

**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 6, 2024

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

(Commission File Number)

23-0691590

(IRS Employer Identification No.)

19 East Chocolate Avenue

Hershey, PA 17033

(Address of principal executive offices)

(Zip Code)

(717) 534-4200

(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, one dollar par value	HSY	New York Stock Exchange

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 7.01. Regulation FD Disclosure.

On May 6, 2024, The Hershey Company (the “Company”) will be hosting its 2024 Annual Meeting of Stockholders via live webcast, during which it will provide a general business review update. The presentation materials to be utilized during the meeting, a copy of which is attached hereto as Exhibit 99.1, are hereby incorporated into this Item 7.01 by reference.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	2024 Annual Meeting of Stockholders Presentation Materials
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

THE HERSHEY COMPANY

Date: May 6, 2024

By: */s/ Steven E. Voskuil*

Steven E. Voskuil
Senior Vice President, Chief Financial Officer

The Hershey logo features the word "HERSHEY" in a bold, white, sans-serif font. To the right of the text is a white graphic element consisting of a curved line that starts under the 'Y' and curves upwards and to the right, ending in a small, teardrop-like shape.

HERSHEY

**2024 Annual
Stockholder Meeting**

May 6, 2024



Michele Buck

Chairman of the Board
President & Chief Executive Officer

Today's Agenda

Welcome

Items of Business

Business Review

Question and Answer

Voting Results

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Items of Business

Election of Directors

Ratification of Appointment of Independent Auditors

Advise on Named Executive Officer Compensation

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Election of Directors

Victor Crawford

Robert Dutkowsky

Mary Kay Haben

Diane Koken

Maria Kraus

Robert Malcolm

Kevin Ozan

Anthony Palmer

Juan Perez

Cordel Robbin-Coker

Michele Buck

The Board recommends a vote **FOR** each of the
director nominees

Ratification of Appointment of Independent Auditors

The Board recommends a vote **FOR ratification of the
appointment of ERNST & YOUNG LLP
as independent auditors for the fiscal year ending
December 31, 2024**

Advise on Named Executive Officer Compensation

The Board recommends a vote **FOR** approval, on a non-binding advisory basis, of the Company's named executive officer compensation

Stockholder Proposal:

**Public Report
on Living Wage & Income**

The Board recommends a vote **AGAINST**
the stockholder proposal



Courtney Wicks

Investor Advocates for Social Justice

Stockholder Proposal:

**Public Report
on Packaging Reuse & Recycling**

The Board recommends a vote **AGAINST**
the stockholder proposal

Kelly McBee

As You Sow

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Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Many of these forward-looking statements can be identified by the use of words such as “anticipate,” “assume,” “believe,” “continue,” “estimate,” “expect,” “forecast,” “future,” “intend,” “plan,” “potential,” “predict,” “project,” “strategy,” “target” and similar terms, and future or conditional tense verbs like “could,” “may,” “might,” “should,” “will” and “would,” among others. These statements are made based upon current expectations that are subject to risk and uncertainty. Because actual results may differ materially from those contained in the forward-looking statements, you should not place undue reliance on the forward-looking statements when deciding whether to buy, sell or hold the Company’s securities. Factors that could cause results to differ materially include, but are not limited to: disruptions or inefficiencies in our supply chain due to the loss or disruption of essential manufacturing or supply elements or other factors; issues or concerns related to the quality and safety of our products, ingredients or packaging, human and workplace rights, and other environmental, social or governance matters; changes in raw material and other costs, along with the availability of adequate supplies of raw materials and the Company’s ability to successfully hedge against volatility in raw material pricing; the Company’s ability to successfully execute business continuity plans to address changes in consumer preferences and the broader economic and operating environment; selling price increases, including volume declines associated with pricing elasticity; market demand for our new and existing products; increased marketplace competition; failure to successfully execute and integrate acquisitions, divestitures and joint ventures; changes in governmental laws and regulations, including taxes; political, economic, and/or financial market conditions, including with respect to inflation, rising interest rates, slower growth or recession, and other events beyond our control such as the impacts on the business arising from the conflict between Russia and Ukraine; risks and uncertainties related to our international operations; disruptions, failures or security breaches of our information technology infrastructure and that of our customers and partners (including our suppliers); our ability to hire, engage and retain a talented global workforce, our ability to realize expected cost savings and operating efficiencies associated with strategic initiatives or restructuring programs; complications with the design, implementation or usage of our new enterprise resource planning system, including the ability to support post-implementation efforts and maintain enhancements, new features or modifications; and such other matters as discussed in our Annual Report on Form 10-K for the year ended December 31, 2023 and from time to time in our other filings with the U.S. Securities and Exchange Commission. All information in this presentation is as of May 6, 2024. The company undertakes no duty to update any forward-looking statement to conform the statement to actual results or changes in the company’s expectations.

