

CABOT CORP  
Form 8-K  
September 24, 2009

**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): September 21, 2009**

**Cabot Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-5667**  
(Commission File Number)

**04-2271897**  
(IRS Employer  
Identification No.)

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**Two Seaport Lane, Suite 1300, Boston Massachusetts**  
(Address of principal executive offices)

**02210-2019**  
(Zip Code)

**(617) 345-0100**

(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:

- 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 8.01. Other Events.**

On September 21, 2009, Cabot Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities, Inc. and Banc of America Securities LLC, as representatives of the several underwriters named in Schedule 1 thereto (collectively, the Underwriters ), pursuant to which the Company agreed to sell, and the Underwriters agreed to purchase, upon the terms and subject to the conditions set forth therein, \$300 million aggregate principal amount of 5.00% notes due 2016 (the Notes ).

On September 24, 2009, the Company completed the issuance and sale of the Notes. In connection with the issuance and sale of the Notes, the Company entered into a supplemental indenture (the First Supplemental Indenture ) with U.S. Bank National Association, as trustee, relating to the Notes.

The Notes were registered on Form S-3 under the Securities Act of 1933 (Registration Statement No. 333-162021) (the Registration Statement ). In order to furnish certain exhibits for incorporation by reference into the Registration Statement, the Company is filing the Underwriting Agreement, the First Supplemental Indenture, the computation of ratio of pro forma earnings to fixed charge and the opinion of Ropes & Gray LLP relating to the validity of the Notes as exhibits to this filing.

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

(d) Exhibits.

- 1.1 Underwriting Agreement dated as of September 21, 2009 by and among Cabot Corporation and J.P. Morgan Securities, Inc. and Banc of America Securities LLC, as representatives of the several underwriters named in Schedule 1 thereto.
- 4.1 First Supplemental Indenture dated as of September 24, 2009 between Cabot Corporation, as issuer, and U.S. Bank National Association, as Trustee, including the form of Global Note attached as Annex A thereto, supplementing the Indenture dated as of September 21, 2009.
- 5.1 Opinion of Ropes & Gray LLP as to the validity of the Notes.
- 12.1 Computation of Ratio of Pro Forma Earnings to Fixed Charges.
- 23.1 Consent of Ropes & Gray LLP (included in Exhibit 5.1).

**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.

Cabot Corporation

By: /s/ Eduardo E. Cordeiro  
Name: Eduardo E. Cordeiro  
Title: Executive Vice President and Chief Financial  
Officer

Date: September 24, 2009

**EXHIBIT INDEX**

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- 4.1 First Supplemental Indenture dated as of September 24, 2009 between Cabot Corporation, as issuer, and U.S. Bank National Association, as Trustee, including the form of Global Note attached as Annex A thereto, supplementing the Indenture dated as of September 21, 2009.
- 5.1 Opinion of Ropes & Gray LLP as to the validity of the Notes.
- 12.1 Computation of Ratio of Pro Forma Earnings to Fixed Charges.
- 23.1 Consent of Ropes & Gray LLP (included in Exhibit 5.1).