

VALSPAR CORP
Form S-4
September 30, 2005

Table of Contents

**As filed with the Securities and Exchange Commission on September 30, 2005
Registration No. 333-**

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Form S-4
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

THE VALSPAR CORPORATION
(Exact name of registrant as specified in its charter)

Delaware <i>(State of incorporation)</i>	2851 <i>(Primary SIC Code Number)</i>	36-2443580 <i>(I.R.S. Employer Identification No.)</i>
--	---	--

**1101 Third Street South
Minneapolis, Minnesota 55415
(612) 332-7371**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Rolf Engh, Executive Vice President, Secretary and General Counsel
1101 Third Street South
Minneapolis, Minnesota 55415
(612) 332-7371**

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

Copies of communication, including all communication sent to the agent for service, should be sent to:

**Martin R. Rosenbaum, Esq.
Paul D. Chestovich, Esq.
Maslon Edelman Borman & Brand, LLP
3300 Wells Fargo Center, 90 South 7th Street
Minneapolis, Minnesota 55402
Telephone: (612) 672-8200**

Approximate date of commencement of proposed sale to public: from time to time after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earliest effective registration statement for the same offering:

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
5.100% Notes due 2015	\$150,000,000	100%	\$150,000,000	\$17,655

(1) Calculated in accordance with Rule 457(f)(2). For purposes of this calculation, the offering price per note was assumed to be the stated principal amount of each note that may be received by the registrant in the exchange transaction in which the notes will be offered.

The registrant hereby amends this registration statement on such dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this prospectus is incomplete and may be changed. Securities included in the registration statement of which this prospectus is a part may not be exchanged, offered or sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to exchange or sell these securities and it is not soliciting an offer to exchange or buy these securities in any state where the exchange, offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED SEPTEMBER 30, 2005

PROSPECTUS

THE VALSPAR CORPORATION
Offer to Exchange
All of our outstanding 5.100% Notes due 2015
for
new 5.100% Notes due 2015

We, The Valspar Corporation, a Delaware corporation, are offering to exchange all of our outstanding 5.100% Notes due 2015 (the old notes) issued on July 15, 2005 in a Rule 144A private placement, for an equal number of new 5.100% Notes due 2015 (the new notes). To participate in the exchange, old notes must be properly tendered on the terms set forth in this prospectus prior to the expiration of the exchange offer. The exchange offer will expire at 5:00 p.m., New York City time, on November , 2005, unless we extend it. We will announce any extensions by press release or other permitted means no later than 9:00 a.m., New York City time, on November , 2005. You may withdraw any tendered old notes until the expiration of the exchange offer.

We may exchange up to \$150,000,000 in aggregate principal amount of old notes in the exchange offering. See The Exchange Offer Procedures for Exchange for how to tender your old notes. The terms of the new notes are substantially identical to the terms of the old notes. See page 7 for a summary of the terms of new notes. The new notes will not be listed on any national securities exchange, automated quotation system or over-the-counter market. We believe that the exchange of notes in the exchange offering will not be a taxable event for U.S. federal income-tax purposes.

Our board of directors makes no recommendation about whether you should exchange your old notes for new notes.

This prospectus describes the exchange offer in detail and we urge you to read it carefully. For a discussion of factors that you should consider before you decide to participate in the exchange offer, see Risk Factors beginning on page 10.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2005

TABLE OF CONTENTS

	Page
<u>Where You Can Find More Information</u>	iii
<u>Cautionary Note Regarding Forward-Looking Statements</u>	iv
<u>Prospectus Summary</u>	1
<u>Risk Factors</u>	8
<u>Use of Proceeds</u>	12
<u>Selected Consolidated Financial Data</u>	13
<u>Capitalization</u>	15
<u>Ratio of Earnings to Fixed Charges</u>	16

<u>The Exchange Offer</u>	16
<u>Description of the New Notes</u>	22
<u>U.S. Federal Income-Tax Considerations</u>	35
<u>Plan of Distribution and Selling Restrictions</u>	38
<u>Legal Matters</u>	40
<u>Experts</u>	40
<u>Consent of Independent Registered Public Accounting Firm</u>	
<u>Statement of Eligibility and Qualification on Form T-1</u>	

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission. This prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. The registration statement containing this prospectus, including the exhibits to the registration statement, and other information incorporated into this prospectus by reference is available without charge to holders of the old notes upon written or oral request to The Valspar Corporation, 1101 Third Street South, Minneapolis, Minnesota 55415, Attention: Investor Relations; or telephoning us at (612) 332-7371. To obtain timely delivery, noteholders must request information no later than November 1, 2005.

