

STEPAN CO  
Form 8-K  
September 10, 2014

---

**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): 09/05/2014**

**STEPAN COMPANY**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-4462**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**36-1823834**  
(IRS Employer  
Identification No.)

**Edens and Winnetka Road, Northfield, Illinois 60093**  
(Address of principal executive offices, including zip code)

**(847)446-7500**  
(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:

- 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On September 5, 2014, Stepan Company (the "Company") entered into a consulting agreement (the "Agreement") with John V. Venegoni, who is retiring as the Company's Vice President and General Manager, Surfactants, effective September 5, 2014. Under this Agreement, Mr. Venegoni will provide consulting services relating to the Company's business, specifically its surfactants division. The Agreement is effective September 5, 2014, and provides for a term to end on December 31, 2015, unless earlier terminated in accordance with its terms, and may be extended from time to time by mutual agreement of the parties. Under the terms of the Agreement, Mr. Venegoni will receive a fee of \$60,000 to be paid in full no later than March 31, 2015, and may earn a success fee of \$60,000 payable in 2015 if certain strategic objectives are achieved. A copy of the Agreement is attached as Exhibit 10.1 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit Number: 10.1

Description: Consulting Agreement dated September 5, 2014, by and between Stepan Company and John V. Venegoni

---

**SIGNATURES**

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.

STEPAN COMPANY

Date: September 08, 2014

By: /s/ H. Edward Wynn

---

H. Edward Wynn  
Secretary

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-10.1	Consulting Agreement dated September 5, 2014, by and between Stepan Company and John V. Venegoni