

OLIN CORP
Form SC 13D/A
September 21, 2015

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

OLIN CORPORATION

(Name of Issuer)

Common Stock, Par Value \$1 Per Share

(Title of Class of Securities)

680665205

(CUSIP Number)

Kevin J. O'Connor
Point72 Asset Management, L.P.
72 Cummings Point Road
Stamford, CT 06902
(203) 890-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 18, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 680665205

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1 NAME OF REPORTING PERSON

Point72 Asset Management, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 NUMBER OF SHARES ⁸ BENEFICIALLY OWNED BY EACH REPORTING ⁹ PERSON WITH	SOLE VOTING POWER 0 SHARED VOTING POWER 1,353,600 (see Item 5) SOLE DISPOSITIVE POWER 0
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10	SHARED DISPOSITIVE POWER 1,353,600 (see Item 5)
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
1,353,600 (see Item 5)

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.7% (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

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1 NAME OF REPORTING PERSON

Point72 Capital Advisors, Inc.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
1,353,600 (see Item 5)

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
1,353,600 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,353,600 (see Item 5)

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE
INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.7% (see Item 5)
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

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1 NAME OF REPORTING PERSON

Cubist Systematic Strategies, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
0

NUMBER OF SHARES8 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER
8,222 (see Item 5)

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
8,222 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,222 (see Item 5)

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE
INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 0.1% (see Item 5)
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

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1 NAME OF REPORTING PERSON

EverPoint Asset Management, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7

SOLE VOTING POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING
POWER
235,000 (see Item 5)

SOLE DISPOSITIVE
POWER
0

10

SHARED DISPOSITIVE
POWER
235,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
235,000 (see Item 5)

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE
INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.3% (see Item 5)
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

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CUSIP No. 680665205

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- 1 NAME OF REPORTING PERSON
 Rubric Capital Management, LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
 AF
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware
- | | |
|--|---|
| <p>7</p> <p>NUMBER
 OF
 SHARES⁸
 BENEFICIALLY
 OWNED
 BY
 EACH
 REPORTING
 PERSON
 WITH</p> | <p>SOLE VOTING POWER
 0</p> <p>SHARED VOTING
 POWER
 3,316,000 (see Item 5)</p> <p>SOLE DISPOSITIVE
 POWER
 0</p> |
| <p>10</p> | <p>SHARED DISPOSITIVE
 POWER
 3,316,000 (see Item 5)</p> |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
 PERSON
 3,316,000 (see Item 5)
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES (SEE

INSTRUCTIONS)

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.3% (see Item 5)
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

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1 NAME OF REPORTING PERSON

Steven A. Cohen

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 0 SHARED VOTING POWER 4,912,822 (see Item 5) SOLE DISPOSITIVE POWER 0
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10	SHARED DISPOSITIVE POWER 4,912,822 (see Item 5)
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
4,912,822 (see Item 5)

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE
INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.3% (see Item 5)
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

Preliminary Note. Pursuant to Rule 13d-2 promulgated under the Act, this amendment to Schedule 13D (this “Amendment No. 3”) amends the Schedule 13D filed on July 2, 2015 (the “Original Schedule 13D”), as amended on July 10, 2015 (“Amendment No. 1”) and July 21, 2015 (“Amendment No. 2”) (the Original Schedule 13D, Amendment No. 1, Amendment No. 2 and this Amendment No. 3 are collectively referred to herein as the “Schedule 13D”). Capitalized terms used but not defined in this Amendment No. 3 shall have the meanings given them in the Original Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

The Portfolio Funds expended an aggregate of approximately \$125,985,169.51 of investment capital to purchase the 4,912,822 shares of Common Stock reported hereby. Such transactions were effected in open market purchases in the ordinary course of business and are held by the Portfolio Funds in commingled margin accounts, maintained at Goldman Sachs & Co., Credit Suisse First Boston, Morgan Stanley & Co. and Citigroup, which may extend margin credit to the Portfolio Funds as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules and credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the account. The margin accounts may from time to time have debit balances. Since other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the shares of Common Stock reported herein.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended to include the following:

The Reporting Persons acquired the Common Stock in the transactions reported in this Amendment No. 3 for investment purposes, in the ordinary course of business, and not with the purpose nor with the effect of changing or influencing the control or management of the Issuer and without any agreement with any third party to act together for the purpose of acquiring, holding, voting or disposing of equity securities of the Issuer.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

(a) As of the close of business on September 18, 2015, the Reporting Persons beneficially owned an aggregate of 4,912,822 shares of Common Stock, representing approximately 6.3% of the shares of Common Stock outstanding. The percentages used herein are based upon 77,527,437 shares of Common Stock reported to be outstanding, as of August 5, 2015, by the Issuer on the Prospectus–Offer to Exchange on Form 424B3 filed with the Securities Exchange Commission on September 2, 2015.