You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to engage in the transactions with respect to the securities that are registered under the Securities Act. The information in this document may only be accurate on the date of this document. Our business, financial condition or results of operations may have changed since that date.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC. The reports, proxy statements and other information that we file electronically with the SEC are available to the public free of charge at the SEC's website at www.sec.gov. You may also read and copy any document we file with the SEC, at prescribed rates, at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of its Public Reference Room. Our most current SEC filings, such as our annual, quarterly and current reports, proxy statements and press releases are available to the public free of charge on our website at www.valspar.com. Our website is not intended to be, and is not, a part of this prospectus. We will provide electronic or paper copies of our SEC filings to any stockholder or noteholder free of charge upon a written or oral request for any such filing. All written requests should be sent to the attention of Investor Relations at The Valspar Corporation, 1101 Third Street South, Minneapolis, Minnesota 55415. Oral requests may be submitted to us at (612) 332-7371.

We incorporate by reference into this prospectus the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus. In addition to any filings we make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 after the initial filing of the registration statement that contains this prospectus and before the termination of the exchange offer pursuant to this prospectus, we incorporate by reference the documents listed below:

Annual report on Form 10-K for the year ended October 29, 2004 (including information specifically incorporated by reference into our Form 10-K), as filed on January 12, 2005;

Quarterly Report on Form 10-Q for the quarter ended July 29, 2005, as filed on September 7, 2005;

Quarterly Report on Form 10-Q for the quarter ended April 29, 2005, as filed on June 8, 2005;

Quarterly Report on Form 10-Q for the quarter ended January 28, 2005, as filed on March 9, 2005; and

Current Reports on Form 8-K filed on January 14, 2005, February 2, 2005, February 14, 2005, February 28, 2005, March 30, 2005, May 16, 2005, June 27, 2005, July 18, 2005, July 25, 2005, August 15, 2005 and August 18, 2005.

The information about us that is contained in this prospectus is not comprehensive and you should also read the information in the documents incorporated by reference into this prospectus. Information that we file later with the SEC and that is incorporated by reference into this prospectus will automatically update and supersede information in this prospectus.

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some statements in this prospectus and documents incorporated by reference herein constitute forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. Statements in this prospectus and documents incorporated by reference that are not of historical fact may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as may, will, could, would, should, expect(s), plan(s), anticipate(s), intend(s), believe(s), seek(s), potential, or continue(s) or the negative of those terms or other comparable terminology. These forward-looking statements are based on management's expectations and beliefs concerning future events and are necessarily subject to risks, uncertainties and other factors, many of which are outside of our control, that could cause actual results to differ materially from such statements. These uncertainties and other factors include, but are not limited to, dependence of internal earnings growth on economic conditions and growth in the domestic and international coatings industry; risks related to any future acquisitions, including risks of adverse changes in the results of acquired businesses and the assumption of unforeseen liabilities; risks of disruptions in business resulting from our relationships with customers and suppliers; unusual weather conditions adversely affecting sales; changes in raw materials pricing and availability; delays in passing along cost increases to customers; changes in governmental regulation, including more stringent environmental, health, and safety regulations; the nature, cost and outcome of pending and future litigation and other legal proceedings; the outbreak of war and other significant national and international events; and other risks and uncertainties, including those discussed in this prospectus under the caption Risk Factors.

We do not, nor does any other person, assume responsibility for the accuracy and completeness of these statements. We disclaim any intention or obligation to publicly update or revise any of the forward-looking statements after the date of this prospectus to conform them to actual results, whether as a result of new information, future events, or otherwise. All of the forward-looking statements contained in this prospectus and documents incorporated by reference herein are qualified in their entirety by reference to the factors discussed under the captions Risk Factors in this prospectus and Management's Discussion and Analysis of Financial Condition and Results of Operations in our most recent Form 10-Q and our most recent Form 10-K (incorporated into this prospectus by reference) and similar sections in our future filings that may be incorporated by reference herein.

We caution the reader that the above list of uncertainties and other risk factors that may affect results addressed in the forward-looking statements may not be exhaustive. Other sections of this prospectus and other documents incorporated by reference may describe additional uncertainties or risk factors that could adversely impact our business and financial performance. We operate in a continually changing business environment, and new risk factors emerge from time to time. Management cannot predict these new risk factors, nor can it assess the impact, if any, of these new risk factors on our businesses or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results.

Table of Contents

PROSPECTUS SUMMARY

This summary highlights certain information found in greater detail elsewhere in this prospectus. This summary may not contain all of the information that may be important to you. We urge you to read this entire prospectus carefully, specifically including the risks of participating in the exchange offer and investing in the new notes discussed under Risk Factors, and the financial statements and other information that is incorporated by reference into this prospectus, before you make an investment decision with respect to exchange offer. In addition, this prospectus summarizes other documents which we urge you to read.

