

W R GRACE & CO  
Form S-8 POS  
February 23, 2017

As filed with the Securities and Exchange Commission on February 23, 2017  
Registration No. 333-37024

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

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 21044-4098  
(Address of Principal Executive Offices including zip code)

W. R. Grace & Co. 2000 Stock Incentive Plan  
(Full Title of the Plan)

Mark A. Shelnitz  
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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

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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

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DEREGISTRATION

On May 12, 2000, W. R. Grace & Co. (the "Corporation") filed Registration Statement on Form S-8 (Registration Statement No. 33-37024) (the "Registration Statement") registering 8,000,000 shares (the "Shares") of the Corporation's Common Stock, par value \$0.01 per share (the "Common Stock") for issuance pursuant to the W. R. Grace & Co. 2000 Stock Incentive Plan (the "Plan"). The Corporation is no longer issuing securities under the Plan. In accordance with the undertakings contained in Part II of the Registration Statement and Item 512 of Regulation S-K, the Corporation is filing this Post-Effective Amendment No. 1 to remove from registration all Shares that were registered under the Registration Statement and remain unissued under the Plan.

ITEM 8. EXHIBITS.

The following exhibits have been filed with this Registration Statement:

Exhibit Number	Description
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24	Power of Attorney
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Corporation certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Corporation's Registration Statement on Form S-8 (Registration No. 333-37024) to be signed on its behalf by the undersigned, thereunto duly authorized, in Columbia, Maryland on this 23<sup>rd</sup> day of February 2017.

W. R. GRACE & CO.

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

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Corporation'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/ Alfred E. Festa Alfred E. Festa	Chairman and Chief Executive Officer (Principal Executive Officer)	February 23, 2017
/s/ Thomas E. Blaser Thomas E. Blaser	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 23, 2017
/s/ William C. Dockman William C. Dockman	Vice President and Controller (Principal Accounting Officer)	February 23, 2017

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

By: /s/ Mark A. Shelnitz  
 Mark A. Shelnitz February 23, 2017  
 Attorney-in-Fact

EXHIBIT INDEX

Exhibit  
Description  
Number

24 Power of Attorney