

DOW CHEMICAL CO /DE/
Form 425
October 05, 2015

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):

October 5, 2015

THE DOW CHEMICAL COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 1-3433 | 38-1285128 |
| (State or other jurisdiction of incorporation) | (Commission file number) | (I.R.S. Employer Identification No.) |

2030 DOW CENTER, MIDLAND, MICHIGAN 48674

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 989-636-1000

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))

o 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 October 5, 2015, The Dow Chemical Company (“TDCC”) issued press releases announcing the preliminary results of its exchange offer, which commenced on September 2, 2015, related to the proposed transactions to separate its U.S. Gulf Coast Chlor-Alkali and Vinyl, Global Chlorinated Organics and Global Epoxy businesses, and the closing of the previously announced merger of Blue Cube Spinco Inc. (“Splitco”), a wholly-owned subsidiary of TDCC, with and into a wholly-owned subsidiary of Olin Corporation (NYSE:OLN) (“Olin”), with Splitco surviving the merger and becoming a wholly-owned subsidiary of Olin. The press releases are attached as Exhibit 99.1 and 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibit is filed with this Current Report on Form 8-K.

| Exhibit Number | Description |
|-------------------|--|
| 99.1 | Press release of The Dow Chemical Company dated October 5, 2015. |
| 99.2 | Press release of The Dow Chemical Company dated October 5, 2015. |

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.

THE DOW CHEMICAL COMPANY
(Registrant)

Date: October 5, 2015

/s/ Amy E. Wilson
Amy E. Wilson

Corporate Secretary and Assistant General
Counsel

EXHIBIT INDEX

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