All references in this prospectus to Valspar, the Company we, us, or our refer to The Valspar Corporation and its consolidated subsidiaries. Fiscal years are referred to in this offering memorandum according to the calendar year in which they end. For example, the fiscal year ended October 29, 2004 is referred to as 2004.

The Company

The Valspar Corporation is a leading global coatings and paint manufacturer and distributor. The Company manufactures and distributes a broad portfolio of products, including coatings for industrial and packaging products, architectural paints and other polymers, composites and colorants used in coatings. Our net sales in 2004 from our coatings and paint segments were \$1.413 billion and \$802 million, respectively. Our total net sales in 2004 were \$2.441 billion.

Coatings Segment. Within the coatings segment, our industrial coatings product line includes a broad range of decorative and protective coatings for metal, wood, plastic and glass, primarily for sale to OEM customers. Products within our industrial coatings product line include fillers, primers, stains and topcoats used by customers in a wide range of manufacturing industries, including building products, appliances, automotive parts, furniture, transportation, agricultural and construction equipment and metal fabrication. We utilize a wide variety of coatings technologies to meet our customers' coatings requirements, including electro-deposition, powder, solvent-borne, water-borne, and UV light-cured coatings.

Our packaging coatings product line within the coatings segment includes coatings for the interior and exterior of rigid packaging containers, principally food containers and beverage cans. We also produce coatings for aerosol and paint cans, bottle crowns for glass and plastic packaging and glass bottle closures. We believe we are the world's largest supplier of rigid packaging coatings. Consolidation and globalization of our customers has been apparent in this product line, and we have responded by offering a wide variety of packaging coatings products throughout the world.

Paints Segment. Our architectural paint product line is the largest part of our paints segment. We offer a broad portfolio of interior and exterior paints, stains, primers, varnishes and specialty decorative products. We sell these products primarily into the do-it-yourself market through home centers, mass merchants, hardware wholesalers and independent dealers, including Lowe's, Wal-Mart and Do-It-Best stores. We develop customized merchandising and marketing support programs for our architectural paints customers, enabling them to differentiate their paint departments through point-of-purchase materials, labeling and product and color selection assistance. We offer exclusive private label brands for customers and our own branded products. At key customers such as Lowe's, we also offer additional marketing and customer support by providing in-store employees to answer coatings questions.

Within the paints segment, we also offer automotive refinish paints that are sold through automotive refinish distributors and body shops, aerosol spray paints that are sold through automotive distributors and automotive supply retailers and high performance floor paints for commercial and industrial applications.

All Other. In addition to the main product lines within our two segments, we make and sell specialty polymers, colorants and composites, and we sell furniture protection plans. The specialty polymers and colorants are for internal use and for external sale to other coatings and building products manufacturers. We believe our ability to develop proprietary polymers for use in our coatings and paints (especially our architectural paints) provides us with an advantage over competitors who do not produce these products

Table of Contents

themselves. Our composites products include gelcoats and related products that are sold to boat manufacturers, shower and tub manufacturers and others.

The Valspar Corporation is a Delaware corporation and was founded in 1806. Our principal executive offices are located at 1101 Third Street South, Minneapolis, Minnesota 55415, and our telephone number at that address is (612) 332-7271. Our website address is www.valspar.com. The information on our website is not part of this prospectus.

Acquisitions. Much of our growth has occurred during the last decade. During this time we have expanded our business into international markets. A significant portion of our business growth has been accomplished through acquisitions. Since 1995, we have made more than 20 acquisitions, including purchases of equity in joint ventures.

In June 2005, we completed the acquisition of Samuel Cabot Incorporated, a privately owned manufacturer of premium quality exterior and interior stains and finishes. Cabot, based in Newburyport, Massachusetts, had sales of approximately \$58 million in the year ended September 30, 2004, and had been family owned since 1877.

Strategy. Our objective is to build value by maintaining sales and earnings growth and by being an industry leader in each of our chosen market segments. Specifically, we employ the following strategies to accomplish our objective:

Focus our business on high growth product and geographic markets by aligning ourselves with leading customers, expanding our technology base through research and development and targeted acquisitions, and expanding our business geographically as our customers expand globally;

Target acquisition candidates that have business operations closely aligned with ours, allowing us to expand the breadth of our product lines, technology or geographic scope;

Maintain a broad and balanced mix of products and markets, allowing us to achieve consistent sales and earnings growth by reducing our reliance on a particular product or segment; and

Foster a low cost culture throughout our company, which has historically allowed us to sustain earnings growth in strong economies and optimize our financial performance in weak economies.

