

40 North Latitude Fund LP

Form 3

December 10, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

40 North Latitude Fund LP

(Last) (First) (Middle)

9 WEST 57TH STREET, 30TH
FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/06/2018

3. Issuer Name and Ticker or Trading Symbol
W R GRACE & CO [GRA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, \$0.01 par value

6,698,975

I

By 40 North Latitude Master
Fund Ltd. (1) (2) (3)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
40 North Latitude Fund LP 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019	^	^ X	^	^
40 NORTH LATITUDE MASTER FUND LTD. 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019	^	^ X	^	^
40 NORTH GP III LLC 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019	^	^ X	^	^
WINTER DAVID S. 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019	^	^ X	^	^
MILLSTONE DAVID J. 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019	^	^ X	^	^
40 North Management LLC 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019	^	^ X	^	^

Signatures

40 North Latitude Fund LP, By: 40 North GP III LLC, By: /s/ David S. Winter, Principal, and /s/ David J. Millstone, Principal	12/10/2018
**Signature of Reporting Person	Date
40 North Latitude Master Fund Ltd., By: /s/ David S. Winter, Director, and /s/ David J. Millstone, Director	12/10/2018
**Signature of Reporting Person	Date
40 North GP III LLC, By: /s/ David S. Winter, Principal, and /s/ David J. Millstone, Principal	12/10/2018
**Signature of Reporting Person	Date
/s/ David S. Winter	12/10/2018
**Signature of Reporting Person	Date

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/s/ David J. Millstone

12/10/2018

__Signature of Reporting Person

Date

40 North Management LLC, By: /s/ David S. Winter, Principal, and /s/ David J. Millstone,
Principal

12/10/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) In addition to 40 North Latitude Fund LP, a Delaware limited partnership ("40 North Latitude Feeder"), this Form 3 is being filed jointly by 40 North Latitude Master Fund Ltd., a Cayman Islands exempted company incorporated with limited liability ("40 North Latitude Master"), 40 North GP III LLC, a Delaware limited liability company ("40 North GP III"), David S. Winter, an American citizen, David J. Millstone, an American citizen, and 40 North Management LLC, a Delaware limited liability company ("40 North Management," and all of the foregoing, collectively, the "Reporting Persons"), each of whom has the same business address as 40 North Latitude Feeder.

(2) The securities reported on this Form 3 (the "Subject Securities") are held directly by 40 North Latitude Master, for which 40 North Latitude Feeder serves as a feeder fund. 40 North GP III is the general partner of 40 North Latitude Feeder, and Messrs. Winter and Millstone are the principals of 40 North GP III. 40 North Management is the investment adviser to 40 North Latitude Feeder and 40 North Latitude Master.

(3) 40 North Latitude Master and 40 North Latitude Feeder, as pooled investment vehicles with direct and indirect holdings, respectively, in the Subject Securities; 40 North GP III, as the general partner of 40 North Latitude Feeder; and Messrs. Winter and Millstone, as the principals of 40 North GP III; in each case, may be deemed to beneficially own the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As an investment adviser eligible to receive only an asset-based fee in respect of the Subject Securities, 40 North Management does not beneficially own any Subject Securities for purposes of Rule 16a-1(a)(2) under the Exchange Act. Each of the Reporting Persons disclaims beneficial ownership of the Subject Securities except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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