

OLIN CORP
Form 8-K
July 29, 2016

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): July 29, 2016

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

Virginia
(State or Other Jurisdiction
of Incorporation)

1-1070
(Commission
File Number)

13-1872319
(IRS Employer
Identification No.)

190 Carondelet Plaza, Suite 1530

Clayton, MO
(Address of principal executive offices)

(314) 480-1400

63105
(Zip Code)

(Registrant's telephone number, including area code)

(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 (see General Instruction A.2. below):

- .. 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))

Item 8.01 Other Events.

Olin Corporation (Olin or the Parent Guarantor) is filing with this Current Report on Form 8-K (this Current Report) (i) the audited consolidated financial statements of Olin Corporation and subsidiaries as of December 31, 2015 and 2014 and for each of the years in the three-year period ended December 31, 2015 to include additional guarantor information in the note entitled Supplemental Guarantor Financial Information, and (ii) the unaudited consolidated financial statements of Olin Corporation and subsidiaries as of March 31, 2016 and 2015 and for the three-month periods ended March 31, 2016 and 2015 to include additional guarantor information in the note entitled Supplemental Guarantor Financial Information. Olin s audited and unaudited consolidated financial statements and the notes related thereto are filed as Exhibit 99.1 and Exhibit 99.2 hereto, respectively, and are incorporated herein by reference.

As previously disclosed, in October 2015 Blue Cube Spinco Inc. (Blue Cube or the Issuer) issued in a private placement (i) \$720 million aggregate principal amount of unregistered 9.75% Senior Notes due 2023 (the Original 2023 Notes) and (ii) \$500 million aggregate principal amount of unregistered 10.00% Senior Notes due 2025 (the Original 2025 Notes and, together with the Original 2023 Notes, the Original Notes), in connection with the acquisition by Olin of the Dow Chlorine Products Business (the DCP Business) from The Dow Chemical Company (TDCC). The Issuer is a 100% owned subsidiary of the Parent Guarantor, and the Original Notes are fully and unconditionally guaranteed by the Parent Guarantor. In connection with the private placement of the Original Notes, the Issuer and the Parent Guarantor entered into a registration rights agreement relating to the Original Notes, pursuant to which the Issuer and Parent Guarantor are filing a Registration Statement on Form S-4 with the Securities and Exchange Commission (the SEC) to exchange the Original Notes of each series for new notes of such series (the Exchange Notes), with terms (including the guarantees by the Parent Guarantor) identical in all material respects to the terms of the Original Notes (except that the Exchange Notes will not contain terms with respect to transfer restrictions or any increase in annual interest rate) (the Exchange Offer). In connection with the Exchange Offer, the Parent Guarantor will be required, pursuant to Rule 3-10 of Regulation S-X, to include in its financial statements certain financial information with respect to the Issuer, the Parent Guarantor and non-guarantor subsidiaries of the Parent Guarantor.

The audited and unaudited consolidated financial statements of Olin and the notes related thereto have been updated to include the notes entitled Supplemental Guarantor Financial Information and to adjust historical balance sheet amounts to reflect the adoption of recent accounting pronouncements requiring debt issuance costs to be presented as a direct reduction from the carrying value of the related debt. All other information, including financial information, provided in each of Olin s Form 10-K for the year ended December 31, 2015 (the Form 10-K), and Olin s Form 10-Q for the quarterly period ended March 31, 2016 (the Form 10-Q), remains unchanged and this Current Report does not modify or update the disclosures in the Form 10-K or the Form 10-Q in any other way. This Current Report should be read in conjunction with the Form 10-K and the Form 10-Q.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of the DCP Business

The unaudited combined balance sheets of the DCP Business as of September 30, 2015 and 2014 and the unaudited combined statements of income (loss) and combined statements of cash flows of the DCP Business for the nine months ended September 30, 2015 and 2014, and the notes related thereto, are filed as Exhibit 99.3 hereto and are incorporated herein by reference.

(b) Pro Forma Financial Information

The unaudited pro forma condensed combined statements of operations of Olin for the year ended December 31, 2015, and the accompanying notes thereto, are filed as Exhibit 99.4 hereto and are incorporated herein by reference.

(d) Exhibits

Exhibit No.	Description
23.1	Consent of KPMG LLP
99.1	Audited consolidated financial statements of Olin Corporation and subsidiaries as of December 31, 2015 and 2014 and for each of the years in the three-year period ended December 31, 2015
99.2	Unaudited consolidated financial statements of Olin Corporation and subsidiaries as of March 31, 2016 and 2015, and for the three-month periods ended March 31, 2016 and 2015
99.3	Unaudited combined balance sheets of the DCP Business as of September 30, 2015 and 2014 and the unaudited combined statements of income (loss) and combined statements of cash flows of the DCP Business for the nine months ended September 30, 2015 and 2014, and the notes related thereto
99.4	Unaudited pro forma condensed combined statements of operations of Olin for the year ended December 31, 2015, and the accompanying notes thereto
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

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.

OLIN CORPORATION

By: /s/ George H. Pain

Name: George H. Pain

Title: Senior Vice President, General Counsel
and Secretary

Date: July 29, 2016

EXHIBIT INDEX

Exhibit No.	Description
23.1	Consent of KPMG LLP
99.1	Audited consolidated financial statements of Olin Corporation and subsidiaries as of December 31, 2015 and 2014 and for each of the years in the three-year period ended December 31, 2015
99.2	Unaudited consolidated financial statements of Olin Corporation and subsidiaries as of March 31, 2016 and 2015 and for the three-month periods ended March 31, 2016 and 2015
99.3	Unaudited combined balance sheets of the DCP Business as of September 30, 2015 and 2014 and the unaudited combined statements of income (loss) and combined statements of cash flows of the DCP Business for the nine months ended September 30, 2015 and 2014, and the notes related thereto
99.4	Unaudited pro forma condensed combined statements of operations of Olin for the year ended December 31, 2015, and the accompanying notes thereto
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document