The Exchange Offer

On July 15, 2005, we completed the private offering of \$150 million in aggregate principal amount of our old notes. These old notes were not registered under the Securities Act and, therefore, they are subject to significant restrictions on resale. Accordingly, when we sold these old notes, we entered into a registration rights agreement with the initial purchasers that requires us to deliver to you this prospectus and to permit you to exchange your old notes for new notes that have substantially identical terms to old notes, except that the new notes will be freely transferable and will not have covenants regarding registration rights or additional interest. The new notes will be issued under the same indenture under which the old notes were issued and, as a holder of the new notes, you will be entitled to the same rights under the indenture that you had as a holder of the old notes.

Table of Contents

The following summary contains basic information about the material terms of exchange offer. It does not contain all the information that may be important to you. For a more complete description, please see The Exchange Offer.

Old Notes	5.100% Notes due 2015, which we issued on July 15, 2005.
New Notes	5.100% Notes due 2015, the issuance of which has been registered under the Securities Act. The form and terms of the new notes are identical in all material respects to those of the old notes, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes.
Exchange Offer	We are offering up to \$150,000,000 aggregate principal amount of the new notes in exchange for a like principal amount of the old notes to satisfy our obligations under the registration rights agreement that we entered into when the old notes were issued in a transaction exempt from federal registration requirements under Rule 144A under the Securities Act.
Conditions to Exchange Offer	The exchange offer is subject to certain customary conditions. In addition, the exchange offer is subject to the effectiveness of the registration statement of which this prospectus is a part. See The Exchange Offer Conditions.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on November , 2005, which date we refer to as the expiration date, unless extended or earlier terminated by us. We may extend the expiration date in our discretion. If we decide to extend it, we will announce any extensions by press release or other permitted means no later than 9:00 a.m., New York City time, on the business day after the scheduled expiration date.
Procedures for Tendering Old Notes	<p>If the old notes you wish to exchange are registered in your name, then:</p> <p>you must complete, sign and date the letter of transmittal and deliver it, together with any other required documentation, to The Bank of New York Trust Company, N.A., as exchange agent, at the address specified on the cover page of the letter of transmittal.</p> <p>If the old notes you wish to exchange are in book-entry form and registered in the name of a broker, dealer or other nominee, then:</p> <p>you must contact the broker, dealer, commercial bank, trust company or other nominee in whose name your old notes are registered and instruct it to tender your old notes on your behalf. You must comply with the procedures of The Depository Trust Company (DTC) for tender and delivery of book-entry securities in order to validly tender your old notes for exchange.</p> <p>Questions regarding the exchange of notes or the exchange offer generally should be directed to our exchange agent. Contact information for our exchange agent is set forth below under Exchange Agent.</p>
Withdrawal of Tenders	You may withdraw your tender of old notes at any time prior to the expiration date by delivering a written notice of withdrawal to our

Table of Contents

exchange agent before the expiration date. If you change your mind, you may retender your old notes by again following the exchange offer procedures before the exchange offer expires.

Acceptance of Old Notes;
Delivery of New Notes

If all the conditions to the exchange offer are satisfied or waived prior to the expiration date, we will accept all properly tendered old notes and will issue the new notes promptly after the expiration date. Our written notice of acceptance to the exchange agent will be considered our acceptance of tendered old notes. We will issue new notes to you only after our exchange agent has received a timely book-entry confirmation of transfer of old notes into its DTC account and a properly completed and executed letter of transmittal.

U.S. Federal Income-Tax
Considerations

Your acceptance of the exchange offer and the exchange of your old notes for new notes will not be taxable for U.S. federal income tax purposes. See Material United States Federal Income Tax Considerations.

Exchange Agent

We have appointed The Bank of New York Trust Company, N.A., as our exchange agent for the exchange offer. You should direct questions and requests for assistance, and requests for additional copies of this prospectus and letters of transmittal, to the exchange agent. The exchange agent's contact information is:

2 North LaSalle Street, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration
Tel: (312)
Fax: (312) 827-8542

Resale of New Notes

Based on SEC staff interpretations, as detailed in a series of no-action letters issued by the SEC to third parties, we believe that you may offer for resale, resell or otherwise transfer the new notes without complying with the registration and prospectus-delivery requirements of the Securities Act if you:

are acquiring the new notes in the ordinary course of your business and do not hold any old notes to be exchanged in the exchange offer that were acquired other than in the ordinary course of business;

are not a broker-dealer tendering old notes acquired directly from us;

are not participating, do not intend to participate and have no arrangements or understandings with any person to participate in the exchange offer for the purpose of distributing the new notes; and

are not our affiliate within the meaning of Rule 405 under the Securities Act.

If any of these conditions is not satisfied and you transfer any new notes without registration of the transfer or qualifying for an

Table of Contents

exemption from registration, you may incur liability under the Securities Act.

Each broker-dealer receiving new notes for its own account in exchange for old notes acquired from market-making or other trading activities must acknowledge that it will deliver a proper prospectus in connection with any resale of new notes.

