

W R GRACE & CO  
Form S-8 POS  
September 10, 2010

As filed with the Securities and Exchange Commission on September 10, 2010

Registration No. 333-49083

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**W. R. Grace & Co.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**65-0773649**  
(I.R.S. Employer Identification No.)

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**7500 Grace Drive**

**Columbia, Maryland 21044-4098**

(Address of Principal Executive Offices including zip code)

**W. R. Grace & Co. 1998 Stock Incentive Plan**

(Full Title of the Plan)

**Mark A. Shelnitz**

**Vice President, General Counsel and Secretary**

**W. R. Grace & Co.**

**7500 Grace Drive**

**Columbia, Maryland 21044**

**410/531-4000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large-accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o  
(Do not check if a smaller reporting company)

Smaller reporting company  o

DEREGISTRATION

In accordance with the undertakings contained in Part II of this Registration Statement and Item 512 of Regulation S-K, W. R. Grace & Co. (the Corporation ) has filed this Post-Effective Amendment No. 1 to remove from registration the shares of Corporation Common Stock, par value \$0.01 per share, (the Common Stock ) registered by the Corporation in this Registration Statement for issuance pursuant to the W. R. Grace & Co. 1998 Stock Incentive Plan (the Plan ).

ITEM 8. EXHIBITS.

The following exhibits have been filed with this Registration Statement:

| Exhibit No. | Exhibit Title     |
|-------------|-------------------|
| 24          | Power of Attorney |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Corporation certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Corporation's Registration Statement on Form S-8 (Registration No. 333-49083) to be signed on its behalf by the undersigned, thereunto duly authorized, in Columbia, Maryland on this 10th day of September 2010.

W. R. GRACE & CO.

By: /s/Alfred E. Festa  
 Alfred E. Festa  
 President and Chief  
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Corporation's Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

| Signature  | Title   | Date               |
|--|---|--------------------|
| /s/ Alfred E. Festa<br>Alfred E. Festa                           | Chief Executive Officer (Principal Executive Officer)                   | September 10, 2010 |
| /s/ Hudson La Force III<br>Hudson La Force III                   | Chief Financial Officer (Principal Financial and<br>Accounting Officer) | September 10, 2010 |
| John F. Akers  | Director  |                    |
| H. Furlong Baldwin   | Director  |                    |
| Ronald C. Cambre   | Director  |                    |
| Alfred E. Festa  | Director  |                    |
| Marye Anne Fox   | Director  |                    |
| John J. Murphy   | Director  |                    |
| Christopher J. Steffen   | Director  |                    |
| Mark E. Tomkins  | Director  |                    |
| Thomas A. Vanderslice  | Director  |                    |
| By: /s/ Mark A. Shelnitz<br>Mark A. Shelnitz<br>Attorney-in-Fact |   | September 10, 2010 |

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Exhibit Title</b> |
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