

CHEMICAL & MINING CO OF CHILE INC

Form 6-K

April 03, 2013

UNITED STATES OF AMERICA

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13A-16 OR 15D-16

OF THE SECURITIES AND EXCHANGE ACT OF 1934

Includes the free translation of a material event filed by Sociedad Química y Minera de Chile S.A. before the Chilean Securities and Insurance Commission (*Superintendencia de Valores y Seguros* or "SVS") on April 3, 2013.

SOCIEDAD QUIMICA Y MINERA DE CHILE S.A.

(Exact name of registrant as specified in its charter)

CHEMICAL AND MINING COMPANY OF CHILE INC.

(Translation of registrant's name into English)

El Trovador 4285, Santiago, Chile (562) 2425-2000

(Address and phone number of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F x Form 40-F "

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes " No x

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82_____

Mr. Fernando Coloma Correa

Superintendent

Chilean Securities and Insurance Commission

Avenida Libertador Bernardo O'Higgins N° 1449

Presente

MATERIAL EVENT

Dear Mr. Superintendent:

We hereby inform you that Sociedad Química y Minera de Chile S.A. issued today, in international markets, a non-guaranteed bond of US\$300 million aggregate principal amount with a 10 year maturity and with an annual coupon rate of 3.625%, which will be used to refinance existing debt and for general corporate purposes.

We hereby attach the Form with the relevant information in compliance with the Official Notice N°1072 issued by the Chilean Securities and Insurance Commission (*Superintendencia de Valores y Seguros* or "**SVS**").

We hereby inform the above as a material event in compliance with articles 9 and 10 of Law N°18,045 and in compliance with SVS Rule N° 30 and in response to SVS Letter N°7197.

We remain at your disposal to clarify any additional aspects that you may deem relevant in relation to the above.

Sincerely,

SOCIEDAD QUÍMICA Y MINERA DE CHILE S.A.

Patricio Contesse

Chief Executive Officer

CC.Santiago Stock Exchange

Brokers Stock Exchange

Electronic Stock Exchange

New York Stock Exchange

Securities and Exchange Commission

The Bank of New York Mellon

MAS/vgm

FIS/014

MATERIAL EVENT FORM

INTERNATIONAL BOND ISSUANCE

1.0 ISSUER IDENTIFICATION

- 1.1 Legal name: Sociedad Química y Minera de Chile S.A.
- 1.2 Trade name: SQM
- 1.3 R.U.T: 93.007.000-9
- 1.4 Registration number in the Chilean Securities and Insurance Commission: 0184
- 1.5 Address: El Trovador 4285, Las Condes
- 1.6 Phone number: +56-2-2425 2485
- 1.7 Business description: Production of other chemical products

2.0 THIS COMMUNICATION IS UNDER THE PROVISIONS OF ARTICLE 9 AND SECOND PARAGRAPH OF ARTICLE 10 OF LAW NO. 18,045, WHICH IS ABOUT A MATERIAL EVENT REGARDING THE COMPANY, ITS BUSINESS, ITS PUBLIC OFFERING VALUES AND / OR OFFER OF THEM, AS APPLICABLE

