

CABOT CORP  
Form S-8 POS  
January 18, 2012

As filed with the Securities and Exchange Commission on January 18, 2012

Registration No. 333- 177176

**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*

**CABOT CORPORATION**  
(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)  
  
**Two Seaport Lane**  
  
**Suite 1300**  
  
**Boston, MA**  
(Address of Principal Executive Offices)

**04-2271897**  
(I.R.S. Employer  
Identification No.)  
  
**02210**  
(Zip Code)

**Cabot Retirement Savings Plan**  
**Cabot Supplemental Retirement Savings Plan**  
(Full Title of the Plans)

**Brian A. Berube, Esq.**  
**Vice President and General Counsel**  
**Two Seaport Lane**  
**Suite 1300**  
**Boston, MA 02210**  
(Name and Address of Agent For Service)

**617-345-0100**  
(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

Accelerated filer

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

Smaller reporting company



**EXPLANATORY NOTE**

This post-effective amendment is being filed to clarify that the registered shares may also be issued under the Cabot Supplemental Retirement Savings Plan as employer matching contributions.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel**

The validity of the securities has been passed upon by Brian A. Berube, the registrant's Vice President and General Counsel. At the time of rendering his opinion, Mr. Berube had a beneficial ownership interest in 81,897 shares of the registrant's common stock. It is anticipated that additional shares will be issued to Mr. Berube pursuant to the registrant's equity incentive and employee benefit plans.

**Item 8. Exhibits**

The exhibit index immediately preceding the exhibits is incorporated herein by reference.

**SIGNATURES**

**The Registrant.** 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in Boston, Massachusetts on this 17th day of January, 2012.

CABOT CORPORATION

By: /s/ Patrick M. Prevost  
 Patrick M. Prevost  
 President and Chief Executive Officer

**The Plan.** Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Boston, Massachusetts on this 17th day of January, 2012.

CABOT RETIREMENT SAVINGS PLAN

By: /s/ Robby D. Sisco  
 Robby D. Sisco  
 Vice President

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Patrick M. Prevost Patrick M. Prevost	President, Chief Executive Officer and Director (Principal executive officer)	January 17, 2012
/s/ Eduardo E. Cordeiro Eduardo E. Cordeiro	Executive Vice President and Chief Financial Officer (Principal financial officer)	January 17, 2012
/s/ James P. Kelly James P. Kelly	Vice President and Controller (Principal accounting officer)	January 17, 2012
* John F. O'Brien	Director, Non-Executive Chairman of the Board	January 17, 2012
* John S. Clarkeson	Director	January 17, 2012

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Juan Enriquez-Cabot	*	Director	January 17, 2012
Gautam S. Kaji	*	Director	January 17, 2012
Roderick C.G. MacLeod	*	Director	January 17, 2012
Henry F. McCance	*	Director	January 17, 2012
John K. McGillicuddy	*	Director	January 17, 2012

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Sue H. Rataj	*	Director	January 17, 2012
Ronaldo H. Schmitz	*	Director	January 17, 2012
Lydia W. Thomas	*	Director	January 17, 2012
Mark S. Wrighton	*	Director	January 17, 2012

By: /s/ Brian A. Berube  
Attorney-in-fact

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Brian A. Berube as to the legality of the securities.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Brian A. Berube (contained in Exhibit 5.1).
24	Power of attorney (previously filed).