Consequences of Not Exchanging the Old Notes

If you do not exchange your old notes in the exchange offer, your old notes will continue to be subject to significant restrictions on transfer. In general, you may offer and sell your old notes only if such offer and sale: are registered under the Securities Act and applicable state securities laws;

occur under an exemption from registration under the Securities Act and applicable state securities laws; or

occur in a transaction not subject to the Securities Act and applicable state securities laws.

We do not currently intend to register the old notes for resale under the Securities Act. Under some circumstances, however, holders of the old notes, including holders who are not permitted to participate in the exchange offer or who may not freely resell new notes received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of old notes by these holders. For more information regarding the consequences of not tendering your old notes, see [The Exchange Offer](#) [Consequences of Exchanging or Failing to Exchange Old Notes](#).

The New Notes

The terms of the new notes we are issuing in the exchange offer are substantially identical in all material respects to the terms of the old notes that they are replacing, except that the new notes: will have been registered under the Securities Act;

will not contain transfer restrictions; and

will not have the registration rights that apply to the old notes or entitle their holders to additional interest in the event we fail to comply with these registration rights.

The following summary contains basic information about the new notes. It does not contain all of the information that is important to you. For a more complete understanding of the terms of the new notes, please see [Description of New Notes](#).

Issuer	The Valspar Corporation.
Securities Offered	Up to \$150,000,000 principal amount of 5.100% notes due 2015.
Maturity Date	The new notes will mature on August 1, 2015.
Interest	Interest on the new notes will accrue at the rate of 5.100% per year, payable semi-annually in arrears on February 1 and August 1 of each year, commencing on February 1, 2006.
Ranking	The new notes are our unsecured and unsubordinated obligations and will rank equally with all of our other unsecured and unsubordinated debt outstanding from time to time. Holders of the new notes will generally have a position junior to the claims of the creditors, including trade creditors, of our subsidiaries. Also, the new notes will be effectively subordinated to any secured indebtedness to the extent of the value of the assets securing such

Table of Contents

indebtedness. As of July 29, 2005, without giving effect to the issuance of the new notes:

we had approximately \$463 million of outstanding unsecured and unsubordinated indebtedness;

our subsidiaries had an aggregate of approximately \$65 million of outstanding indebtedness; and

we had no secured indebtedness.

Use of Proceeds

We will not receive any proceeds from the exchange offer or the issuance of the new notes.

Optional Redemption

We may redeem the new notes at our option, at any time in whole or from time to time in part, at a redemption price equal to the greater of:

100% of the principal amount of the notes being redeemed; and

the Make-Whole Amount (as defined in Description of the New Notes Optional Redemption);

plus, in each case, accrued interest to, but not including, the redemption date.

Covenants

The indenture relating to the new notes contains certain covenants for your benefit. These covenants restrict our ability to:

incur debt secured by liens;

engage in certain sale-leaseback transactions; and

merge or consolidate or sell all or substantially all of our assets.

These covenants, however, will be subject to significant exceptions. In addition, neither the indenture nor the new notes will limit the amount of indebtedness that we may incur or the amount of assets that we may distribute or invest. See Description of the Notes Covenants.

Events of Default

The indenture provides that the following will result in an event of default with respect to the new notes:

a default in the payment of any installment of interest on the new notes for 30 days after becoming due;

a default in the payment of principal on or premium, if any, on the new notes when it becomes due and payable at maturity, upon optional redemption, upon declaration or otherwise;

a default (other than as referred to above) in the performance, or breach, of any of our covenants or agreements in the indenture with respect to the new notes, that continues for a period of 30 days after written notice to us by the trustee (or to us and the trustee) by the holders of at least 25% in principal amount of the new notes;

(A) our failure (or a failure of a significant subsidiary) to pay indebtedness for money borrowed by (or such significant subsidiary, in an aggregate principal amount of at least \$10 million, at the later of final maturity or the expiration of any

Table of Contents

applicable grace period, or (B) acceleration of the maturity of indebtedness for money borrowed by us or any significant subsidiary, in an aggregate principal amount of at least \$10 million, if certain other conditions are met; or

our submission of certain filings or the entry of certain court orders with respect to a bankruptcy.

See Description of the New Notes Events of Default.

Book-Entry

The new notes issued in the exchange offer will be issued in book-entry form and will be represented by permanent global certificates deposited with, or on behalf of, DTC and registered in the name of Cede & Co., DTC's nominee. Beneficial interests in the new notes will be shown on, and transfers will be effected only through, records maintained by DTC or its nominee; and these interests may not be exchanged for certificated notes except in limited circumstances. See Description of the Notes Book-Entry; Delivery and Form; Global Notes.

Further Issues

The indenture provides that we are entitled to issue, from time to time, additional notes having identical terms as the old notes and new notes.

No Listing

We do not intend to list the new notes on any securities exchange.

