

W R GRACE & CO  
Form 8-K  
September 09, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) September 9, 2014 (August 1, 2014)

W. R. GRACE & CO.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

1-13953  
(Commission File Number)

65-0773649  
(IRS Employer Identification No.)

7500 Grace Drive  
Columbia, Maryland  
(Address of Principal Executive Offices)

21044  
(Zip Code)

(410) 531-4000  
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- 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))

W. R. GRACE & CO.  
FORM 8-K  
CURRENT REPORT

Item 1.01. Entry into a Material Definitive Agreement.

As previously disclosed in our Current Report on Form 8-K filed on August 1, 2014, W. R. Grace & Co. ("Grace"), W. R. Grace & Co.—Conn. ("Grace—Conn.") and the WRG Asbestos PI Trust (the "PI Trust") entered into an Obligation Termination Agreement on August 1, 2014 (the "Termination Agreement"), to terminate all of the obligations of Grace and Grace—Conn. under (i) the Deferred Payment Agreement (PI), dated as of February 3, 2014, by and between Grace—Conn. and the PI Trust, (ii) the Guarantee Agreement (PI), dated as of February 3, 2014, by and between Grace and the PI Trust, and, (iii) as applicable to the PI Trust, the Share Issuance Agreement, dated as of February 3, 2014, by and among Grace, the WRG Asbestos PD Trust and the PI Trust. A copy of the Termination Agreement is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

Item 7.01. Regulation FD Disclosure.

On September 9, 2014, Grace issued a press release (the "Press Release") announcing that Grace—Conn., its wholly-owned subsidiary, intends, subject to market and other conditions, to offer up to \$1.0 billion aggregate principal amount of notes due in 2021 and 2024 (the "notes") in a private offering. Grace expects to use the proceeds from the offering: (i) to terminate its obligations under the deferred payment agreement with the PI Trust for approximately \$632 million; (ii) to partially fund the settlement of the warrant issued to the PI Trust; (iii) to repay amounts outstanding under its revolving credit facility; (iv) to pay certain fees and expenses incurred in connection with the offering of the notes; and (v) for other general corporate purposes. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The notes and the related guarantees to be issued in the offering have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and will not be offered or sold absent registration or an applicable exemption from registration requirements. The Press Release is being "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Forward Looking Statements

This document contains, and our other public communications may contain, forward-looking statements, that is, information related to future, not past, events. Such statements generally include the words "believes," "plans," "intends," "targets," "will," "expects," "suggests," "anticipates," "outlook," "continues" or similar expressions. Forward-looking statements include, without limitation, expected financial positions; results of operations; cash flows; financing plans; business strategy; budgets; capital and other expenditures; competitive positions; growth opportunities for existing products; benefits from new technology and cost reduction initiatives, plans and objectives; and markets for securities. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act. Like other businesses, we are subject to risks and uncertainties that could cause our actual results to differ materially from our projections or that could cause other forward-looking statements to prove incorrect. Factors that could cause actual results to materially differ from those contained in the forward-looking statements include, without limitation: risks related to foreign operations, especially in emerging regions, including currency exchange rate changes; the cost and availability of raw materials and energy; the effectiveness of our research and development and growth investments; acquisitions and divestitures of assets and gains and losses from dispositions; developments affecting our funded and

unfunded pension obligations; our legal and environmental proceedings; costs of compliance with environmental regulation; and those factors set forth in our most recent Annual Report on Form 10-K, our quarterly reports on Form 10-Q and current reports on Form 8-K, which have been filed with the Securities and Exchange Commission and are readily available on the Internet at [www.sec.gov](http://www.sec.gov). Our reported results should not be considered as an indication of our future performance. Readers are cautioned not to place undue reliance on our projections and forward-looking statements, which speak only as of the date thereof. We undertake no obligation to publicly release any revisions to the projections and forward-looking statements contained in this document, or to update them to reflect events or circumstances occurring after the date of this document.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

In reviewing the agreements included as exhibits to this and other Reports filed by Grace with the Securities and Exchange Commission, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about Grace or other parties to the agreements. The agreements generally contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement. These representations and warranties:

-Are not statements of fact, but rather are used to allocate risk to one of the parties if the statements prove to be inaccurate;

-May have been qualified by disclosures that were made to the other parties in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;

-May apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and

-Were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and do not reflect more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

| Exhibit No. | Description of Exhibit                     |
|-------------|--|
| 10.1        | Termination Agreement dated August 1, 2014 |
| 99.1        | Press Release dated September 9, 2014      |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed by the undersigned, thereunto duly authorized.

W. R. GRACE & CO.  
(Registrant)

By /s/ Michael W. Conron

Michael W. Conron  
Assistant Secretary

Dated: September 9, 2014