

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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): December 15, 2000  
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HERSHEY FOODS CORPORATION

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(Exact name of registrant as specified in its charter)

Delaware

1-183

23-0691590

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

100 Crystal A Drive, Hershey, Pennsylvania

17033

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (717) 534-6799  
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INFORMATION TO BE INCLUDED IN REPORT

Item 9 Regulation FD Disclosure  
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On December 15, 2000, Hershey Foods Corporation (the "Corporation") announced that the Corporation has completed the purchase of the intense and breath freshener mints and gum businesses of Nabisco, Inc., for \$135 million. The press release dated December 15, 2000, announcing the completion of the

acquisition, is incorporated herein by reference, and a copy is furnished herewith as Exhibit 99.

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 thereunto duly authorized.

Dated: December 15, 2000  
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HERSHEY FOODS CORPORATION

By /s/Frank Cerminara  
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Frank Cerminara  
Vice President, Chief Financial  
Officer and Treasurer

Exhibit Index

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Exhibit No. -----	Description -----
99	Press release dated December 15, 2000 announcing that Hershey Foods Corporation has completed the purchase of Nabisco's intense and breath freshener mints and gum businesses.

[LOGO OF HERSHEY FOODS APPEARS HERE]

HERSHEY FOODS NEWS  
Hershey Foods Corporation  
100 Crystal A Drive  
Hershey, PA 17033  
E-Mail: pr@hersheys.com  
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<http://www.hersheys.com>

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FOR IMMEDIATE RELEASE

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James A. Edris  
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Hershey Foods Completes Acquisition of Nabisco's Intense and  
Breath Freshener Mints and Gum Businesses

HERSHEY, Pa. -- Hershey Foods Corporation (NYSE: HSY) announced today that it has completed the purchase of Nabisco's intense and breath freshener mints and gum businesses.

As previously disclosed, Hershey paid \$135 million to acquire the businesses, including Ice Breakers and Breath Savers Cool Blasts intense mints, Breath Savers mints, and Ice Breakers, Care\*free, Stick\*free, Bubble Yum and Fruit Stripe gums. Also included in the purchase is Nabisco's gum-manufacturing plant in Las Piedras, Puerto Rico. The businesses had 1999 sales of approximately \$270 million.

Hershey Foods Corporation is the leading North American manufacturer of quality chocolate and non-chocolate confectionery and chocolate-related grocery products and has a variety of international operations.

SAFE HARBOR STATEMENT  
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This release contains statements which are forward-looking. These statements are made based upon current expectations which are subject to risk and uncertainty. Actual results might differ materially from those contained in the forward-looking statements. Factors which could cause results to differ materially include, but are not limited to: changes in the confectionery and grocery business environment, including actions of competitors and changes in consumer preferences; changes in governmental laws and regulations, including taxes; market demand for new and existing products; the Corporation's ability to implement improvements to and reduce costs associated with the Corporation's customer service, warehousing and order fulfillment processes and systems; and changes in raw material costs, as discussed in the Corporation's Annual Report on Form 10-K for 1999.

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