3.0 ISSUANCE FEATURES

- 3.1 Base currency: Dollars of the United States of America

3.2 Currency of total issuance: Dollars of the United States of America

3.3 Bearer / to order: N/A

3.4 Series: One

3.4.1 Amount of the series: US\$300,000,000.-

3.4.2 N° of bonds: N/A

3.4.3 Aggregate principal amount: US\$300,000,000.-

3.4.4 Reset type: N/A

3.4.5 Interest rate: 3.625% annual

3.4.6 Date of issuance: April 3, 2013

3.4.7 For every bond series complete the following payment schedule:

Coupon	Amortization coupon	Maturity Date	Interest	Amortization	Total payment	Outstanding principal
1		October 3, 2013	5,437,500.000,00		5,437,500.00	300,000,000.00
2		April 3, 2014	5,437,500.000,00		5,437,500.00	300,000,000.00
3		October 3, 2014	5,437,500.000,00		5,437,500.00	300,000,000.00
4		April 3, 2015	5,437,500.000,00		5,437,500.00	300,000,000.00
5		October 3, 2015	5,437,500.000,00		5,437,500.00	300,000,000.00
6		April 3, 2016	5,437,500.000,00		5,437,500.00	300,000,000.00
7		October 3, 2016	5,437,500.000,00		5,437,500.00	300,000,000.00
8		April 3, 2017	5,437,500.000,00		5,437,500.00	300,000,000.00
9		October 3, 2017	5,437,500.000,00		5,437,500.00	300,000,000.00
10		April 3, 2018	5,437,500.000,00		5,437,500.00	300,000,000.00
11		October 3, 2018	5,437,500.000,00		5,437,500.00	300,000,000.00
12		April 3, 2019	5,437,500.000,00		5,437,500.00	300,000,000.00
13		October 3, 2019	5,437,500.000,00		5,437,500.00	300,000,000.00
14		April 3, 2020	5,437,500.000,00		5,437,500.00	300,000,000.00
15		October 3, 2020	5,437,500.000,00		5,437,500.00	300,000,000.00
16		April 3, 2021	5,437,500.000,00		5,437,500.00	300,000,000.00
17		October 3, 2021	5,437,500.000,00		5,437,500.00	300,000,000.00
18		April 3, 2022	5,437,500.000,00		5,437,500.00	300,000,000.00
19		October 3, 2022	5,437,500.000,00		5,437,500.00	300,000,000.00
20	1	April 3, 2023	5,437,500.00	300,000,000,00	305,437,500.00	0.00

3.5

Guarantees:

YES: " NO:

3.5.1

Amounts and types of the guarantees: N/A

3.6

Optional Redemption:

YES: NO: "

Redemption and dates: Included in the Indenture and considering, among other things, the ability of the
3.6.1 Company to redeem the bonds in whole but not in part, at the option of the Company, at any time, on the terms and conditions contained in the Indenture.

4.0

OFFER:

Public: " Private:

5.0

COUNTRY OF ISSUANCE

5.1

Name: United States of America

5.2 Standards for dealing approval: Private placement pursuant to Rule 144A and Regulation S of the Securities Act of the United States of America.

6.0

REPORTING REQUIREMENTS

6.1 To future bond holders: The information required by the Indenture, which includes the following:

- Company financial information (Annual and quarterly Financial Statements), and
- certificates of compliance with covenants and conditions under the Indenture.

6.2 To future bond holders trustees:

See previous section 6.

7.0 INDENTURE

7.1 General features:

Date: April 3, 2013

Principal: US\$ 300,000,000

Interest rate: 3.625% annual

Maturity: April 3, 2023

7.2 Rights and obligations of bond holders: They are contained in the Indenture and they are standard rights and obligations for transactions of this nature, such as timely payment of principal and interest, payment of additional amounts as appropriate, the right to demand payment in advance in case of failure to comply, the right to request information, among others.

8.0 IMPORTANT ADDITIONAL INFORMATION

The registration of the bonds has been applied on the Official List of the Luxembourg Stock Exchange (Luxembourg Stock Exchange) and is in the process of being admitted to transactions in the Euro MTF Market.

9.0 LIABILITY STATEMENT

The information contained in this form is true.

Ricardo Ramos

Chief Financial Officer

8.037.690-1

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, thereunto duly authorized.

SOCIEDAD QUIMICA Y MINERA DE CHILE S.A.

Conf: /s/ Ricardo Ramos R.

Ricardo Ramos R.

Chief Financial Officer

Date: April 3, 2013.

nth following the closing of the acquisition, each Convertible Note is automatically convertible if the average closing price of the Common Stock for 20 consecutive trading days equals or exceeds \$7.50 per share.

Escrow Agreements. In connection with the closing of the Acquisition, on January 19, 2007, the Issuer, TSS, Vortech, the Reporting Person, Thomas P. Rosato, Thomas P. Rosato as Members' Representative, and SunTrust Bank, as escrow agent, entered into two separate escrow agreements to secure certain post-closing obligations of the Reporting Person and Thomas P. Rosato: a Balance Sheet Escrow Agreement and a General Indemnity Escrow Agreement. Under the Balance Sheet Escrow Agreement, the Issuer deposited with the escrow agent 73,260 shares of Common Stock to secure any post-closing adjustments in the purchase price in the Issuer's favor. Under the General Indemnity Escrow Agreement, the Issuer deposited with the escrow agent 2,461,728 shares of Common Stock to secure certain indemnification obligations of the selling members under the Purchase Agreement. The deposit by the Reporting Person of shares of Common Stock under the escrow agreements comprise of all of the shares of Common Stock issued to the Reporting Person in the Acquisition

Lock-Up Agreement. The Issuer and, as stockholders, the Reporting Person, Mr. Rosato and Evergreen Capital LLC entered into a Lock-Up Agreement (the “Lock-Up Agreement”) dated January 19, 2007 in connection with the closing of the Acquisition. Under the terms of the Lock-Up Agreement, the Reporting Person and other stockholders party thereto agree that they will not sell, offer to sell, contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, or file (or participate in the filing of) a registration statement with the Securities and Exchange Commission or enter into any arrangement that transfers to another any of the economic consequences of ownership of the shares issued to such stockholder under the Purchase Agreement or upon conversion of a Convertible Note until July 13, 2008.