Risk Factors

Investing in the new notes involves risks. See Risk Factors for a description of certain risks you should particularly consider before participating in the exchange offer and investing in the new notes.

Table of Contents

RISK FACTORS

You should consider the following risk factors, in addition to the other information presented or incorporated by reference into this prospectus, in evaluating us, our business and your participation in the exchange offer.

Risks Relating to Our Business:

Fluctuations in the supply and prices of raw materials could negatively impact our financial results.

We purchase the raw and intermediate materials needed to manufacture our products from a number of suppliers. The majority of our raw materials are petroleum-based derivatives and minerals and metals. Under normal market conditions, these materials are generally available on the open market. From time to time, however, the prices and availability of these raw materials may fluctuate significantly, which could impair our ability to procure necessary materials, or increase the cost of manufacturing our products. During the last several quarters, raw material costs have increased significantly, reducing our profit margins. Hurricanes Katrina and Rita and the related flooding in the Gulf Coast region may also limit the availability of certain raw materials, which may result in tight supplies of such raw materials and further price increases for these materials over the next several months. If raw material costs continue to increase, and we are unable to pass along, or are delayed in passing along, those increases to our customers, we will experience further reductions to our profit margins.

Many of our customers are in cyclical industries, which may affect the demand for our products.

Many of our customers, especially for our industrial products, are in businesses and industries that are cyclical in nature and sensitive to changes in general economic conditions. As a result, the demand for our products by these customers depends, in part, upon general economic conditions. Downward economic cycles affecting the industries of our customers will reduce sales of our products. If general economic conditions deteriorate, we may suffer reductions in our sales and profitability.

The industries in which we operate are highly competitive and some of our competitors may be larger and may have greater financial resources than we do.

The industries in which we operate are fragmented and we do not face competition from any one company across all of our product lines. Any increase in competition may cause us to lose market share or compel us to reduce prices to remain competitive, which could result in reduced margins for our products. Competitive pressures may not only impair our margins but may also impact our revenues and our growth. A number of our competitors are larger than us and may have greater financial resources than we do. Increased competition with these companies could curtail price increases or could require price reductions or increased spending on marketing and sales, any of which could adversely affect our results of operations.

We have a significant amount of indebtedness, which may affect our ability to repay the new notes.

Our long-term debt was \$615.4 million at July 29, 2005. Our level of indebtedness may have important consequences. For example, it:

may require us to dedicate a material portion of our cash flow from operations to make payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions or other general corporate purposes;

could make us less attractive to prospective or existing customers or less attractive to potential acquisition targets; and

may limit our flexibility to adjust to changing business and market conditions and make us more vulnerable to a downturn in general economic conditions as compared to a competitor that may have lower indebtedness.

Table of Contents

Our strategy of growth through mergers and acquisitions may not be successful.

Mergers and acquisitions have historically contributed significantly to the growth of our company. As part of our growth strategy, we intend to continue pursuing acquisitions of complementary businesses or products and joint ventures. If we are successful in completing such acquisitions, we may experience:

difficulties in assimilating acquired companies and products into our existing business;

delays in realizing the benefits from the acquired companies or products;

diversion of our management's time and attention from other business concerns;

lack of or limited prior experience in any new markets we may enter;

unforeseen claims and liabilities, including unexpected environmental exposures or product liability;

unforeseen adjustments, charges and write-offs;

problems enforcing the indemnification obligations of sellers of businesses or joint venture partners for claims and liabilities;

unexpected losses of customers of, or suppliers to, the acquired business;

difficulty in conforming the acquired business's standards, processes, procedures and controls with our operations;

variability in financial information arising from the implementation of purchase price accounting;

difficulties in retaining key employees of the acquired businesses; and

challenges arising from the increased scope, geographic diversity and complexity of our operations.

In addition, an acquisition could materially impair our operating results by causing us to incur debt or requiring us to amortize acquisition expenses or the cost of acquired assets. Any of these factors may make it more difficult to repay our debt, including our obligations under the new notes. We can give no assurance that we will continue to be able to identify, acquire and integrate successful strategic acquisitions in the future or be able to implement successfully our operating and growth strategies within our existing markets or with respect to any future product or geographic diversification efforts.

We derive a substantial portion of our revenues from foreign markets, which subjects us to additional business risks.

