

W R GRACE & CO  
Form 8-K  
February 24, 2012

**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) **February 24, 2012**

**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)

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**(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**W. R. GRACE & CO.**

**FORM 8-K**

**CURRENT REPORT**

**Item 2.02. Results of Operations and Financial Condition.**

On February 24, 2012, Grace released certain pro forma financial information as of December 31, 2011 as Exhibit 99.1 to this Report (the Pro forma Financial Information ). Exhibit 99.1 to this Report is incorporated herein by reference. The Pro forma Financial Information updates certain pro forma financial information that Grace filed with the Delaware Bankruptcy Court on February 27, 2009. This information 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 of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Pro forma Financial Information as of December 31, 2011\*

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\* Not 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 of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**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/ HUDSON LA FORCE III  
Hudson La Force III  
Senior Vice President &  
Chief Financial Officer

Dated: February 24, 2012

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Pro forma Financial Information as of December 31, 2011

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