

W R GRACE & CO  
Form 8-K  
March 02, 2009

**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) **February 27, 2009**

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

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-13953**  
(Commission File Number)

**65-0773649**  
(IRS Employer Identification No.)

**7500 Grace Drive  
Columbia, Maryland**  
(Address of Principal Executive Offices)

**21044**  
(Zip Code)

**(410) 531-4000**

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(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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W. R. GRACE & CO.

FORM 8-K

CURRENT REPORT

**Item 8.01. Other Events.**

On February 27, 2009, W. R. Grace & Co. and its debtor subsidiaries (the Debtors ) filed a proposed amended joint plan of reorganization (the Joint Plan ), a proposed disclosure statement in support of the Joint Plan (the Disclosure Statement ) and certain proforma and prospective financial information with the Delaware Bankruptcy Court. The Disclosure Statement and proforma and prospective financial information have been prepared in accordance with Section 1125 of the United States Bankruptcy Code and Rule 3016 of the Federal Rules of Bankruptcy Procedure.

The Official Committee of Asbestos Personal Injury Claimants, the legal representative of future asbestos personal injury claimants and the Official Committee of Equity Security Holders (the Joint Proponents ) are joint proponents of the Joint Plan; however, the Official Committee of Unsecured Creditors, the Official Committee of Asbestos Property Damage Claimants and the legal representative of future asbestos property damage claimants are not proponents of the Joint Plan.

The Joint Plan and the Disclosure Statement and the exhibits thereto amend the proposed Joint Plan of Reorganization and Disclosure Statement filed by the Debtors and the Joint Proponents on September 19, 2008 and previously amended on December 18, 2008 and February 3, 2009.

The Joint Plan has been filed as Exhibit 2.2 to the Grace Annual Report on Form 10-K as filed with the Securities and Exchange Commission on March 2, 2009. Copies of the Disclosure Statement and proforma and prospective financial information are furnished as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K. The Disclosure Statement (Exhibit 99.1) and proforma and prospective financial information (Exhibit 99.2) are 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, or the Exchange Act, except as may be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Proposed Disclosure Statement for Proposed Joint Plan of Reorganization of W. R. Grace & Co. and its debtor subsidiaries dated February 27, 2009.\*

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99.2 Proforma and Prospective Financial Information.\*

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\* Not 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, 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 by the undersigned, thereunto duly authorized.

W. R. GRACE & CO.  
(Registrant)

By

/s/ Mark A. Shelnitz  
Mark A. Shelnitz  
Secretary

Dated: March 2, 2009

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Proposed Disclosure Statement for Proposed Joint Plan of Reorganization of W. R. Grace & Co. and its debtor subsidiaries dated February 27, 2009.
99.2	Proforma and Prospective Financial Information.