

OLIN CORP  
Form S-8 POS  
May 07, 2012

Registration No. 333-88990

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

POST-EFFECTIVE AMENDMENT NO. 2  
ON FORM S-8 TO FORM S-4  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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

Virginia  
(State or other jurisdiction  
of incorporation or organization)

13-1872319  
(I.R.S. Employer  
Identification No.)

190 Carondelet Plaza, Suite 1530, Clayton, Missouri  
(Address of Principal Executive Offices)

63105  
(Zip Code)

CHASE INDUSTRIES INC. 1994 LONG TERM INCENTIVE PLAN  
CHASE INDUSTRIES INC. 1997 EXECUTIVE DEFERRED COMPENSATION STOCK OPTION PLAN  
CHASE INDUSTRIES INC. 1997 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN  
(Full title of the plans)

G. H. Pain  
Senior Vice President, General Counsel and Secretary  
Olin Corporation  
190 Carondelet Plaza, Suite 1530  
Clayton, Missouri 63105  
(Name and address of agent for service)

314-480-1400  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer \_\_\_\_\_  
Non-accelerated filer \_\_\_\_\_ Smaller reporting company \_\_\_\_\_



DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-8 filed as Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 (Commission File No. 333-88990) filed with the Securities and Exchange Commission on September 27, 2002, pertaining to the registration of 921,388 shares of common stock, issuable under the Chase Industries Inc. 1994 Long Term Incentive Plan, the Chase Industries Inc. 1997 Executive Deferred Compensation Stock Option Plan and the Chase Industries Inc. 1997 Non-Employee Director Stock Option Plan (the "Plans"). The Registrant is filing this Post-Effective Amendment No. 2 to deregister all shares of common stock that have not been sold or otherwise issued under the Plans.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Clayton, State of Missouri, on May 7, 2012.

OLIN CORPORATION

By: /s/ George H. Pain  
George H. Pain, Senior Vice President,  
General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

/s/ Joseph D. Rupp  
Joseph D. Rupp  
Chairman, President, Chief Executive Officer  
and Director  
(Principal Executive Officer)

/s/ Randall W. Larrimore  
Randall W. Larrimore  
Director

/s/ John E. Fischer  
John E. Fischer  
Senior Vice President and Chief Financial  
Officer  
(Principal Financial Officer)

/s/ John M. B. O'Connor  
John M. B. O'Connor  
Director

/s/ Todd A. Slater  
Todd A. Slater  
Vice President, Finance and Controller  
(Principal Accounting Officer)

/s/ Richard M. Rompala  
Richard M. Rompala  
Director

/s/ Gray G. Benoist  
Gray G. Benoist  
Director

/s/ Philip J. Schulz  
Philip J. Schulz  
Director

/s/ Donald W. Bogus  
Donald W. Bogus  
Director

/s/ Vincent J. Smith  
Vincent J. Smith  
Director



/s/ C. Robert Bunch  
C. Robert Bunch  
Director