Key Takeaways

**We have created a stronger
and more diversified business**

**We participate in resilient categories
and invest in our brands and capabilities
to support long-term growth**

**We are balancing the needs
of near-term business with our
long-term vision and aspirations**

Long Track Record of Delivering Strong Results

Over the last 10 Years¹ ...

Average Organic Revenue Growth

+3.7%

Average Operating Income Growth

+7%

Average Adjusted EPS

+10%

Average Free Cash Flow²

+11%

Annualized TSR³

+14% vs. Food +9%

Today we have a more diversified portfolio

Two Salty Snacks Entering Our Top Ten Brands

2023 Retail Sales¹

1	2	3	4	5	6	7	8	9	10
<i>Reese's</i>	HERSHEY'S	<i>KitKat</i>	ICEBREAKERS	KISSES	SKINNYPOP POPCORN	Twizzlers	<i>Carbury</i>	Dot's Pretzels	JOLLY rancher
\$3.1B	\$2.4B	\$715M	\$710M	\$580M	\$500M	\$390M	\$385M	\$360M	\$340M

5-Year CAGR²:
+6.8%

\$860M+
retail sales



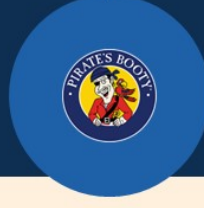
Crossing Consumer Need States



Source: 1. Circana Calendar Year w/e 12/31/23. 2. Circana 5-Year CAGR from 01/06/19 to 12/31/23.

North America Salty Snacks Segment Is now a Scaled, Integrated Unit

HERSHEY



**Integrated
Supply Chain**



**Unified Digital
Infrastructure**

**Unlock Growth
Opportunities**

Our New Digital Infrastructure and CTO
are an important foundation
for us to build upon