We conduct a substantial portion of our business outside of the United States. We and our joint ventures currently have 20 production facilities, research and development facilities, and administrative and sales offices located outside the United States, including facilities and offices located in Canada, Mexico, the United Kingdom, France, Germany, Ireland, The Netherlands, Switzerland, Australia, China, Malaysia, South Africa, Taiwan, Singapore and Brazil. In 2004, revenues from products sold outside the United States accounted for approximately 29% of our net sales. We expect sales from international markets to continue to represent a significant portion of our net sales and the net sales of our joint ventures. Accordingly, our business is subject to risks related to the differing legal, political, social and regulatory requirements and economic conditions of many jurisdictions. Risks inherent in international operations include the following:

agreements may be difficult to enforce and receivables difficult to collect;

foreign customers may have longer payment cycles;

foreign countries may impose additional withholding taxes or otherwise tax our foreign income, or adopt other restrictions on foreign trade or investment, including currency exchange controls;

foreign operations may experience staffing difficulties and labor disputes;

transportation and other shipping costs may increase;

Table of Contents

foreign governments may nationalize private enterprises;

unexpected adverse changes in export duties, quotas and tariffs and difficulties in obtaining export licenses;

intellectual property rights may be more difficult to enforce;

fluctuations in exchange rates may affect product demand and may adversely affect the profitability in U.S. dollars of products and services we provide in international markets where payment for our products and services is made in the local currency;

general economic conditions in the countries in which we operate could have an adverse effect on our earnings from operations in those countries;

our business and profitability in a particular country could be affected by political or economic repercussions on a domestic, country specific or global level from terrorist activities and the response to such activities;

unexpected adverse changes in foreign laws or regulatory requirements may occur; and

compliance with a variety of foreign laws and regulations may be burdensome.

We have certain key customers.

Our relationships with certain key customers are important to us. From 2002 through 2004, sales to our largest customer, Lowe's Companies, Inc., have ranged from 15-17% of our total net sales. In 2004, our ten largest customers accounted for approximately 36% of our total net sales. Although we sell various types of products through various channels of distribution, we believe that the loss of a substantial portion of our sales to Lowe's Companies, Inc. could have a material adverse impact on us.

Environmental laws and regulations could subject us to significant future liabilities.

We are subject to numerous environmental laws and regulations that impose various environmental controls on us, including among other things, the discharge of pollutants into the air and water, the handling, use, treatment, storage and clean-up of solid and hazardous wastes, the investigation and remediation of soil and groundwater affected by hazardous substances, or otherwise relating to environmental protection and various health and safety matters. These laws and regulations govern actions that may have adverse environmental effects and also require compliance with certain practices when handling and disposing of hazardous wastes. These laws and regulations also impose strict, retroactive and joint and several liability for the costs of, and damages resulting from, cleaning up current sites, past spills, disposals and other releases of hazardous substances and violations of these laws and regulations can also result in fines and penalties. We are currently undertaking remedial activities at a number of our facilities and properties, and have received notices under the Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, or analogous state laws of liability or potential liability in connection with the disposal of material from our operations or former operations. Our expenditures related to environmental matters have not had a material adverse effect on our financial condition, results of operations or cash flows but we cannot assure you that this will remain so in the future.

Risks Related to the Notes and the Exchange Offer:

If you fail to exchange your old notes, they will continue to be restricted securities and may become less liquid.

Because we anticipate that most holders of old notes will elect to exchange their old notes, we expect that the liquidity of the market for any old notes remaining after the completion of the exchange offer may be substantially limited. Any old note tendered and exchanged in the exchange offer will reduce the aggregate principal amount of the old notes outstanding. Following the exchange offer, if you did not tender your old

Table of Contents

notes you generally will not have any further registration rights and your old notes will continue to be subject to transfer restrictions. Accordingly, the liquidity of the market for any old notes could be adversely affected.

Old notes which you do not tender or we do not accept will, following the exchange offer, continue to be restricted securities. You may not offer or sell untendered old notes except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. We will issue new notes in exchange for the old notes pursuant to the exchange offer only following the satisfaction of procedures and conditions described elsewhere in this prospectus. These procedures and conditions include timely receipt by the exchange agent of the old notes and of a properly completed and duly executed letter of transmittal.

Because a significant portion of our operations is conducted through our subsidiaries and joint ventures, our ability to service our debt is largely dependent on our receipt of distributions or other payments from our subsidiaries and joint ventures.

A significant portion of our operations is conducted through our subsidiaries and joint ventures. As a result, our ability to service our debt is largely dependent on the earnings of our subsidiaries and joint ventures and the payment of those earnings to us in the form of dividends, loans or advances and through repayment of loans or advances from us. Payments to us by our subsidiaries and joint ventures will be contingent upon our subsidiaries' or joint ventures' earnings and other business considerations and may be subject to statutory or contractual restrictions. In addition, there may be significant tax and other legal restrictions on the ability of non-U.S. subsidiaries or joint ventures to remit money to us.

Because the new notes are structurally subordinated to the obligations of our subsidiaries, you may not be fully repaid if we become insolvent.

