

HERCULES INC  
Form 8-K  
March 09, 2006

**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): **March 8, 2006**

**Hercules Incorporated**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-00496**  
(Commission File Number)

**51-0023450**  
(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)

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))
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**Item 8.01 Other Events.**

On March 8, 2006, Hercules Incorporated (the “Company”) announced an offer to purchase for cash (the “Offer”) any and all of its outstanding 11.125% Senior Notes due 2007 (the “Notes”) on the terms and subject to the conditions set forth in its Offer to Purchase and Consent Solicitation Statement dated March 8, 2006. The Company is also soliciting consents to certain proposed amendments to the indenture governing the Notes in order to enhance the business, operational and financial flexibility of the Company and its subsidiaries.

The Company expects to use the proceeds from the pending sale of its 51% interest in FiberVisions Delaware Corporation to SPG/FV Investor LLC (the “Asset Sale”) to fund a portion of the Offer. The Asset Sale, which cannot be completed until certain customary conditions are satisfied, is anticipated to close on or about March 31, 2006.

The tender offer is scheduled to expire at 5:00 p.m., New York City time, on April 5, 2006, unless otherwise extended or earlier terminated.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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**Item 9.01 Financial Statements and Exhibits.**

(d) **Exhibits.** 99.1 Press Release of Hercules Incorporated dated March 8, 2006.

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**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.

March 9, 2006

By: **HERCULES INCORPORATED**

/s/ Allen A. Spizzo  
Allen A. Spizzo  
Vice President and Chief Financial  
Officer