**Deepak
Bhatia**
Chief Technology
Officer



HERSHEY



Enhanced Integration
and Visibility



Greater Automation



Embedding Tech
Teams into Operations



Augmenting with
Artificial Intelligence

North America Confectionery



North America Salty Snacks



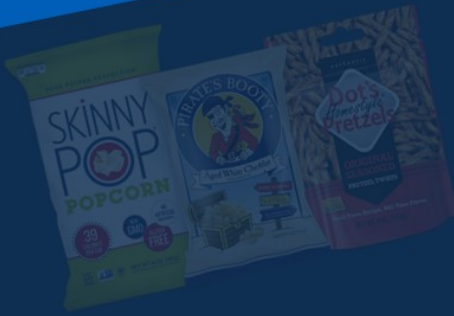
International



North America Confectionery



North America Salty Snacks



International



Great Categories, Great Brands, Stable Long-Term Growth

Consistent Positive Chocolate Segment Growth



CMG Category Strengths



Expandable
Consumption



High
Frequency



Impulsive



Key Focus Areas

North America Confectionery

1 Lead with Reese's

2 Win in Store

3 Accelerate Sweets



Launching
New Business Models

Iconic Personalities

&
Hershey Capabilities

North
America
Confectionery



North America Salty Snacks

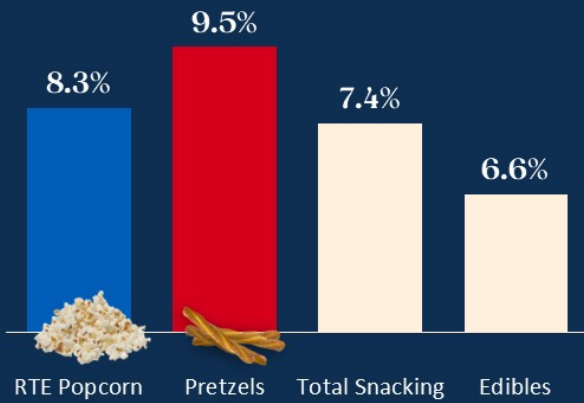


International



Growing Leadership in **Key Subcategories**

5-Year CAGR¹



Brands are Scaled, Integrated and Primed to Lead

SKINNYPOP
POPCORN

#2
in RTE Popcorn²

+12.5%
5-Yr Retail Sales CAGR¹

Dot's
Homestyle
Pretzels

#2
in Pretzels²

+65.4%
5-Yr Retail Sales CAGR¹

Key Focus Areas

North America Salty Snacks



1 Increase Distribution

2 Build Brand Awareness

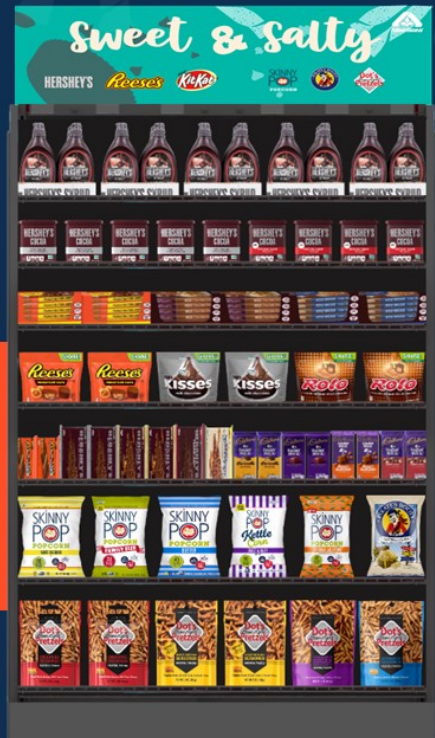
3 New Pack Sizes to Meet
Different Consumer Needs

Sweet & Salty

Joint Merchandising

One-stop shop for all of our consumers' snacking needs

Maximize display velocities with even more scale brands



North
America
Confectionery



North America
Salty Snacks

International

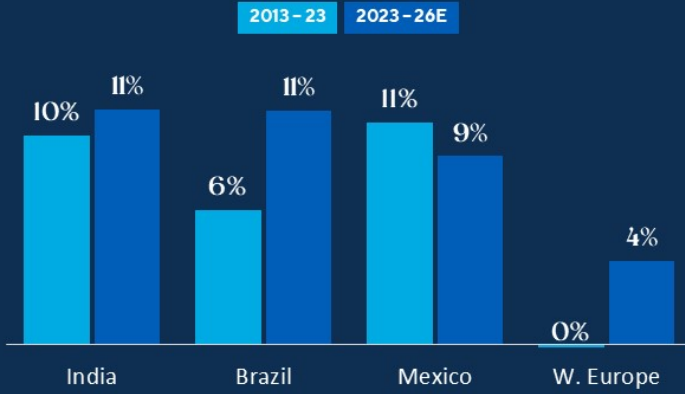


HERSHEY'S

Disciplined Model for Growth

High Growth Markets

Chocolate Category Retail Value Growth¹



Revenue Growth

+6% '19-'23 CAGR²

Profit

+31% '19-'23 CAGR²

Key Focus Areas International



1 Build on Reese's Success

2 Advance Hershey's Global Appeal

3 Lead Spicy in Mexico

On-trend
Categories

Incremental
Occasions



Scale
Brands

M&A
To Accelerate Growth

Strong Gross
Margins

Long-Term Outlook



2-4%

Net Sales Growth



6-8%

Adj. EPS Growth

HERSHEY



Robust innovation pipeline



Optimized price pack architecture



Organization evolution to fuel growth



Technology investments to drive commercial growth



Continued capability investment and evolution

No Change to Our Key Financial Philosophies

Over time, we strive to:



Commercial

- Balance price and volume growth
- Price to cover input cost inflation
- Increase productivity to offset supply chain inflation
- Maintain / increase commercial investment



Capital

- Grow dividend in line with earnings
- Disciplined capital spending
- Net leverage ratio of 1.5 – 2.0x

