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HERCULES INC
Form DFAN14A
April 30, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
(RULE 14A-101)

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

FILED BY THE REGISTRANT []

FILED BY A PARTY OTHER THAN THE REGISTRANT [X]

CHECK THE APPROPRIATE BOX:

- | | |
|---------------------------------------------------------------------|-------------------------------------------------------|
| <input type="checkbox"/> PRELIMINARY PROXY STATEMENT | |
| <input type="checkbox"/> DEFINITIVE PROXY STATEMENT | <input type="checkbox"/> CONFIDENTIAL, FOR USE OF THE |
| <input checked="" type="checkbox"/> DEFINITIVE ADDITIONAL MATERIALS | COMMISSION ONLY (AS PERMITTED) |
| <input type="checkbox"/> SOLICITING MATERIAL PURSUANT TO | BY RULE 14A-6(E) (2) |
| RULE 14A-12 | |

HERCULES INCORPORATED

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

INTERNATIONAL SPECIALTY PRODUCTS INC.

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

NO FEE REQUIRED.

FEE COMPUTED ON TABLE BELOW PER EXCHANGE ACT RULES 14A-6(I) (4) AND 0-11.

(1) TITLE OF EACH CLASS OF SECURITIES TO WHICH TRANSACTION APPLIES:
NOT APPLICABLE

(2) AGGREGATE NUMBER OF SECURITIES TO WHICH TRANSACTION APPLIES: NOT
APPLICABLE.

(3) PER UNIT PRICE OR OTHER UNDERLYING VALUE OF TRANSACTION
COMPUTED PURSUANT TO EXCHANGE ACT RULE 0-11 (SET FORTH THE
AMOUNT ON WHICH THE FILING FEE IS CALCULATED AND STATE HOW
IT WAS DETERMINED): NOT APPLICABLE.

(4) PROPOSED MAXIMUM AGGREGATE VALUE OF TRANSACTION: NOT APPLICABLE.

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(5) TOTAL FEE PAID: NOT APPLICABLE.

[] FEE PAID PREVIOUSLY WITH PRELIMINARY MATERIALS:

[] CHECK BOX IF ANY PART OF THE FEE IS OFFSET AS PROVIDED BY EXCHANGE ACT RULE 0-11(A)(2) AND IDENTIFY THE FILING FOR WHICH THE OFFSETTING FEE WAS PAID PREVIOUSLY. IDENTIFY THE PREVIOUS FILING BY REGISTRATION STATEMENT NUMBER, OR THE FORM OR SCHEDULE AND THE DATE OF ITS FILING.

(1) AMOUNT PREVIOUSLY PAID: NOT APPLICABLE.

(2) FORM, SCHEDULE OR REGISTRATION STATEMENT NO.: NOT APPLICABLE.

(3) FILING PARTY: NOT APPLICABLE.

(4) DATE FILED: NOT APPLICABLE.

GEORGESON SHAREHOLDER COMMUNICATIONS INC.

April 28, 2001

Dear Hercules Stockholder:

We are forwarding proxy materials from International Specialty Products ("ISP") pertaining to the 2001 Annual Meeting of Stockholders of Hercules Incorporated. Enclosed is ISP's Proxy Statement, dated March 23, 2001, ISP's April 28 letter to Hercules stockholders, and ISP's BLUE proxy card.

Please be advised that since the date of ISP's Proxy Statement, Hercules has postponed the Annual Meeting, originally scheduled to be held on April 26, changed the time and location of the meeting and established a new record date. The Annual Meeting is now scheduled to be held on Thursday, May 24, 2001, at 10:00 a.m., local time, at Hercules Incorporated, 500 Hercules Road, Wilmington, Delaware. Hercules stockholders of record as of April 12, 2001 will be entitled to vote at the Annual Meeting.

If you have any questions or need assistance voting your shares, please call us, toll-free, at (800) 223-2064.

Sincerely,

Georgeson Shareholder Communications Inc.