The new notes, like the old notes, are not guaranteed by our subsidiaries, and a significant portion of our operating assets are held by our subsidiaries. As a result, the new notes are structurally subordinated to the debts and other obligations of our subsidiaries. This means that creditors of our subsidiaries, including trade creditors, have and will have access to the assets of those subsidiaries that is prior to that of the holders of notes. As of July 29, 2005, our subsidiaries had an aggregate of approximately \$65 million of outstanding indebtedness.

Because the new notes are unsecured, you may not be fully repaid if we become insolvent.

The new notes, like the old notes, will not be secured by any of our assets or our subsidiaries' assets and accordingly the new notes will be effectively subordinated to our secured indebtedness to the extent of the value of the assets securing such indebtedness. As of July 29, 2005, we had no secured indebtedness outstanding. Nevertheless, under the indenture for the notes, we are permitted to incur secured indebtedness, subject to certain limitations. If we became insolvent, the holders of any secured debt would receive payments from the assets securing such debt before you, as a holder of new notes, receive payments from sales of those assets.

The ratings of the new notes may change over time.

The old notes have been rated Baa2 by Moody's Investors Service, and BBB by Standard and Poor's Ratings Services, each of which are investment grade ratings for debt securities. We expect that the new notes will have the same ratings. A rating is not a recommendation to purchase, hold or sell notes, since a rating does not predict the market price of a particular security or its suitability for a particular investor. Rating organizations may lower their respective ratings of the new notes or decide not to continue to rate the new notes in their sole discretion. Each rating should be evaluated independently of any other rating. The reduction, suspension or withdrawal of the ratings of the new notes will not, in and of itself, constitute an event of default under the indenture. Nevertheless, any reduction, suspension or withdrawal of these ratings may adversely affect the market price or liquidity for the new notes.

Table of Contents

You cannot be sure that an active trading market will develop for the new notes, which could make it more difficult for holders of the new notes to sell such notes and/or result in a lower price at which holders would be able to sell their notes.

There is currently no established trading market for the new notes, and there can be no assurance as to the liquidity of any markets that may develop for the new notes, the ability of the holders of the new notes to sell such notes or the price at which such holders would be able to sell their new notes. If such a market were to exist, the new notes could trade at prices that may be lower than the initial market values of the notes depending on many factors, including prevailing interest rates and our business performance.

USE OF PROCEEDS

We will not receive any proceeds from this exchange offer. In consideration for issuing the new notes, we will receive old notes from you in like principal amount. The old notes surrendered in exchange for the new notes will be retired and cancelled and cannot be reissued. Accordingly, issuance of the new notes will not result in any change in our indebtedness.

We issued and sold \$150 million aggregate principal amount of old notes on July 15, 2005. We used the proceeds from that transaction, as well as cash on hand, to repay outstanding borrowings under short-term lines of credit, including borrowings used to finance our acquisition of Samuel Cabot Incorporated in June 2005, to make investments in our fixed assets, and to provide working capital for general corporate purposes.

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA**

The following tables set forth our summary consolidated financial information. The summary statement of operations data for fiscal years 2004, 2003 and 2002 and the selected balance sheet data as of October 29, 2004 and October 31, 2003 are derived from our audited consolidated financial statements incorporated by reference into this prospectus. The selected statement of operations data for fiscal years 2001 and 2000 and the selected balance sheet data as of October 25, 2002, October 26, 2001, and October 27, 2000 are derived from our audited consolidated financial statements for the years indicated and are not included or incorporated by reference into this prospectus. The selected statement of operations data for the nine months ended July 29, 2005 and July 30, 2004 and the selected balance sheet data as of July 29, 2005 have been derived from our unaudited consolidated financial statements incorporated by reference into this prospectus. The interim consolidated financial information, in the opinion of management, reflects all adjustments of a normal recurring nature necessary for a fair statement of our financial position and results of operations at the dates and for the periods indicated. The results of operations for the nine months ended July 29, 2005 may not be indicative of the results to be expected for the year ending October 28, 2005 or any other interim period.

The selected consolidated financial information should be read in conjunction with, and is qualified by reference to, our consolidated financial statements and the related notes and the Management's Discussion and Analysis of Financial Condition and Results of Operations sections included in our annual report on Form 10-K for the year ended October 29, 2004 and our quarterly report on Form 10-Q for the quarter ended July 29, 2005, which we have filed with the SEC and are incorporated by reference into this prospectus.

Nine Months Ended		Fiscal Year Ended				
July 29, 2005	July 30, 2004	October 29, 2004	October 31, 2003(A)	October 25, 2002	October 26, 2001(B)	October 27, 2000(B)

(Dollars in millions, except per share amounts)

Statement of Operations Data							
Net Sales	\$ 1,988.6	\$ 1,795.6	\$ 2,440.7	\$ 2,247.9	\$ 2,126.9	\$ 1,921.0	\$ 1,483.3
Cost and Expenses							