Registration Rights Agreement. The Issuer and, as stockholders, the Reporting Person, Thomas P. Rosato and Evergreen Capital LLC are parties to a registration rights agreement dated January 19, 2007 (the “Registration Rights Agreement”). All 2,534,988 of the shares of Common Stock issued to the Reporting Person, Mr. Rosato and Evergreen Capital LLC in connection with the acquisition are “Registrable Securities”. The holders of a majority-in-interest of the Registrable Securities may make a written demand for registration under the Securities Act of 1933, as amended, of all or part of their Registrable Securities. Additionally, if elected by a majority-in-interest of the demanding stockholders, the registration shall be made pursuant to an underwritten offering. The Issuer shall not be obligated to effect more than an aggregate of two demand registrations under the Registration Rights Agreement. The holders of Registrable Securities, including the Reporting Person, also have certain rights to include shares of Common Stock in a registration statement proposed to be filed by the Issuer under the Securities Act of 1933, as amended. The holders of Registrable Securities also have certain rights to require, on an unlimited number of occasions, that the Issuer register any or all of their shares of Common Stock on a “Form S-3” or any similar short-form registration which is available to the Issuer at the time, subject to the requirement that the aggregate offering to the public must be at least \$0.5 million.

Voting Agreement. On January 19, 2007, at the closing of the Acquisition, the Issuer and, as stockholders, the Reporting Person and Thomas P. Rosato, C. Thomas McMillen and Harvey L. Weiss entered into a Voting Agreement (the “Voting Agreement”). The Voting Agreement terminates immediately following the re-election of directors at the Issuer’s 2008 annual meeting.

In the Voting Agreement, the stockholders party thereto agree to vote their shares in favor of the following with respect to the election of directors:

- the Reporting Person and Thomas P. Rosato have the right to propose the nomination of four nominees to the Issuer’s board of directors, two of whom must constitute “independent directors” within the meaning of NASDAQ rules, provided that at least one such “independent director” is approved by members of the board of directors that are not so nominated by the Reporting Person and Thomas P. Rosato; and
- the members of the board of directors who are not nominated by the Reporting Person and Thomas P. Rosato have the right to designate five members of the board of directors, three of whom must constitute “independent directors” within the meaning of NASDAQ rules, provided that at least one such “independent director” must be approved by the Reporting Person and Thomas P. Rosato.

In the Voting Agreement, each stockholder party thereto has agreed to vote his shares to elect the following individuals to the Issuer’s board of directors: Gerard J. Gallagher; C. Thomas McMillen; David J. Mitchell; Donald L. Nickles; Thomas P. Rosato; and Harvey L. Weiss. While any director may be removed from the board of directors in the manner allowed by law and the Issuer’s governing documents, each of the Reporting Person and Thomas P. Rosato and the members of the board not nominated by the Reporting Person and Thomas P. Rosato have agreed not to vote their shares for the removal of the other group’s designees absent written approval of such group.

In the Voting Agreement, the Reporting Person and Thomas P. Rosato and Messrs. McMillen and Weiss agree to vote their shares, to the extent applicable, in favor of electing the following individuals to the following offices:

Harvey L. Weiss	Chairman of the Board of Directors
C. Thomas McMillen	Vice Chairman of the Board of Directors
Thomas P. Rosato	Chief Executive Officer
Gerard J. Gallagher	President/Chief Operating Officer

Item 7. Material to be Filed as Exhibits.

