

W R GRACE & CO  
Form 8-K  
May 15, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) May 15, 2017

W. R. GRACE & CO.  
(Exact name of registrant as specified in its charter)

|  |                             |  |
|--|-----------------------------|--|
| Delaware                                       | 1-13953                     | 65-0773649                                 |
| (State or other jurisdiction of incorporation) | (Commission<br>File Number) | (IRS<br>Employer<br>Identification<br>No.) |

7500 Grace Drive  
Columbia, Maryland 21044  
(Address of principal executive offices) (Zip Code)

(410) 531-4000  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 7.01. Regulation FD Disclosure.

The following information is furnished pursuant to Item 7.01 of Form 8-K.

W. R. Grace & Co. (“Grace”) has prepared presentation materials (the “Presentation”) that management intends to use from time to time on or after May 15, 2017, in presentations about Grace’s operations and performance. Grace may use the Presentation, possibly with modifications, in presentations to current and potential investors, lenders, creditors, business partners, acquisition candidates, asset sellers, vendors, customers, employees and others with an interest in Grace and its business.

The information contained in the Presentation is summary information that should be considered in the context of Grace’s filings with the Securities and Exchange Commission and other public announcements that Grace may make by press release or otherwise from time to time. The Presentation speaks as of the date of this Report. While Grace may elect to update the Presentation in the future to reflect events and circumstances occurring or existing after the date of this Report, Grace specifically disclaims any obligation to do so.

By furnishing this Current Report on Form 8-K and furnishing the Presentation, Grace makes no admission as to the materiality of any information in this Report, including without limitation the Presentation. The Presentation may contain forward-looking statements. See Page 2 of the Presentation for a discussion of certain forward-looking statements that may be included therein and the risks and uncertainties related thereto.

The Presentation is furnished as Exhibit 99.1 to this Report and is incorporated herein by reference. The information set forth in this Report, including without limitation the Presentation, is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as may be expressly set forth by specific reference in such a filing.

The Presentation is available on the Grace website at [www.grace.com](http://www.grace.com) and a hard copy may be obtained free of charge by contacting Grace Shareholder Services at 410-531-4167. Materials on the Grace website are not part of or incorporated by reference into this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Description  
99.1 Presentation\*

\* Not “filed” for purposes of Section 18 of the Exchange Act or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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, thereunto duly authorized.

W. R. GRACE & CO.  
(Registrant)

By/s/ Thomas E. Blaser  
Thomas E. Blaser  
Senior Vice President and Chief Financial Officer

Dated: May 15, 2017