

W R GRACE & CO  
Form S-8 POS  
July 12, 2018

As filed with the Securities and Exchange Commission on July 12, 2018  
Registration No. 333-173785

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 2 TO  
  
FORM S-8  
  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

W. R. Grace & Co.  
(Exact Name of Registrant as Specified in its Charter)

Delaware 65-0773649  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

7500 Grace Drive  
Columbia, Maryland 21044  
(Address of Principal Executive Offices including zip code)

W. R. Grace & Co. 2011 Stock Incentive Plan  
W. R. Grace & Co. Amended and Restated 2011 Stock Incentive Plan  
(Full titles of the plans)

Mark A. Shelnitz  
Senior Vice President, General Counsel and Secretary  
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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

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

Accelerated filer

Smaller reporting company

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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DEREGISTRATION

On April 28, 2011, W. R. Grace & Co. (the "Company") filed Registration Statement on Form S-8 (Registration Statement No. 333-173785) (the "Registration Statement") registering 2,100,000 shares of the Company's Common Stock, par value \$0.01 per share (the "Common Stock") for issuance pursuant to the W. R. Grace & Co. 2011 Stock Incentive Plan (the "2011 Plan"). On May 1, 2013, the Company filed Post Effective Amendment No. 1 to the Registration Statement registering 800,000 additional shares of Common Stock of Common Stock for issuance pursuant to the W. R. Grace & Co. Amended and Restated 2011 Incentive Stock Plan (the "Amended and Restated 2011 Plan"). The Company is no longer issuing securities under the 2011 Plan or the Amended and Restated 2011 Plan. In accordance with the undertakings contained in Part II of the Registration Statement and Item 512 of Regulation S-K, the Company is filing this Post-Effective Amendment No. 2 to remove from registration all shares of the Common Stock that were registered under the Registration Statement and remain unissued.

ITEM 8. EXHIBITS.

The following exhibits have been filed with this Registration Statement:

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

|    |                   |
|----|-------------------|
| 24 | Power of Attorney |
|----|-------------------|

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Post-Effective Amendment No. 2 to the Company's Registration Statement on Form S-8 (Registration No. 333-173785) to be signed on its behalf by the undersigned, thereunto duly authorized, in Columbia, Maryland.

W. R. GRACE & CO.

By: /s/ A. E. Festa  
 A. E. Festa  
 Chairman and Chief Executive Officer

Date: July 12, 2018

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Company's Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

| Signature                                    | Title   | Date          |
|--|---|---------------|
| /s/ A. E. Festa<br>A. E. Festa               | Chairman and Chief Executive Officer<br>(Principal Executive Officer)                   | July 12, 2018 |
| /s/ Hudson La Force<br>Hudson La Force       | Director, President and Chief Operating Officer<br>(Acting Principal Financial Officer) | July 12, 2018 |
| /s/ William C. Dockman<br>William C. Dockman | Vice President and Controller<br>(Principal Accounting Officer)                         | July 12, 2018 |

| Signature           | Title       |
|---------------------|-------------|
| R. F. Cummings, Jr. | }           |
| J. Fasone Holder    | }           |
| D. H. Gulyas        | }           |
| J. N. Quinn         | } Directors |
| C. J. Steffen       | }           |
| M. E. Tomkins       | }           |
| S. Yanai            | }           |

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

Date: July 12, 2018



EXHIBIT INDEX

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