Exhibit Number	Description
99.1	Second Amended and Restated Membership Interest Purchase Agreement dated July 31, 2006 among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, LLC, Thomas P. Rosato and Gerard J. Gallagher, and Thomas P. Rosato as Members' Representative (included as Annex A to the Definitive Proxy Statement of the Issuer dated December 27, 2006 and incorporated by reference herein)
99.2	Amendment to the Second Amended and Restated Membership Interest Purchase Agreement dated January 16, 2007 among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, LLC, Thomas P. Rosato and Gerard J. Gallagher, and Thomas P. Rosato as Members' Representative (included as Exhibit 10.1 to the Current Report on Form 8-K of the Issuer dated January 19, 2007 and incorporated by reference herein)
99.3	Convertible Promissory Note dated January 19, 2007 made by Fortress America Acquisition Corporation
99.4	Escrow Agreement (Balance Sheet Escrow) dated January 19, 2007 among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, LLC, Thomas P. Rosato and Gerard J. Gallagher, Thomas P. Rosato as Members' Representative, and SunTrust Bank (included as Exhibit 10.3 to the Current report on Form 8-K of the Issuer dated January 19, 2007 and incorporated by reference herein)
99.5	Escrow Agreement (General Indemnity) among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, LLC, Thomas P. Rosato and Gerard J. Gallagher, Thomas P. Rosato as Members' Representative, and SunTrust Bank (included as Exhibit 10.4 to the Current report on Form 8-K of the Issuer dated January 19, 2007 and incorporated by reference herein)
99.6	Lock-Up Agreement dated January 19, 2007 among Fortress America Acquisition Corporation, Thomas P. Rosato, Gerard J. Gallagher and Evergreen Capital LLC
99.7	Registration Rights Agreement among Fortress America Acquisition Corporation and Thomas P. Rosato and Gerard J. Gallagher (included as Exhibit 10.5 to the Current report on Form 8-K of the Issuer dated January 19,

2007 and incorporated by reference herein)

- 99.8 Voting Agreement dated January 19, 2007 by Fortress America Acquisition Corporation, Thomas P. Rosato, Gerard J. Gallagher, C. Thomas McMillen and Harvey L. Weiss (included as Exhibit 10.11 to the Current report on Form 8-K of the Issuer dated January 19, 2007 and incorporated by reference herein)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 29, 2007

GERARD J. GALLAGHER

By: /s/ Gerard J. Gallagher

Name: Gerard J. Gallagher

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EXHIBIT INDEX

Exhibit Number	Description
99.1	Second Amended and Restated Membership Interest Purchase Agreement dated July 31, 2006 among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, LLC, Thomas P. Rosato and Gerard J. Gallagher, and Thomas P. Rosato as Members' Representative (included as Annex A to the Definitive Proxy Statement of the Issuer dated December 27, 2006 and incorporated by reference herein)
99.2	Amendment to the Second Amended and Restated Membership Interest Purchase Agreement dated January 16, 2007 among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, LLC, Thomas P. Rosato and Gerard J. Gallagher, and Thomas P. Rosato as Members' Representative (included as Exhibit 10.1 to the Current Report on Form 8-K of the Issuer dated January 19, 2007 and incorporated by reference herein)
99.3	Convertible Promissory Note dated January 19, 2007 made by Fortress America Acquisition Corporation
99.4	Escrow Agreement (Balance Sheet Escrow) dated January 19, 2007 among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, LLC, Thomas P. Rosato and Gerard J. Gallagher, Thomas P. Rosato as Members' Representative, and SunTrust Bank (included as Exhibit 10.3 to the Current report on Form 8-K of the Issuer dated January 19, 2007 and incorporated by reference herein)
99.5	Escrow Agreement (General Indemnity) among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, LLC, Thomas P. Rosato and Gerard J. Gallagher, Thomas P. Rosato as Members' Representative, and SunTrust Bank (included as Exhibit 10.4 to the Current report on Form 8-K of the Issuer dated January 19, 2007 and incorporated by reference herein)
99.6	Lock-Up Agreement dated January 19, 2007 among Fortress America Acquisition Corporation, Thomas P. Rosato, Gerard J. Gallagher and Evergreen Capital LLC
99.7	Registration Rights Agreement among Fortress America Acquisition Corporation and Thomas P. Rosato and Gerard J. Gallagher (included as Exhibit 10.5 to the Current report on Form 8-K of the Issuer dated January 19, 2007 and incorporated by reference herein)
99.8	Voting Agreement dated January 19, 2007 by Fortress America Acquisition Corporation, Thomas P. Rosato, Gerard J. Gallagher, C. Thomas McMillen and Harvey L. Weiss (included as Exhibit 10.11 to the Current report on Form 8-K of the Issuer dated January 19, 2007 and incorporated by reference herein)

