

QUAKER CHEMICAL CORP
Form 8-K
January 31, 2013

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

January 30, 2013

Date of Report (Date of earliest event reported)

QUAKER CHEMICAL CORPORATION

(Exact name of Registrant as specified in its charter)

Commission File Number 001-12019

PENNSYLVANIA

No. 23-0993790

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(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

One Quaker Park

901 E. Hector Street

Conshohocken, Pennsylvania 19428

(Address of principal executive offices)

(Zip Code)

(610) 832-4000

(Registrant's telephone number, including area code)

Not Applicable

(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:

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))

INFORMATION TO BE INCLUDED IN THE REPORT

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

On January 30, 2013, the Board of Directors (the "Board") of Quaker Chemical Corporation (the "Company") decided to temporarily increase the size of the Board from nine to ten and appointed Mark A. Douglas as an additional member, effective on such date. Also on January 30, 2013, Edwin J. Delattre, a member of the Board, announced his decision to retire from the Board at the end of his current term at the Company's 2013 annual meeting of shareholders that will be held on May 8, 2013. Dr. Delattre serves on the Board's Compensation/Management Development and Governance Committees.

Mr. Douglas' compensation will be consistent with the Company's previously disclosed compensatory arrangements for non-employee directors, which are described in the Company's most recent proxy statement filed with the Securities and Exchange Commission on March 30, 2012, file number 001-12019, under the heading "Director Compensation." Such compensation consists of an annual cash retainer and a time-based restricted stock award, as determined for each Board year by the Board's Governance Committee, as well as a fee for each Board meeting attended. Mr. Douglas' annual retainer will be prorated to reflect the commencement date of his service on the Board.

A copy of the press release announcing the appointment of Mr. Douglas to the Company's Board and the retirement of Dr. Delattre is attached as Exhibit 99.1 to this Current Report on Form 8-K. Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed 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 filing.

Item 9.01. Financial Statements and Exhibits.

The following exhibits are included as part of this report:

Exhibit No.

99.1 Press Release of Quaker Chemical Corporation dated January 31, 2013.

SIGNATURE

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.

QUAKER CHEMICAL
CORPORATION
Registrant

Date: January 31, 2013 By: /s/ D. JEFFRY BENOLIEL
D. Jeffry Benoliel

Vice President – Global

Metalworking and Fluid Power

and Corporate Secretary

t" style="font-size: 10pt; margin-top: 6pt"> Not applicable.

Item 8. Exhibits.

Exhibit Number	Description of Document
4	The Andersons, Inc. 2004 Employee Share Purchase Plan (incorporated by reference from Appendix B to the Proxy Statement for the Annual Meeting of Shareholders held on May 13, 2004)
5	Opinion of Naran U. Burchinow with respect to the legality of certain shares of the Common Stock being registered
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Naran U. Burchinow (included in opinion filed as Exhibit 5)

Item 9. Undertakings

(a)

The undersigned Registrant hereby undertakes (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution in the Share Purchase Plan not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act
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and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Maumee, State of Ohio, on December 11, 2006.

THE ANDERSONS, INC.

By: /s/Michael J. Anderson

Its: President and CEO

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and as of the date indicated.

Signature	Title	Date
/s/Richard P. Anderson*	Chairman of the Board, Director	
Richard P. Anderson		12/11/06
/s/Michael J. Anderson	Chief Executive Officer, President, Director (Principal Executive Officer)	
Michael J. Anderson		12/11/06
/s/Gary L. Smith*	Vice President, Finance and Treasurer (Principal Financial Officer)	
Gary L. Smith		12/11/06
/s/Richard R. George*	Vice President, Controller and CIO (Principal Accounting Officer)	
Richard R. George		12/11/06
/s/John F. Barrett*	Director	
John F. Barrett		12/11/06
/s/Robert J. King, Jr.*	Director	
Robert J. King, Jr.		12/11/06
/s/Paul M. Kraus*	Director	
Paul M. Kraus		12/11/06

/s/Donald L. Mennel*	Director	
Donald L. Mennel		12/11/06
/s/David L. Nichols*	Director	
David L. Nichols		12/11/06
/s/Sidney A. Ribeau*	Director	
Dr. Sidney A. Ribeau		12/11/08
/s/Charles A. Sullivan*	Director	
Charles A. Sullivan		12/11/06
/s/Jacqueline F. Woods*	Director	
Jacqueline F. Woods		12/11/06
* By /s/Michael J. Anderson		
Attorney-in-fact		12/11/06