

DOW CHEMICAL CO /DE/  
Form S-8 POS  
October 30, 2013

**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***

**THE DOW CHEMICAL COMPANY**

**(a Delaware corporation)**

**Executive Offices 2030 Dow Center**

**Midland, Michigan 48674**

**(Name, state of incorporation and address of principal executive office of registrant)**

**I.R.S. Employer Identification No. 38-1285128**

**THE DOW CHEMICAL COMPANY**  
**2003-2013 EMPLOYEES STOCK PURCHASE PLAN**

**(Full title of the plan)**

**Charles J. Kalil**

**Executive Vice President, General Counsel**

**and Corporate Secretary**

**THE DOW CHEMICAL COMPANY**

**2030 Dow Center**

**Midland, Michigan 48674**

**(Name and address of agent for service)**

**Telephone: (989) 636-1000**

This Post-Effective Amendment No. 1 is being filed to amend Registration Statement No. 333-177658 on Form S-8 pursuant to which the Registrant registered 12,000,000 shares of its Common Stock, par value \$2.50 per share (the Stock ), for sale through the 2012 tranche of The Dow Chemical Company 2003-2013 Employees Stock Purchase Plan (the Plan ). After the Registration Statement was filed and became effective, eligible employees purchased 6,540,636 shares of the Stock under the provisions of the Plan. Accordingly, the Registrant hereby deregisters the remaining 5,459,364 shares of the Stock by filing this Post-Effective Amendment No. 1 to amend Registration Statement No. 333-177658.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this amendment to Registration Statement No. 333-177658 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, State of Michigan, on October 30, 2013.

THE DOW CHEMICAL COMPANY  
(Registrant)

By: /s/ RONALD C. EDMONDS  
Ronald C. Edmonds  
Vice President and Controller