

HERSHEY CO  
Form DEFA14A  
March 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No.   )**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**The Hershey Company**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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\*\*\* Exercise Your *Right to Vote* \*\*\*

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on April 28, 2011**

**THE HERSHEY COMPANY**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** February 28, 2011  
**Date:** April 28, 2011      **Time:** 10:00 a.m. EDT  
**Location:** GIANT Center  
550 West Hersheypark Drive  
  
Hershey, PA 17033

*THE HERSHEY COMPANY*

*P.O. BOX 810*

*HERSHEY, PA 17033-0810*

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**



**Voting items**

**The Proposals to be voted on at our Annual Meeting are listed below along with the Board of Directors' recommendations.**

**The Board of Directors recommends you vote FOR each of the following nominees:**

1. Election of Directors

**NOMINEES:**

- |                     |                    |
|---------------------|--------------------|
| 01) P. M. Arway     | 06) A. J. Palmer   |
| 02) R. F. Cavanaugh | 07) T. J. Ridge    |
| 03) C. A. Davis     | 08) D. L. Shedlarz |
| 04) J. M. Mead      | 09) D. J. West     |
| 05) J. E. Nevels    |                    |

**The Board of Directors recommends you vote FOR Proposals 2 and 3:**

2. Ratify the Appointment of KPMG LLP as Independent Auditors for 2011.
3. Approve, on a non-binding advisory basis, a resolution approving executive compensation.

**The Board of Directors recommends you vote for a frequency of 1 Year on Proposal 4:**

4. Select, on a non-binding advisory basis, the frequency of stockholder votes on executive compensation.

**The Board of Directors recommends you vote FOR Proposal 5:**

5. Approve The Hershey Company amended and restated Equity and Incentive Compensation Plan.



