

OLIN CORP  
Form 8-K  
August 09, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): August 9, 2012**

**OLIN CORPORATION**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or Other Jurisdiction of  
Incorporation)

**1-1070**  
(Commission File  
Number)

**13-1872319**  
(IRS Employer  
Identification No.)

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**190 Carondelet Plaza, Suite 1530**

**Clayton, MO**  
(Address of principal executive offices)

**(314) 480-1400**

**63105-3443**  
(Zip Code)

(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):

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

**Item 7.01. Regulation FD Disclosure**

In accordance with General Instruction B.2. of Form 8-K, the following information shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended. Olin disclaims any intention or obligation to update or revise this information.

Attached as Exhibit 99.1 and incorporated herein by reference, is a copy of Olin's press release dated August 9, 2012, announcing the pricing of its offering of \$200 million in aggregate principal amount of Senior Notes due 2022 (the Senior Notes). The Senior Notes will mature on August 15, 2022, will have an interest rate of 5.50% per annum and will be issued at 100% of par value. Interest will be paid semi-annually on the 15th day of February and August, beginning February 15, 2013. The Senior Notes will be sold pursuant to Olin's shelf registration statement on file with the Securities and Exchange Commission. The managing underwriters and joint book-running managers for the transaction are Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and Wells Fargo Securities, LLC. Proceeds from the Senior Notes are expected to be used to pay a portion of the purchase price for the acquisition of K. A. Steel Chemicals Inc.

**Item 9.01. Financial Statements and Exhibits**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>       |
|--------------------|-------------------------------------|
| 99.1               | Press Release dated August 9, 2012. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OLIN CORPORATION

By: /s/ George H. Pain  
Name: George H. Pain

Title: Senior Vice President,

General Counsel and Secretary

Date: August 9, 2012

**EXHIBIT INDEX**

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