dated: September 19, 2003

HERCULES INCORPORATED

By: /s/ Richard G. Dahlen

Name: Richard G. Dahlen
Title: Chief Legal Officer

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EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	Amendment No. 2 to the Hercules Incorporated Rights Agreement, dated as of August 21, 2003.
99.1	Press release of Hercules Incorporated dated August 21, 2003.