

QUAKER CHEMICAL CORP
Form S-8 POS
May 14, 2013

As filed with the Securities and Exchange Commission on May 14, 2013

Registration No. 333-104354

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

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

QUAKER CHEMICAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

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Pennsylvania
(State or Other Jurisdiction of
Incorporation or Organization)

23-0993790
(I.R.S. Employer
Identification No.)

One Quaker Park, 901 E. Hector Street

Conshohocken, Pennsylvania
(Address of Principal Executive Offices)

19428-2380
(Zip Code)

Quaker Chemical Corporation

2003 Director Stock Ownership Plan

(Full Title of the Plan)

Michael F. Barry

Chairman, Chief Executive Officer and President

Quaker Chemical Corporation

One Quaker Park

901 E. Hector Street

Conshohocken, Pennsylvania 19428-2380

(Name and Address of Agent for Service)

(610) 832-4000

(Telephone Number, Including Area Code, of Agent for Service)

Copy of all communications to:

Robert T. Traub, Esquire

General Counsel

Quaker Chemical Corporation

One Quaker Park

901 E. Hector Street

Conshohocken, Pennsylvania 19428-2380

(610) 832-4000

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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. (Check one):

| | | | |
|-------------------------|------------------------------------------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES

Quaker Chemical Corporation (the Registrant) registered 75,000 shares of its common stock, \$1.00 par value per share (Common Stock) (including associated stock purchase rights, which were available at the time of registration), for issuance under the Quaker Chemical Corporation 2003 Director Stock Ownership Plan (the 2003 Plan) pursuant to Registration Statement No. 333-104354 on Form S-8 filed with the Securities and Exchange Commission on April 7, 2003 (the Registration Statement). Upon shareholder approval of the Quaker Chemical Corporation 2013 Director Stock Ownership Plan (the 2013 Plan) at the Registrant's annual meeting of shareholders on May 8, 2013, the 2013 Plan replaced the 2003 Plan, and no further awards will be made under the 2003 Plan.

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement is being filed to deregister the 25,598 shares of Common Stock that have not been issued and are not subject to issuance pursuant to outstanding awards under the 2003 Plan as of the date of this Post-Effective Amendment No. 1. Accordingly, the Registrant hereby withdraws these 25,598 shares of Common Stock from registration under the Registration Statement.

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 Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Borough of Conshohocken, Commonwealth of Pennsylvania on this 14th day of May, 2013.

QUAKER CHEMICAL CORPORATION

By: /s/ Michael F. Barry
 Michael F. Barry
 Chairman of the Board, Chief Executive Officer,
 President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------------|---------------------------------------------------------|--------------|
| /s/ Michael F. Barry | Chairman, Chief Executive Officer, | May 14, 2013 |
| Michael F. Barry | President and Director (Principal Executive Officer) | |
| /s/ Margaret M. Loebel | Vice President, Chief Financial | May 14, 2013 |
| Margaret M. Loebel | Officer and Treasurer (Principal Financial Officer) | |
| /s/ George H. Hill | Global Controller (Principal | May 14, 2013 |
| George H. Hill | Accounting Officer) | |
| /s/ Joseph B. Anderson, Jr. | Director | May 14, 2013 |
| Joseph B. Anderson, Jr. | Director | |
| Patricia C. Barron | Director | |
| Donald R. Caldwell | | |
| /s/ Robert E. Chappell | Director | May 14, 2013 |
| Robert E. Chappell | | |
| /s/ William R. Cook | Director | May 14, 2013 |

William R. Cook

| | | |
|-----------------------|----------|--------------|
| /s/ Mark A. Douglas | Director | May 14, 2013 |
| Mark A. Douglas | | |
| /s/ Jeffrey D. Frisby | Director | May 14, 2013 |
| Jeffrey D. Frisby | | |
| /s/ Robert H. Rock | Director | May 14, 2013 |
| Robert H. Rock | | |