

CABOT CORP
Form S-8
May 15, 2006

As filed with the U.S. Securities and Exchange Commission on May 15, 2006

Registration No. 333- _____

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

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
CABOT CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

04-2271897
(I.R.S. Employer
Identification No.)

**Two Seaport Lane
Suite 1300
Boston, MA**
(Address of principal executive offices)

02210
(Zip Code)

**Cabot UK Holdings Limited Inland Revenue
Approved Employee Share Ownership Plan**
(Full title of the plan)

Brian A. Berube, Esq.
Vice President and General Counsel
Two Seaport Lane
Suite 1300
Boston, MA 02210

(Name and address of agent for service)

617-345-0100

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title Of Securities To Be Registered | Amount To Be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount Of Registration Fee |
|--|--------------------------------|---|---|-------------------------------|
| Common Stock, Par Value \$1.00 per share | 20,000 shares | \$35.235(2) | \$704,700(2) | \$75.41 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers such additional shares of Common Stock as may become issuable under the plan to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Common Stock

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as reported on the New York Stock Exchange Composite Tape on May 10, 2006.

EXPLANATORY NOTE

Cabot Corporation (the Registrant) filed a Registration Statement on Form S-8 on July 22, 2002 (Registration No. 333-96881) (the AESOP Registration Statement) to register shares of Common Stock for issuance pursuant to the Cabot UK Holdings Limited Inland Revenue Approved Employee Share Ownership Plan (the AESOP). For purposes of registering additional shares of Common Stock for issuance pursuant to the AESOP, we hereby incorporate by reference into this registration statement the contents of the AESOP Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| <u>Exhibit Number</u> | <u>Document Description</u> |
|---------------------------|--|
| 4.1 | Restated Certificate of Incorporation of Cabot Corporation (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q of Cabot Corporation, File No. 1-5667, filed with the Commission on February 9, 2006). |
| 23.1* | Consent of PricewaterhouseCoopers LLP. |
| 24* | Power of Attorney (included on the signature page of this registration statement). |

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, The Commonwealth of Massachusetts, on this 12th day of May, 2006.

CABOT CORPORATION

By: /s/ Kennett F. Burnes
Name: Kennett F. Burnes
Title: President and Chief Executive
Officer

SIGNATURES AND POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Brian A. Berube and Jane A. Bell and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead as a director or officer or both, as the case may be, of Cabot Corporation, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by Cabot Corporation, and all documents or instruments necessary or appropriate to enable Cabot Corporation to comply with the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

* * * *

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|-----------------------|--|--------------|
| /s/ Kennett F. Burnes | Director, Chairman of the Board, Chief | May 12, 2006 |
| Kennett F. Burnes | Executive Officer and President (Principal Executive Officer) | |
| /s/ Jonathan P. Mason | Executive Vice President and Chief Financial Officer | May 12, 2006 |
| Jonathan P. Mason | (Principal Financial Officer) | |
| /s/ James P. Kelly | Controller | May 12, 2006 |
| James P. Kelly | (Controller/Principal Accounting Officer) | |
| /s/ John S. Clarkeson | Director | May 12, 2006 |
| John S. Clarkeson | | |

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| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--------------|--------------|
| /s/ Juan Enriquez-Cabot | Director | May 12, 2006 |
| Juan Enriquez-Cabot /s/ Arthur L. Goldstein | Director | May 12, 2006 |
| Arthur L. Goldstein /s/ Gautam S. Kaji | Director | May 12, 2006 |
| Gautam S. Kaji /s/ Roderick C.G. MacLeod | Director | May 12, 2006 |
| Roderick C.G. Macleod /s/ John H. McArthur | Director | May 12, 2006 |
| John H. McArthur /s/ Henry F. McCance | Director | May 12, 2006 |
| Henry F. McCance /s/ John F. O Brien | Director | May 12, 2006 |
| John F. O Brien /s/ Ronaldo H. Schmitz | Director | May 12, 2006 |
| Ronaldo H. Schmitz /s/ Lydia W. Thomas | Director | May 12, 2006 |
| Lydia W. Thomas /s/ Mark S. Wrighton | Director | May 12, 2006 |
| Mark S. Wrighton /s/ Dirk L. Blevi | Director | May 12, 2006 |
| Dirk L. blevi | | |

EXHIBIT INDEX

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