

HERCULES INC
Form 8-K
August 15, 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 14, 2003

Hercules Incorporated

(Exact name of registrant as specified in its charter)

Delaware	001-00496	51-0023450
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

Hercules Plaza

1313 North Market Street

Wilmington, Delaware 19894-0001

(Address of principal executive offices) (Zip Code)

(302) 594-5000

(Registrant's telephone number, including area code)

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On August 14, 2003, Hercules Incorporated ("Hercules") issued a press release, which is attached as exhibit to this Form 8-K, announcing the final voting results from the Company's Annual Meeting of Shareholders that was held on July 25, 2003. The matters described below were voted on at the Annual Meeting of Shareholders and the number of votes cast with respect to each matter and with respect to the election of directors were as indicated. A quorum of 95,203,595, or 85.98% of the outstanding votes as of the record date, was present in person or by proxy at the annual meeting.

1. Election of Directors

Four of our 13 directors had terms that expired during 2003. Patrick Duff, Thomas P. Gerrity and John K. Wulff were elected and Joe B. Wyatt was reelected to the Hercules Board of Directors.

Directors were elected to serve for three-year terms, expiring at the 2006 Annual Meeting of Shareholders, or until their successors are elected and qualified.

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Authority</u>
Patrick Duff	60,446,395	3,283,089	
Thomas P. Gerrity	50,365,921	3,276,260	
John K. Wulff	51,361,290	3,280,891	
Joe B. Wyatt	49,793,049	3,848,988	

As previously announced, Richard Fairbanks, Alan R. Hirsig and Edith E. Holiday did not seek reelection at the Annual Meeting of Shareholders and retired from the Hercules Board of Directors. Directors continuing in office after the meeting were: John C. Hunter, William H. Joyce, Robert D. Kennedy, Jeffrey M. Lipton and Peter McCausland. Samuel J. Heyman, Sunil Kumar, Gloria Schaffer and Raymond S. Troubh resigned from the Hercules Board of Directors effective July 25, 2003. None of the nominees proposed by the Shareholders' Committee for New Management, who withdrew their nominations at the Annual Meeting of Shareholders, would have received a sufficient number of votes to be elected.

2. Ratification of the Appointment of PricewaterhouseCoopers LLP as Independent Public Accountants for 2003, which proposal received more than a majority of the votes necessary for ratification.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Vote</u>
72,885,857	9,362,416	12,709,888	245,434

3.

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Approval of the Hercules Incorporated Omnibus Equity Compensation Plan for Non-Employee Directors, which proposal received more than a majority of the votes cast.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
60,478,685	33,270,262	1,454,645

4. Shareholder Proposal Requesting Redemption of the Rights Issued Pursuant to the Company's Rights Agreement Dated as of August 4, 2000, which proposal received more than a majority of the votes cast.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
74,956,227	18,386,936	1,860,430

5. Shareholder Proposal Requesting Amendment of the Company's Restated Certificate of Incorporation to Provide for the Right of Shareholders to Take Action by Written Consent and to Call Special Meetings, which proposal received more than a majority of the votes cast.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Vote</u>
60,112,623	33,725,991	1,364,530	451

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

August 15, 2003

By: HERCULES INCORPORATED

/s/ Israel J. Floyd

Israel J. Floyd

Corporate Secretary and General
Counsel

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit</u>
99.1	Press Release of Hercules Incorporated dated August 14, 2003.