

Edgar Filing: W R GRACE & CO - Form SC 13G/A

W R GRACE & CO  
Form SC 13G/A  
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Under the Securities Exchange Act of 1934

SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

WR Grace & co.

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(Name of Issuer)

Common Stock, \$.01 par value per share

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(Title of Class of Securities)

38388F108

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(CUSIP Number)

February 14, 2008

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

Page 1 of 2 Pages

SCHEDULE 13G

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CUSIP No. 38388F108

Page 2 of 2 Pages

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BRENCOURT ADVISORS, LLC EIN # 13-4137530

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5) SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 3,266,100

6) SHARED VOTING POWER  
0

7) SOLE DISPOSITIVE POWER  
3,266,100

8) SHARED DISPOSITIVE POWER  
0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,266,100

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.64%

12) TYPE OF REPORTING PERSON

IA

Schedule 13G

Item 1(a).

Name of Issuer: W R Grace & Co.

Item 1(b). Address of Issuer's Principal Executive Offices:

7500 GRACE DRIVE

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COLUMBIA MD 21044

Item 2(a). Name of Persons Filing:

Brencourt Advisors, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal office of Brencourt Advisors, LLC is:

600 Lexington Avenue  
8th Floor  
New York, NY 10022

Item 2(c). Citizenship:

Brencourt Advisors, LLC is a Delaware limited liability company

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value per share

Item 2(e). CUSIP Number:

46072H108

Item 3. If this statement is filed pursuant to ss.ss. 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or Dealer Registered Under Section 15 of the Act (15 U.S.C. 78o)
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c)  Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d)  Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e)  Investment Adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E)
- (f)  Employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company or control person in accordance with ss.240.13d-1(b)(ii)(G)
- (h)  Savings Association as defined in ss.3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i)  Church plan that is excluded from the definition of an investment company under ss.3(c)(15) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j)  Group, in accordance with ss.240.13d-1(b)(ii)(J)

Item 4. Ownership.

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- (a) Amount beneficially owned: 3,266,100
- (b) Percent of class: 4.64%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
3,266,100
  - (ii) Shared power to vote or to direct the vote:  
0
  - (iii) Sole power to dispose or to direct the disposition of:  
3,266,100
  - (iv) Shared power to dispose or to direct the disposition of:  
0

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(1) Percentages are based on 70,409,225 shares of Common Stock outstanding as of October 31, 2007 (as set forth on the Issuer's Form 10-Q, filed on November 08, 2007 with the Securities and Exchange Commission).

Item 5. [ ] Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

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After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated as of February 14, 2008

Brencourt Advisors, LLC

By: Michael Palmer  
Chief Financial Officer

By: /s/ Michael Palmer

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