

Chemtura CORP  
Form 8-K  
May 18, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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 18, 2006 (May 12, 2006)

Chemtura Corporation  
(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>1-15339</u> (Commission file number)	<u>52-2183153</u> (IRS employer identification number)
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<u>199 Benson Road, Middlebury, Connecticut</u> (Address of principal executive offices)	<u>06749</u> (Zip Code)
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(203) 573-2000

(Registrant's telephone number, including area code)

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))

Item 1.01 Entry into a Material Definitive Agreement

On May 15, 2006, Chemtura Corporation announced that it completed the sale of its Industrial Water Additives business to an affiliate of Close Brothers Private Equity LLP ("Close Brothers"), a U.K. firm. In connection with the transaction the Company received \$85 million in cash which will be used primarily for debt reduction. Excluded from the sale is the LiquiBrom product line and no facilities were included in the transaction. The Company will continue to manufacture products in its Adrian, Michigan and Trafford Park, U.K. facilities and sell to the purchaser via supply agreements. BWA Water Additives, a Close Brothers affiliate, will act as distributor for the LiquiBrom product line. There will be no gain or loss booked on the transaction, which is expected to be dilutive to earnings by \$0.01 in 2006 and \$0.02 in 2007. Industrial Water Additives had pro forma 2005 revenues of approximately \$80 million, excluding the LiquiBrom line.

A copy of the Sale and Purchase Agreement dated as of May 12, 2006, by and among Chemtura Corporation, various subsidiaries of Chemtura Corporation and MCAW Group Limited, is attached hereto as Exhibit 10.1 and is incorporated by reference herein

Item 9.01 Financial Statements and Exhibits.

\* \* \*

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.1	Sale and Purchase Agreement dated as of May 12, 2006, by and among Chemtura Corporation, various subsidiaries of Chemtura Corporation and MCAW Group Limited

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 hereunto duly authorized.

Chemtura Corporation

(Registrant)

By: /s/ Barry J. Shainman  
Name: Barry J. Shainman

Title: Vice President and Secretary

Date: May 18, 2006

Exhibit Index

Exhibit Number

Exhibit Description

10.1

Sale and Purchase Agreement dated as of May 12, 2006, by and among Chemtura Corporation, various subsidiaries of Chemtura Corporation and MCAW Group Limited

mitted by Regulation S-T Rule 101(b)(1):

	V	Amount	1. Title of Security (Instr. 3) (A) or (D)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	Price	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. N of In Ben Owr (Ins
non			S <sup>(1)</sup>	11/28/2012	12,370	D	\$ 31.32	74,114 D			
non			S <sup>(1)</sup>	11/28/2012	815	D	\$ 31.32	5,733 I By GRAT			
non			S <sup>(1)</sup>	11/28/2012	815	D	\$ 31.32	12,265 I By GRAT			
non			S <sup>(1)</sup>	11/29/2012	10,602	D	\$ 31.82	63,512 D			
non			S <sup>(1)</sup>	11/29/2012	699	D	\$ 31.82	5,034 I By GRAT			
non			S <sup>(1)</sup>	11/29/2012	699	D	\$ 31.82	11,566 I By GRAT			
non								124,376 I		By Revocable Trust	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 3A. Deemed Execution Date, if any (Month/Day/Year), 4. Transaction Code (Instr. 8), 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5), 6. Date Exercisable and Expiration Date (Month/Day/Year), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned Following Transaction(s) (Instr. 4), 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4). Includes sub-headers: Date Exercisable, Expiration Date, Title, Amount or Number of Shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationships sub-columns: Director, 10% Owner, Officer, Other. Entry: LUTHER JON L, C/O DUNKIN' BRANDS GROUP, INC., 130 ROYALL STREET, CANTON, MA 02021, X.

Signatures

/s/ Richard Emmett, as attorney-in-fact for Jon L. Luther 11/30/2012. \*\*Signature of Reporting Person Date

Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 08/15/2011. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.06 to \$31.67, inclusive. The reporting person undertakes to provide Dunkin' Brands Group, Inc., any security holder of Dunkin' Brands Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.50 to \$31.95, inclusive. The reporting person undertakes to provide Dunkin' Brands Group, Inc., any security holder of Dunkin' Brands Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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n="top" width="40%">

Date:

January 8, 2015

By:

/s/ Brigitte Benz

Name:

Brigitte Benz

Title:

Head Shareholder Services &  
Group Administration

By:

/s/ Sandra Bürli-Borner

Name:

Sandra Bürli-Borner

Title:

Deputy Head Shareholder Services  
& Group Administration

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329,031

3,720,454

Timothy R. McLevish

72,434,944

—

1,822,862

Explanation of Responses:

3,720,454

Sagar A. Patel

73,867,735

—

390,071

3,720,454

Christopher Rossi

73,489,515

—

768,291

3,720,454

Lawrence W. Stranghoener

73,289,041

—

968,765

3,720,454

Steven H. Wunning

72,988,429

—

1,269,377

Explanation of Responses:

3,720,454

II. The ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2019 was approved by the following vote:

	For	Against	Abstained	Broker Non-Votes
PricewaterhouseCoopers LLP	76,977,317	913,471	87,472	—

III. The advisory vote on executive compensation paid to the Company's named executive officers, as disclosed in the Company's proxy statement, was approved on an advisory basis by the following vote:

	For	Against	Abstained	Broker Non-Votes
Executive compensation	71,583,984	2,498,046	175,776	3,720,454

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KENNAMETAL INC.

Date: November 1, 2018    By: /s/ Michelle R. Keating  
Michelle R. Keating  
Vice President,  
Secretary and General  
Counsel