

Edgar Filing: HERSHEY CO - Form SC 13G

HERSHEY CO  
Form SC 13G  
January 23, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 23) \*

The Hershey Company  
(Name of Issuer)

Common Stock, one dollar (\$1.00) par value  
(Title of Class of Securities)

427866 10 8  
(CUSIP Number)

12/31/2014  
(Date of Event, Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

/ / Rule 13d-1(b)  
/ / Rule 13d-1(c)  
/X / Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities  
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of  
that section of the Act but shall be subject to all other provisions of  
the Act (however, see the Notes).

SEC 1745 (12-02)

CUSIP No. 427866 10 8

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).  
Milton Hershey School and School Trust (Hershey Trust Company,  
Trustee in Trust for Milton Hershey School)  
FIN 23-1353340

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) / /  
(b) / /

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER

12,513,821 shares of Common Stock plus  
60,612,012 shares of Class B Common  
Stock (\$1.00 par value) convertible share  
for share into Common Stock for a total of  
73,125,833

7. SOLE DISPOSITIVE POWER

None

8. SHARED DISPOSITIVE POWER

12,513,821 shares of Common Stock plus  
60,612,012 shares of Class B Common  
Stock (\$1.00 par value) convertible share  
for share into Common Stock for a total of  
73,125,833

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,513,821 shares of Common Stock plus  
60,612,012 shares of Class B Common Stock (\$1.00 par value)  
convertible share for share into Common Stock for a total of  
73,125,833

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.8% (12,513,821 of 160,425,181 outstanding)  
33.1% (73,125,833 of 221,044,958 outstanding pursuant to Rule  
13d-3(d) (1))

12. TYPE OF REPORTING PERSON (See Instructions)

OO

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Item 1(a) NAME OF ISSUER:

The Hershey Company

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

P.O. Box 810, Hershey, Pennsylvania 17033

Item 2(a) NAME OF PERSON FILING:

Hershey Trust Company, Trustee in Trust for Milton  
Hershey School Trust

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE,  
RESIDENCE:

100 Mansion Road East, P.O. Box 445, Hershey,  
Pennsylvania 17033

(c) CITIZENSHIP:

Pennsylvania Charitable Trust

(d) TITLE OF CLASS OF SECURITIES:

Common Stock, one dollar (\$1.00) par value

(e) CUSIP NUMBER:

427866 10 8

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) OR  
240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

Item 4. OWNERSHIP:

The following information is provided as of December 31, 2014:

(a) AMOUNT BENEFICIALLY OWNED:

12,513,821 shares of Common Stock plus  
60,612,012 shares of Class B Common Stock (\$1.00  
par value) convertible share for share into Common  
Stock for a total of 73,125,833

(b) PERCENT OF CLASS:

7.8% (12,513,821 of 160,425,181 outstanding);  
33.1% (73,125,833 of 221,044,958 outstanding  
pursuant to Rule 13d-3(d)(1))

(c) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE:

None

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE:

12,513,821 shares of Common Stock plus  
60,612,012 shares of Class B Common Stock (\$1.00  
par value) convertible share for share into  
Common Stock for a total of 73,125,833

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION  
OF:

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None

- (iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:  
12,513,821 shares of Common Stock plus  
60,612,012 shares of Class B Common Stock (\$1.00 par value) convertible share for share into  
Common Stock for a total of 73,125,833

- Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS  
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following / /.  
Not Applicable.
- Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON  
Not Applicable.
- Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON  
Not Applicable.
- Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP  
Not Applicable.
- Item 9. NOTICE OF DISSOLUTION OF GROUP  
Not Applicable.
- Item 10. CERTIFICATION  
BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE NOT ACQUIRED AND ARE NOT HELD FOR THE PURPOSE OF OR WITH THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF THE SECURITIES AND WERE NOT ACQUIRED AND ARE NOT HELD IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING THAT PURPOSE OR EFFECT, OTHER THAN ACTIVITIES SOLELY IN CONNECTION WITH A NOMINATION UNDER SECTION 240.14A-11.

### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 22, 2015

HERSHEY TRUST COMPANY,  
TRUSTEE IN TRUST FOR  
MILTON HERSHEY SCHOOL

By /s/ Eric Henry,  
President,  
HERSHEY TRUST COMPANY,  
Trustee

