

ENGELHARD CORP  
Form DEFA14A  
May 17, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**ENGELHARD CORPORATION**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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1) Amount  
previously paid:

2) Form, Schedule  
or Registration  
No.:

3) Filing party:

4) Date filed:

On May 17, 2006, the Company issued the following press release.

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**Engelhard Corporation**

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For Immediate Release

Iselin, NJ 08830

**ENGELHARD COMMENTS ON FITCH RATINGS CREDIT ANALYSIS RELATED TO COMPANY'S RECAPITALIZATION PLAN**

**ISELIN, NJ, May 17, 2006** - Engelhard Corporation (NYSE:EC), one of the largest surface and materials science companies in the world, today noted that Fitch Ratings issued a report to its clients stating that Engelhard would likely maintain a BBB investment grade credit rating and a Stable Ratings Outlook following a successful completion of the company's self-tender offer for up to 26 million shares for \$45 per share in cash, which is part of the Company's Recapitalization Plan previously announced on April 26, 2006.

Engelhard Corporation is a surface and materials science company that develops technologies to improve customers' products and processes. A *Fortune 500* company,

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Engelhard is a world-leading provider of technologies for environmental, process, appearance and performance applications. For more information, visit Engelhard on the Internet at [www.engelhard.com](http://www.engelhard.com).

**Forward-Looking Statements.** This announcement contains forward-looking statements. These statements relate to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to future prospects, developments and business strategies. These forward-looking statements are identified by their use of terms and phrases such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "will" and similar terms and phrases, including references to assumptions. These forward-looking statements involve risks and uncertainties, internal and external, that may cause Engelhard's actual future activities and results of operations to be materially different from those suggested or described in this announcement. For a more thorough discussion of these factors, please refer to "Forward-Looking Statements" on page 6 of Engelhard's definitive proxy statement, dated May 12, 2006 and "Forward-Looking Statements" (excluding the first sentence thereof), "Risk Factors" and "Key Assumptions" on pages 34, 35 and 38, respectively, of Engelhard's 2005 Annual Report on Form 10-K, dated March 3, 2006. Please also refer to "Forward-Looking Statements" and "Key Assumptions" contained in the investor presentation captioned "Recapitalization Plan" filed as an exhibit on Form 8-K, dated April 26, 2006, and "Forward-Looking Statements" in the Offer to Purchase filed as an exhibit to Schedule TO, dated May 5, 2006, for additional information regarding such risks, uncertainties and contingencies.

Investors are cautioned not to place undue reliance on any forward-looking statement, which speaks only as of the date made, and to recognize that forward-looking statements are predictions of future results, which may not occur as anticipated. Actual results could differ materially from those anticipated in the forward-looking statements and from historical results due to the risks and uncertainties described above, as well as others that Engelhard may consider immaterial or do not anticipate at this time. The foregoing risks and uncertainties are not exclusive and further information concerning Engelhard and its businesses, including factors that potentially could materially affect its financial results or condition, may emerge from time to time. Investors are advised to consult any further disclosures Engelhard makes on related subjects in Engelhard's future periodic and current reports and other documents that Engelhard files with or furnishes to the Securities and Exchange Commission ("SEC").

**No Offer or Solicitation.** This announcement does not constitute an offer or invitation to purchase nor a solicitation of an offer to sell any securities of Engelhard. The self-tender offer by Engelhard previously announced on April 26, 2006 was commenced on May 5, 2006. Any offers to purchase or solicitation of offers to sell will be made only pursuant to a tender offer statement (including an offer to purchase, a letter of transmittal and other offer documents) filed by Engelhard ("Engelhard's Tender Offer Statement") on Schedule TO with the SEC on May 5, 2006. Engelhard's shareholders are advised to read Engelhard's Tender Offer Statement and any other documents relating to the tender offer that are filed with the SEC carefully and in their entirety because they will contain important information.

**Additional Information and Where to Find It.** Engelhard's shareholders are advised to read Engelhard's definitive proxy statement dated May 12, 2006 and other documents filed by Engelhard Corporation carefully and in their entirety because they contain important information. Copies of the definitive proxy statement and other documents may be obtained from Mackenzie Partners, Inc. at 105 Madison Avenue, New York, New York, 10016; Phone: 212-929-5500 (Call collect) or Toll-Free (800) 322-2885.

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