

W R GRACE & CO  
Form SC 13D/A  
February 09, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)**

**W. R. GRACE & CO.**

**(Name of Issuer)**

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**

**(Title of Class of Securities)**

**38388F108**

**(CUSIP Number)**

**James C. Melville**

**Kaplan, Strangis and Kaplan, P.A.**

**5500 Wells Fargo Center**

**90 South Seventh Street**

**Minneapolis, MN**

**(612) 375-1138**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**February 3, 2015**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 38388F108

1. Names of reporting persons.

I.R.S. Identification Nos. of above persons (entities only)

WRG Asbestos PI Trust

FEIN: 46-4488430

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

reporting 0

9. Sole dispositive power

person

with 0

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

0

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

0%

14. Type of reporting person (see instructions)

OO

CUSIP No. 38388F108

1. Names of reporting persons.

I.R.S. Identification Nos. of above persons (entities only)

Trust Advisory Committee, appointed under the WRG Asbestos PI Trust Agreement, dated February 3, 2014

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

7. Sole voting power

Number of

shares

0

beneficially

8. Shared voting power

owned by

0

each

9. Sole dispositive power

reporting

person

0

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

0

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

0%

14. Type of reporting person (see instructions)

OO

CUSIP No. 38388F108

1. Names of reporting persons.

I.R.S. Identification Nos. of above persons (entities only)

Roger Frankel, in his capacity as the Asbestos PI Future Claimants Representative under the WRG Asbestos PI Trust Agreement, dated February 3, 2014.

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

United States

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

reporting 9. Sole dispositive power

person

with 0

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

0

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

0%

14. Type of reporting person (see instructions)

IN



This Amendment No. 3 to Schedule 13D (this Amendment) relates to the Common Stock, par value \$0.01 per share (the Common Stock), of W. R. Grace & Co., a Delaware corporation (the Issuer or WRG). This Amendment is being filed by each of the Reporting Persons to amend the Schedule 13D which was originally filed on February 11, 2014, and amended on August 8, 2014 and September 18, 2014 (as amended, the Schedule 13D). Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

This Amendment is being filed to amend Items 3 and 5 of the Schedule 13D as set forth below.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On February 2, 2015, the Trust delivered notice pursuant to Section 1 of the Warrant Implementation Agreement to elect to compel WRG to purchase the Warrants from the Trust. On February 3, 2015, (i) an assignment of the Warrants by the Trust to WRG was effected through the warrant agent and (ii) the Trust received payment from WRG of \$490,000,000, in full satisfaction of WRG's obligations to pay the purchase price under the Warrant Implementation Agreement.

**Item 5. Interest in Securities of the Issuer**

Each of Item 5(a) and Item 5(b) of the Schedule 13D is hereby amended and replaced in its entirety with the following:

Following the transactions described in the last paragraph of Item 3 hereof, the Trust, the TAC and the FCR no longer beneficially own any shares of Common Stock of WRG.

Item 5(e) of the Schedule 13D is hereby amended and replaced in its entirety with the following:

As of February 3, 2015, the Reporting Persons ceased to be the beneficial owners of more than five percent of the shares of Common Stock outstanding.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2015

**WRG ASBESTOS PI TRUST**

/s/ Harry Huge  
Harry Huge, Trustee

/s/ Lewis Sifford  
Lewis Sifford, Trustee

/s/ Dean M. Trafelet  
Dean M. Trafelet, Trustee

**TRUST ADVISORY COMMITTEE**

/s/ Russell W. Budd  
Russell W. Budd

/s/ John D. Cooney  
John D. Cooney

/s/ Steven Kazan  
Steven Kazan

/s/ Joseph F. Rice  
Joseph F. Rice

/s/ Perry Weitz  
Perry Weitz

**FUTURE CLAIMANTS**

**REPRESENTATIVE**, under the WRG  
Asbestos PI Trust Agreement

/s/ Roger Frankel  
Roger Frankel