

W R GRACE & CO
Form 3
February 11, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|----------|--------------------------------------|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol |
| Â WRG Asbestos PI Trust | | | (Month/Day/Year) | W R GRACE & CO [GRA] |
| (Last) | (First) | (Middle) | 02/03/2014 | 4. Relationship of Reporting Person(s) to Issuer |
| 1100 MARKET STREET | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | |
| WILMINGTON,Â DEÂ 19890-1625 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

(Check all applicable)

Director 10% Owner

Officer Other (specify below)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|---|---|
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

Warrants (right to buy common stock) 02/03/2014 \hat{A} (1) Common Stock 10,000,000 \$ 17 D \hat{A}

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-------------|-----------|-----------|
| | Director | 10% Owner | Officer | Other |
| WRG Asbestos PI Trust 1100 MARKET STREET WILMINGTON, DE 19890-1625 | \hat{A} | \hat{A} X | \hat{A} | \hat{A} |

Signatures

/s/Lewis Sifford 02/11/2014

 **Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Warrants will expire at 5:00 p.m., New York City time, on February 3, 2015 or, if such day is not a business day, the next succeeding day which is a business day; provided, however, that if the issuer fails (a) to cause any registration statement to be declared effective when required by the Registration Rights Agreement, dated as of February 3, 2014, by and between the issuer and WRG Asbestos PI Trust (the "Registration Rights Agreement"), (b) to maintain the effectiveness of such registration statement or (c) if a suspension period occurs under the Registration Rights Agreement, then the expiration date shall be extended by one day for each day that such registration statement is not effective, each day that constitutes a suspension period or each day that WRG Asbestos PI Trust is unable to sell the Warrants or shares of common stock issuable upon exercise thereof due to the lack of an effective or legally compliant registration statement or prospectus.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.