Capital Deployment Priorities

Strong Cash Flow Enables Reinvestment and Shareholder Value Creation

\$7B

3-Year Operating Cashflow

Capital Allocation Priority

1

Business Reinvestment

Dividend

Capital Allocation Priority
Dynamic Allocation

2

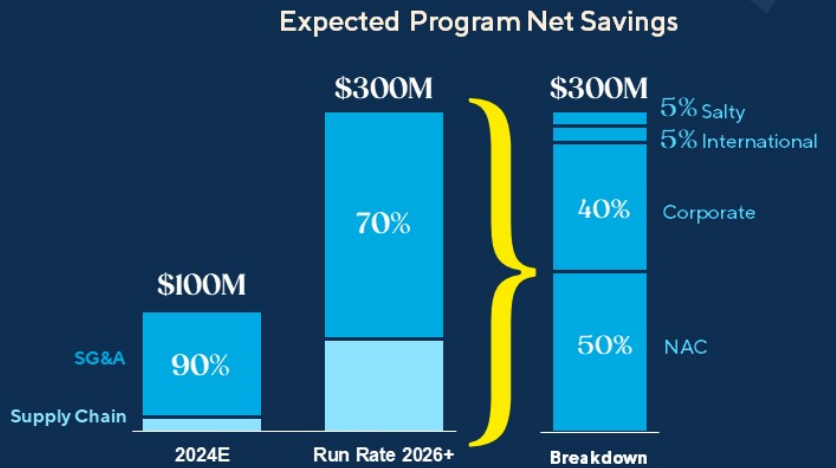
M&A

Share Buybacks

Debt Reduction

Advancing Automation and Agility Initiative

- 1 Digitize and automate
- 2 Optimize procurement and manufacturing
- 3 Capture capability synergies across segments
- 4 Accelerate capability investments in innovation, R&D, and planning
- 5 Increase organizational effectiveness



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Q&A

HERSHEY 

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GAAP Reconciliations

HERSHEY 

Reconciliation of GAAP and Non-GAAP Information

Organic, Constant Currency Net Sales Growth

Reconciliation of GAAP and Non-GAAP Information

For the year ended December 31,	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
Components of Net Sales Growth										
Percentage Change as Reported	3.9%	-0.5%	0.7%	1.0%	3.7%	2.5%	2.0%	10.1%	16.1%	7.2%
Impact of Foreign Currency Exchange	-0.7%	-1.6%	-0.7%	0.2%	-0.2%	-0.3%	-0.5%	0.4%	-0.2%	0.2%
Impact of Acquisitions/Divestitures	0.8%	1.0%	0.6%	0.3%	3.6%	1.0%	0.5%	1.0%	4.3%	0.0%
Percentage Change on Organic Constant Currency Basis	3.9%	0.1%	0.8%	0.5%	0.3%	1.8%	2.0%	8.7%	12.0%	7.0%

Reconciliation of GAAP and Non-GAAP Information

Year-ending: December 31, 2023

In Millions of Dollars Except Per Share Amounts	Gross Profit	Operating Profit	Interest-Expense, Net	Net Income	Income Per Share-Diluted
GAAP results	\$4,997.8	\$2,560.9	\$151.8	\$1,861.8	\$9.06
Adjustments:					
Derivative mark-to-market losses	58.9	58.9	-	48.7	0.29
Business realignment activities	0.5	3.4	-	2.7	0.01
Acquisition and integration-related activities	(1.7)	75.9	-	57.6	0.37
Other miscellaneous losses	-	-	-	-	-
Tax effect of all adjustments reflected above	-	-	-	-	(0.14)
Non-GAAP results	\$5,055.5	\$2,699.1	\$151.8	\$1,970.8	\$9.59

Reconciliation of GAAP and Non-GAAP Information

Year-ending: December 31, 2022

In Millions of Dollars Except Per Share Amounts	Gross Profit	Operating Profit	Interest-Expense, Net	Net Income	Income Per Share-Diluted
GAAP results	\$4,498.8	\$2,260.8	\$137.6	\$1,644.8	\$7.96
Adjustments:					
Derivative mark-to-market losses	78.8	78.2	-	64.7	0.38
Business realignment activities	-	4.4	-	3.3	0.02
Acquisition and integration-related activities	4.0	48.5	-	37.0	0.24
Other miscellaneous losses	-	13.6	-	10.3	0.07
Tax effect of all adjustments reflected above	-	-	-	-	(0.15)
Non-GAAP results	\$4,581.6	\$2,405.4	\$137.6	\$1,760.1	\$8.52

Reconciliation of GAAP and Non-GAAP Information

Year-ending: December 31, 2021

In Millions of Dollars Except Per Share Amounts	Gross Profit	Operating Profit	Interest-Expense, Net	Net Income	Income Per Share-Diluted
GAAP results	\$ 4,048.6	\$ 2,043.7	\$ 127.4	\$ 1,477.5	\$ 7.11
Adjustments:					
Derivative mark-to-market gains	(24.4)	(24.4)	-	(15.2)	(0.12)
Business realignment activities	5.2	16.6	-	13.5	0.09
Acquisition and integration-related activities	2.7	33.1	-	25.5	0.16
Noncontrolling interest share of business realignment and impairment charges	-	-	-	5.3	0.03
Other miscellaneous benefits	-	(15.2)	-	(13.7)	(0.07)
Tax effect of all adjustments reflected above	-	-	-	-	(0.01)
Non-GAAP results	\$ 4,032.1	\$ 2,053.9	\$ 127.4	\$ 1,492.8	\$ 7.19

