

W R GRACE & CO  
Form 8-K  
May 12, 2015

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) May 11, 2015 (May 7, 2015)

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  
(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):

- 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))

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Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
5.02. Compensatory Arrangements of Certain Officers.

On May 7, 2015, the stockholders of W. R. Grace & Co. (the “Company”) approved the W. R. Grace & Co. 2015 Executive Annual Incentive Compensation Plan (the “EAICP”). A description of the terms and conditions of the EAICP and awards contemplated thereunder are described in the Company’s 2015 Proxy Statement dated March 17, 2015 (the “Proxy Statement”) under the heading “PROPOSAL FIVE APPROVAL OF GRACE'S EXECUTIVE ANNUAL INCENTIVE COMPENSATION PLAN, OR EAICP, INCLUDING THE MATERIAL TERMS OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE EAICP,” which description is incorporated by reference into this Item 5.02. This summary is qualified in its entirety by reference to the full text of the EAICP, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on May 7, 2015 (the “Annual Meeting”). The holders of a total of 63,920,060 shares of the Company’s common stock were present in person or by proxy at the Annual Meeting, representing approximately 87.55 % of the voting power entitled to vote at the meeting. The certified results of the matters voted upon at the meeting, which are more fully described in the Proxy Statement, are as follows:

1. The stockholders elected the following nominees to the Board of Directors, by the following votes:

|                         | For        | Against | Abstain | Broker Non-Votes |
|-------------------------|------------|---------|---------|------------------|
| Robert F. Cummings, Jr. | 57,079,404 | 308,174 | 62,900  | 6,469,582        |
| Marye Anne Fox          | 56,952,945 | 435,663 | 61,870  | 6,469,582        |
| Janice K. Henry         | 57,022,780 | 365,528 | 62,170  | 6,469,582        |
| Mark E. Tomkins         | 57,020,025 | 366,823 | 63,630  | 6,469,582        |
| Diane H. Gulyas         | 57,234,554 | 153,263 | 62,661  | 6,469,582        |

2. The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015 by the following vote:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 63,726,758 | 125,283 | 68,019  | —                |

3. The stockholders approved, on a non-binding advisory basis, the executive compensation as disclosed in the Proxy Statement by the following vote:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 56,451,572 | 857,113 | 141,793 | 6,469,582        |

4. The stockholders approved, on a non-binding advisory basis, that the advisory vote on the frequency of the advisory vote to approve named executive officer compensation should occur every year by the following vote:

| 1 Year     | 2 Years | 3 Years   | Abstain | Broker Non-Votes |
|------------|---------|-----------|---------|------------------|
| 54,731,283 | 112,567 | 2,511,619 | 95,009  | 6,469,582        |

In light of the foregoing vote, the Board of Directors of the Company has decided that the Company will include a stockholder vote on the compensation of executives in its proxy materials each year.

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5. The stockholders approved the Grace Executive Annual Incentive Compensation Plan, or EAICP, including the material terms of the performance measures available under the EAICP by the following vote:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 56,930,736 | 379,578 | 140,164 | 6,469,582        |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description of Exhibit  |
|-------------|---|
| 10.1        | W. R. Grace & Co. 2015 Executive Annual Incentive Compensation Plan |

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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 hereunto duly authorized.

W. R. GRACE & CO.  
(Registrant)

By /s/ Michael W. Conron

Michael W. Conron  
Assistant Secretary

Dated: May 11, 2015

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EXHIBIT INDEX

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|-------------|---|
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