

HERSHEY CO
Form 8-K
May 04, 2018

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

May 2, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section ☐ 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its 2018 Annual Meeting of Stockholders on May 2, 2018. Set forth below are the final voting results from the meeting.

Proposal No. 1 — Election of Directors

Holders of the Company's Common Stock and Class B Common Stock, voting together without regard to class, elected the following directors by the votes set forth as follows:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|-------------|----------------|------------------|
| Pamela M. Arway | 711,960,465 | 1,101,681 | 22,485,095 |
| James W. Brown | 712,003,503 | 1,058,643 | 22,485,095 |
| Michele G. Buck | 712,062,748 | 999,398 | 22,485,095 |
| Charles A. Davis | 711,213,995 | 1,848,151 | 22,485,095 |
| James C. Katzman | 712,100,762 | 961,384 | 22,485,095 |
| M. Diane Koken | 709,643,478 | 3,418,668 | 22,485,095 |
| Robert M. Malcolm | 711,859,110 | 1,203,036 | 22,485,095 |
| Anthony J. Palmer | 712,129,094 | 933,052 | 22,485,095 |
| David L. Shedlarz | 711,882,855 | 1,179,291 | 22,485,095 |

Holders of the Company's Common Stock, voting separately as a class, elected the following directors by the votes set forth as follows:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|-------------|----------------|------------------|
| Mary Kay Haben | 103,553,964 | 3,383,222 | 22,424,525 |
| Wendy L. Schoppert | 105,913,777 | 1,023,409 | 22,424,525 |

Proposal No. 2 — Independent Registered Public Accounting Firm

Holders of the Company's Common Stock and Class B Common Stock, voting together without regard to class, ratified the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2018, by the votes set forth as follows:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 734,131,622 | 1,042,553 | 373,068 |

Proposal No. 3 — Non-Binding Advisory Vote on Named Executive Officer Compensation

Holders of the Company's Common Stock and Class B Common Stock, voting together without regard to class, approved the compensation of the Company's named executive officers on a non-binding advisory basis by the votes set forth as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 706,157,028 | 6,232,962 | 672,158 | 22,485,095 |

SIGNATURES

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: May 4, 2018 By:/s/ Patricia A. Little
Patricia A. Little
Senior Vice President, Chief Financial Officer