Reconciliation of GAAP and Non-GAAP Information

Year-ending: December 31, 2020

In Millions of Dollars Except Per Share Amounts	Gross Profit	Operating Profit	Interest-Expense, Net	Net Income	Income Per Share-Diluted
GAAP results	\$ 3,701.3	\$ 1,782.7	\$ 149.4	\$ 1,278.7	\$ 6.11
Adjustments:					
Derivative mark-to-market losses	6.4	6.4	-	5.1	0.03
Business realignment activities	2.2	31.5	-	24.0	0.15
Acquisition-related costs	-	3.6	-	2.8	0.03
Pension settlement charges relating to Company-directed initiatives	-	-	-	2.6	0.02
Long-lived asset impairment charges	-	9.1	-	8.8	0.04
Noncontrolling interest share of business realignment and impairment charges	-	-	-	(3.4)	(0.02)
Other miscellaneous benefits	-	(3.2)	-	(2.4)	(0.01)
Tax effect of all adjustments reflected above	-	-	-	-	(0.06)
Non-GAAP results	\$ 3,709.9	\$ 1,830.2	\$ 149.4	\$ 1,316.2	\$ 6.29

Reconciliation of GAAP and Non-GAAP Information

Year-ending: December 31, 2019

In Millions of Dollars Except Per Share Amounts	Gross Profit	Operating Profit	Interest-Expense, Net	Net Income	Income Per Share-Diluted
GAAP results	\$ 3,622.5	\$ 1,596.0	\$ 144.1	\$ 1,149.7	\$ 5.46
Adjustments:					
Derivative mark-to-market gains	(28.7)	(28.7)	-	(25.2)	(0.14)
Business realignment activities	-	9.2	-	7.3	0.04
Acquisition-related costs	2.0	10.2	-	7.7	0.05
Pension settlement charges relating to Company-directed initiatives	-	-	-	1.8	0.01
Long-lived and intangible asset impairment charges	-	112.5	-	88.5	0.53
Noncontrolling interest share of business realignment and impairment charges	-	-	-	(2.8)	(0.01)
Gain on sale of other assets	-	(11.3)	-	(8.5)	(0.05)
Tax effect of all adjustments reflected above	-	-	-	-	(0.11)
Non-GAAP results	\$ 3,595.8	\$ 1,687.9	\$ 144.1	\$ 1,218.4	\$ 5.78

Reconciliation of GAAP and Non-GAAP Information

Year-ending: December 31, 2018

In Millions of Dollars Except Per Share Amounts	Gross Profit	Operating Profit	Interest-Expense, Net	Net Income	Income Per Share-Diluted
GAAP results	\$ 3,575.3	\$ 1,623.7	\$ 138.8	\$ 1,177.6	\$ 5.58
Adjustments:					
Derivative mark-to-market gains	(168.3)	(168.3)	-	(152.5)	(0.80)
Business realignment activities	11.3	51.8	-	38.9	0.25
Acquisition-related costs	6.2	44.8	-	35.7	0.21
Pension settlement charges relating to Company-directed initiatives	-	-	-	4.1	0.03
Long-lived and intangible asset impairment charges	-	57.7	-	41.9	0.27
Impact of U.S. tax reform	-	-	-	(7.8)	-
Noncontrolling interest share of business realignment and impairment charges	-	-	-	(6.3)	(0.03)
Gain on sale of licensing rights	-	(2.7)	-	(1.5)	(0.01)
Tax effect of all adjustments reflected above	-	-	-	-	(0.14)
Non-GAAP results	\$ 3,424.6	\$ 1,607.1	\$ 138.8	\$ 1,130.1	\$ 5.36