Point72 Asset Management, Point72 Capital Advisors Inc., Cubist Systemic Strategies, EverPoint Asset Management, Rubric Capital Management and Mr. Cohen own directly no shares of Common Stock. Pursuant to an investment management agreement, Cubist Systematic Strategies maintains investment and voting power with respect to the securities held by certain investment funds it manages. Pursuant to an investment management agreement, EverPoint Asset Management maintains investment and voting power with respect to the securities held by certain investment funds it manages. Pursuant to an investment management agreement, Rubric Capital Management maintains investment and voting power with respect to the securities held by certain investment funds it manages. Mr. Cohen controls each of Point72 Capital Advisors Inc., Cubist Systematic Strategies, EverPoint Asset Management and Rubric Capital Management. By reason of the provisions of Rule 13d-3 of the Act, as amended, each of (i) Point72 Asset Management, Point72 Capital Advisors Inc. and Mr. Cohen may be deemed to beneficially own 1,353,600 shares of Common Stock (constituting approximately 1.7% of the shares of Common Stock outstanding); (ii) Cubist Systematic Strategies and Mr. Cohen may be deemed to beneficially own 8,222 shares of Common Stock (constituting less than 0.1% of the shares of Common Stock outstanding); (iii) EverPoint Asset Management and Mr. Cohen may be deemed to beneficially own 235,000 shares of Common Stock (constituting approximately 0.3% of the shares of Common Stock outstanding); and (iv) Rubric Capital Management and Mr. Cohen may be deemed to beneficially own 3,316,000 shares of Common Stock (constituting approximately 4.3% of the shares of Common Stock outstanding).

(b) None of the Reporting Persons has sole power to vote or direct the vote or sole power to dispose or direct the disposition of shares of Common Stock.

(i) Point72 Asset Management has shared power to vote or direct the vote and shared power to dispose or direct the disposition of the 1,353,600 shares of Common Stock, constituting 1.7% of such class of securities;

(ii) Point72 Capital Advisors Inc. has shared power to vote or direct the vote and shared power to dispose or direct the disposition of the 1,353,600 shares of Common Stock, constituting 1.7% of such class of securities;

(iii) Cubist Systematic Strategies has shared power to vote or direct the vote and shared power to dispose or direct the disposition of the 8,222 shares of Common Stock, constituting less than 0.1% of such class of securities;

(iv) EverPoint Asset Management has shared power to vote or direct the vote and shared power to dispose or direct the disposition of the 235,000 shares of Common Stock, constituting 0.3% of such class of securities;

(v) Rubric Capital Management has shared power to vote or direct the vote and shared power to dispose or direct the disposition of the 3,316,000 shares of Common Stock, constituting 4.3% of such class of securities; and

(vi) Steven A. Cohen has shared power to vote or direct the vote and shared power to dispose or direct the disposition of the 4,912,822 shares of Common Stock, constituting 6.3% of such class of securities.

(c) Information concerning transactions in the shares of Common Stock effected by the Portfolio Funds since the filing of Amendment No. 2 is set forth in Schedule A hereto and is incorporated herein by reference. All of such transactions were effected in open market transactions through various brokerage entities on the New York Stock Exchange.

(d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock directly beneficially owned by the Portfolio Funds.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

Other than as described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons and any other person with respect to the securities of the Issuer.

The Portfolio Funds may, from time to time, enter into and dispose of cash-settled equity swaps, contracts or other similar derivative contracts with one or more counterparties that are based upon the value of shares of Common Stock, which transactions may be significant in amount. The profit, loss and/or return on such contracts may be wholly or partially dependent on the market value of the shares of Common Stock, the relative value of shares of Common Stock in comparison to one or more other financial instruments, indexes or securities, a basket or group of securities in which shares of Common Stock may be included, or a combination of any of the foregoing. The Portfolio Funds currently have short exposure to an aggregate of 8,720 shares of Common Stock through such contracts. In addition to the shares of Common Stock reported herein, the Portfolio Funds currently have long exposure to an aggregate of 32,406 shares of Common Stock through such contracts. These contracts do not give the Reporting Persons, or the Portfolio Funds, direct or indirect voting, investment or dispositive control over any securities of the Issuer. Accordingly, the Reporting Persons disclaim any beneficial ownership in any securities that may be referenced in such contracts or that may be held from time to time by any counterparties to such contracts.

Item 7. Material to be filed as Exhibits.

1. Schedule A - Trading History

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct.

Dated: September 21, 2015

POINT72 ASSET MANAGEMENT, L.P.

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

POINT72 CAPITAL ADVISORS, INC.

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

CUBIST SYSTEMATIC STRATEGIES, LLC

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

EVERPOINT ASSET MANAGEMENT, LLC

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

RUBRIC CAPITAL MANAGEMENT, LLC

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

STEVEN A. COHEN

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

