

OLIN CORP
Form 8-K
September 20, 2018

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): September 19, 2018

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

Virginia 1-1070 13-1872319
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

190 Carondelet Plaza, Suite 1530 63105
Clayton, MO
(Address of principal executive offices) (Zip Code)

(314) 480-1400
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On September 19, 2018, the Board of Directors (the Board) of Olin Corporation (Registrant) appointed Scott M. Sutton as a new director.

No arrangement or understanding exists between Mr. Sutton and any other person or persons pursuant to which he was elected as a director. Neither Mr. Sutton nor any member of his immediate family is a party to any transactions or proposed transactions requiring disclosure under Item 404(a) of Regulation S-K. Registrant will take all such action as may be necessary to include this individual as a nominee to the Board of Registrant at its 2019 annual meeting of shareholders.

Mr. Sutton will be compensated for board services in the same manner as other members of the Board of Registrant as described in Registrant's proxy statement for the 2018 annual meeting of shareholders, filed with the Securities and Exchange Commission on March 2, 2018.

A copy of the press release announcing the appointment of Mr. Sutton is attached as Exhibit 99.1 and is incorporated by reference to this Item 5.02.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The Board of Registrant approved an amendment to Article II, Section 1 of Registrant's Bylaws to increase the size of the Board from eleven to twelve directors, effective September 19, 2018.

A copy of the amended Bylaws is filed as Exhibit 3.1 hereto and is incorporated by reference into this Item 5.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit No. Exhibit

3.1 Bylaws as amended effective September 19, 2018.

99.1 Press Release announcing appointment of Scott M. Sutton as a director.

SIGNATURE

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/ Eric A. Blanchard

Name: Eric A. Blanchard

Title: Vice President, General Counsel and Secretary

Date: September 20, 2018