Reconciliation of GAAP and Non-GAAP Information

Year-ending: December 31, 2017

In Millions of Dollars Except Per Share Amounts	Gross Profit	Operating Profit	Interest-Expense, Net	Net Income	Income Per Share-Diluted
GAAP results	\$ 3,455.4	\$ 1,313.4	\$ 98.3	\$ 783.0	\$ 3.66
Adjustments:					
Derivative mark-to-market gains	(35.3)	(35.3)	-	(30.5)	(0.16)
Business realignment activities	5.1	69.4	-	51.0	0.33
Acquisition-related costs	-	0.3	-	0.2	-
Pension settlement charges relating to Company-directed initiatives	-	-	-	6.8	0.05
Long-lived and intangible asset impairment charges	-	208.7	-	185.4	0.98
Impact of U.S. tax reform	-	-	-	32.5	-
Noncontrolling interest share of business realignment and impairment charges	-	-	-	(26.8)	(0.13)
Tax effect of all adjustments reflected above	-	-	-	-	(0.04)
Non-GAAP results	\$ 3,425.2	\$ 1,556.5	\$ 98.3	\$ 1,001.5	\$ 4.69

Reconciliation of GAAP and Non-GAAP Information

Year-ending: December 31, 2016

In Millions of Dollars Except Per Share Amounts	Gross Profit	Operating Profit	Interest-Expense, Net	Net Income	Income Per Share-Diluted
GAAP results	\$ 3,169.5	\$1,255.2	\$90.1	\$720.0	\$3.34
Adjustments:					
Derivative mark-to-market gains	163.2	163.2	-	142.7	0.76
Acquisition and integration costs	-	6.5	-	4.0	0.03
Business realignment activities	58.1	93.9	-	79.9	0.43
Pension settlement charges relating to Company-directed initiatives	-	-	-	8.5	0.06
Goodwill and other intangible asset impairment	-	4.2	-	3.0	0.02
Settlement of Shanghai Golden Monkey Liability	-	-	-	(26.7)	(0.12)
Tax effect of all adjustments reflected above	-	-	-	-	(0.19)
Non-GAAP results	\$ 3,390.9	\$1,523.0	\$90.1	\$931.6	\$4.33

Reconciliation of GAAP and Non-GAAP Information

Year-ending: December 31, 2015

In Millions of Dollars Except Per Share Amounts	Gross Profit	Operating Profit	Interest-Expense, Net	Net Income	Income Per Share-Diluted
GAAP results	\$ 3,386.6	\$1,075.8	\$105.8	\$513.0	\$2.32
Adjustments:					
Acquisition and integration costs	7.3	20.9	1.6	14.2	0.05
Business realignment activities	8.8	110.8	-	73.0	0.33
Pension settlement charges relating to Company-directed initiatives	-	-	-	6.3	0.03
Goodwill and other intangible asset impairment	-	280.8	-	280.8	1.28
Loss on early extinguishment of debt	-	-	28.3	17.6	0.09
Gain on sale of trademark	-	-	-	(6.3)	(0.03)
Non-GAAP results	\$3,402.7	\$1,488.3	\$135.7	\$898.6	\$4.07

Reconciliation of GAAP and Non-GAAP Information

Year-ending: December 31, 2014

In Millions of Dollars Except Per Share Amounts	Gross Profit	Operating Profit	Interest-Expense, Net	Net Income	Income Per Share-Diluted
GAAP results	\$ 3,336.2	\$1,392.3	\$(83.5)	\$846.9	\$3.77
Adjustments:					
Acquisition and integration costs	-	14.9	(1.6)	10.3	0.05
Business realignment, including PNC	1.6	12.0	-	8.3	0.33
NSRPE(1)	(2.7)	(1.8)	-	(1.3)	(0.01)
India impairment	-	15.9	-	14.3	0.06
Loss on anticipated Mauna Loa divestiture	-	22.2	-	17.4	0.08
Non-GAAP results	\$3,335.1	\$1,455.5	\$(85.1)	\$895.9	\$3.98

Reconciliation of GAAP and Non-GAAP Information

Year-ending: December 31, 2013

In Millions of Dollars Except Per Share Amounts	Gross Profit	Operating Profit	Interest-Expense, Net	Net Income	Income Per Share-Diluted
GAAP results	\$3,280.8	\$1,338.1	\$(88.4)	\$820.5	\$3.61
Adjustments:					
Acquisition and integration costs	0.3	4.0	-	5.4	0.03
Business realignment, including PNC	0.4	19.1	-	11.8	0.05
NSRPE(1)	5.4	10.9	-	6.6	0.03
Non-GAAP results	\$3,286.9	\$1,372.1	\$(88.4)	\$844.3	\$3.72