

W R GRACE & CO  
Form S-8  
April 28, 2011

As filed with the Securities and Exchange Commission on April 28, 2011

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**W. R. GRACE & CO.**

(Exact name of Registrant as specified in its charter)

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

**65-0773649**  
(I.R.S. Employer  
Identification No.)

**7500 Grace Drive**  
**Columbia, Maryland 21044**

(Address of Principal Executive Offices, including Zip Code)

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**W. R. Grace & Co. 2011 Stock Incentive Plan**

(Full title of the plan)

**Mark A. Shelnitz**

**W. R. Grace & Co.**

**7500 Grace Drive**

**Columbia, Maryland 21044**

**(410) 531-4000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o  
(Do not check if a smaller reporting company)

Smaller reporting company  o

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share*	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock \$0.01 par value per share**	2,100,000 Shares***	\$ 40.70	\$ 85,470,000	\$ 9,930

\* Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(c) and (h) of the Securities Act. The proposed maximum offering price per share is based on the average of the high and low prices of W. R. Grace & Co. Common Stock as reported on the New York Stock Exchange, Inc. on April 25, 2011.

\*\* Includes, as to each share of Common Stock, a right, not currently exercisable or separately tradable, to purchase additional securities pursuant to the Registrant's Amended and Restated Rights Agreement.

\*\*\* Represents the maximum number of shares issuable under the Plan and also covers an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance under the Plan as a result of any future stock split, stock dividend or similar adjustment pursuant to Rule 416(a) under the Securities Act.



**PART I**

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Pursuant to the Securities Act of 1933, as amended ( Securities Act ) and the regulations thereunder, the document or documents containing the information specified in Part I of Form S-8 are not required to be filed with the Securities and Exchange Commission ( SEC ) as part of this Form S-8 Registration Statement and, therefore, are not set forth herein.

**PART II**

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the SEC by W. R. Grace & Co. ( Registrant ), are hereby incorporated by reference:

1. The Registrant's Annual Report on Form 10-K for the latest fiscal year for which such a report has been filed.
2. All other reports filed by the Registrant with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 ( Exchange Act ) since the end of the latest fiscal year for which an Annual Report on Form 10-K has been filed.
3. The description of the Registrant's Common Stock included under the caption Description of New Grace Capital Stock in the Registrant's Information Statement, dated February 13, 1998, included in a Registration Statement on Form 10 filed March 13, 1998 as amended by Amendment No. 1 to Form 10 filed March 25, 2008.

All reports and other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment hereto, which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

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For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained herein or in any

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other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such document or such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

The validity of the Common Stock offered hereby will be opined upon by Mark A. Shelnitz, Esq. Mr. Shelnitz is Vice President, General Counsel and Secretary of the Registrant, owns shares of the Registrant's Common Stock, and holds options to purchase shares of the Registrant's Common Stock under one or more of the Registrant's stock incentive plans. As an executive officer of the Registrant, Mr. Shelnitz is eligible to be granted securities pursuant to the W. R. Grace & Co. 2011 Stock Incentive Plan.

Item 6. Indemnification of Directors and Officers.

By-Laws: State Law.

Under its By-laws, the Registrant is empowered, to the fullest extent permitted by Delaware law, to indemnify its directors and officers. The By-laws provide that the Registrant will indemnify its directors and officers against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties, and amounts paid in settlement) resulting from various types of legal actions or proceedings if the actions of the party being indemnified meet the standards of conduct specified under Delaware law. Determinations concerning whether or not the applicable standards have been met can be made by (a) a disinterested majority of the Board of Directors, (b) independent legal counsel or (c) an affirmative vote of a majority of the voting power held by stockholders entitled to vote thereon.

Insurance.

The directors and officers of the Registrant are insured against losses arising from any claim against them as such for wrongful acts or omissions, subject to certain limitations.

Item 7. Exemption from Registration Claimed.

Not Applicable.

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### Item 8. Exhibits.

The following exhibits have been filed with this Registration Statement:

<b>Exhibit Number</b>	<b>Description</b>	<b>Location</b>
4.1	Restated Certificate of Incorporation of W. R. Grace & Co.	Exhibit 3.1 to Form 8-K (filed 4/8/98)
4.2	Amended and Restated By-laws of W. R. Grace & Co.	Exhibit 3.1 to Form 8-K (filed 2/27/09)
4.3	Amended and Restated Rights Agreement dated as of March 25, 2008 between W. R. Grace & Co. and Mellon Investor Services LLC, as Rights Agent	Exhibit 4.1 to Form 10/A (filed 3/25/08)
4.4	Order of Delaware Bankruptcy Court limiting certain transfers of Grace equity securities	Exhibit 4.2 to Form 10-K (filed 3/02/09)
4.5	2011 Stock Incentive Plan	Exhibit 10.1 to Form 8-K (filed 4/13/11)
4.6	Form of Stock Option Award	Exhibit 10.1 to Form 8-K (filed 4/13/11)
5.1	Opinion of Mark A. Shelnitz, Esq.	Filed herewith
23.1	Consent of Mark A. Shelnitz, Esq. (included in Exhibit 5.1)	Filed herewith
23.2	Consent of PricewaterhouseCoopers LLP	Filed herewith
24.1	Powers of Attorney	Filed herewith

### Item 9. Undertakings.

(1) The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously

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disclosed in the registration statement or any material change to such information in the registration statement;

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(2) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Columbia, Maryland.

W. R. GRACE & CO.

By: /s/ ALFRED E. FESTA  
Alfred E. Festa  
Chairman, President and Chief Executive Officer

Date: April 28, 2011

Pursuant to the requirements of the Securities Act of 1933 as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on April 28, 2011.

<b>Signature</b>	<b>Title</b>
J. F. Akers*	
H. F. Baldwin*	
R. C. Cambre*	
M. A. Fox*	Directors
J. J. Murphy*	
C. J. Steffen*	
M. E. Tomkins*	
T. A. Vanderslice*	
/s/ ALFRED E. FESTA Alfred E. Festa	President, Chairman, Chief Executive Officer and Director (Principal Executive Officer)
/s/ HUDSON LA FORCE III Hudson La Force III	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

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\* By signing his name hereto, Mark A. Shelnitz is signing this Registration Statement on behalf of each of the persons indicated above pursuant to powers of attorney duly executed by such persons and filed with the Securities and Exchange Commission.

By: /s/ MARK A. SHELNITZ  
Mark A. Shelnitz  
Attorney-in-Fact

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**Exhibit Index**

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