

HERSHEY FOODS CORP  
Form 8-K  
July 28, 2004

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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

July 28, 2004

Date of Report (Date of earliest event reported)

**Hershey Foods Corporation**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

23-0691590

(IRS Employer Identification  
No.)

1-183

(Commission File  
Number)

100 Crystal A Drive, Hershey, Pennsylvania 17033

(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 5. Other Events**

On July 28, 2004, Hershey Foods Corporation (the Corporation ) entered into a 364-Day Credit Agreement (the Credit Agreement ), dated as of July 28, 2004, with the banks, financial institutions and other institutional lenders listed on the respective signature pages thereof, Citibank, N.A., as administrative agent for the Lenders (as defined therein), Bank of America, N.A., as syndication agent, and Citigroup Global Markets, Inc. and Banc America Securities LLC, as joint lead arrangers and joint book managers. The Credit Agreement establishes a credit facility under which the Corporation may borrow up to \$500 Million with the option to increase borrowings by an additional \$300 Million with the concurrence of the Lenders. A copy of the Credit Agreement is attached hereto as Exhibit 10.1 and incorporated herein by reference.

In addition to the Credit Agreement announced today, the Corporation maintains short-term and long-term committed credit facilities (together the Existing Facilities ) with a syndicate of banks in the amount of \$400 Million. The Company may increase borrowings under the Existing Facilities to \$1.0 Billion with the concurrence of the banks. Information about the Existing Facilities is contained in the Corporation s Annual Report on Form 10-K for the year ended December 31, 2003.

**Item 7. Financial Statements and Exhibits**

(c) Exhibits

10.1 364-Day Credit Agreement dated as of July 28, 2004

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.

Date: July 28, 2004

HERSHEY FOODS CORPORATION

By: /s/Frank Cerminara  
Frank Cerminara  
Senior Vice President,  
Chief Financial Officer

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EXHIBIT INDEX

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<u>Exhibit No.</u>	<u>Description</u>
10.1	364-Day Credit Agreement dated as of July 28, 2004

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