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HERCULES INC
Form 8-K
February 12, 2002

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): February 12, 2002

HERCULES INCORPORATED

(Exact Name of Registrant as Specified in Charter)

Delaware	001-00496	51-0023450
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(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Hercules Plaza 1313 North Market Street Wilmington, Delaware	19894-0001
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(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (302) 594-5000

ITEM 5. OTHER EVENTS

On February 12, 2002, Hercules Incorporated, a Delaware corporation (the "Company") announced that it had entered into a Stock and Asset Purchase Agreement (the "Purchase Agreement"), dated as of February 12, 2002, by and among the Company, General Electric Company, a New York corporation (the "Parent Purchaser"), and Falcon Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of the Parent Purchaser (the "Purchaser" and, together with the Parent Purchaser, the "Purchasers"). The press release issued by the Company is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with and subject to the terms of the Purchase Agreement, the Purchasers will acquire the operations of the BetzDearborn Division of the Company and additional assets and liabilities of the Company relating to the water treatment business of the Company, for \$1.8 billion in cash, subject to adjustment as provided in the Purchase Agreement.

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The consummation of the transaction is subject to the satisfaction or waiver of conditions customary for transactions of this type, including, without limitation, required regulatory approvals (such as those under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended).

The foregoing description of the Purchase Agreement is qualified in the its entirety by reference to the Purchase Agreement, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits. The following exhibits are filed as part of this

report:

- 10.1 Stock and Asset Purchase Agreement, dated as of February 12, 2002, by and among Hercules Incorporated, General Electric Company and Falcon Acquisition Corp.
- 99.1 Press Release of Hercules Incorporated, dated February 12, 2002.

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.

Dated: February 12, 2002

HERCULES INCORPORATED

By: /s/ Israel J. Floyd

Name: Israel J. Floyd
Title: Corporate Secretary and
General Counsel

EXHIBIT INDEX

Exhibit Number -----	Description -----
10.1	Stock and Asset Purchase Agreement, dated as of February 12, 2002, by and among Hercules Incorporated, General Electric

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Company and Falcon Acquisition Corp.

99.1

Press Release of Hercules Incorporated, dated February 12,
2002.