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FORM 8-K

Chemtura CORP - CHMT

Filed: November 13, 2012 (period: November 09, 2012)

Report of unscheduled material events or corporate changes.

**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): **November 9, 2012**

Chemtura Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-15339
(Commission file number)

52-2183153
(IRS employer identification
number)

1818 Market Street, Suite 3700, Philadelphia, Pennsylvania
199 Benson Road, Middlebury, Connecticut
(Address of principal executive offices)

19103
06749
(Zip Code)

(203) 573-2000
(Registrant's telephone number, including area code)

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))
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Item 1.01 Entry Into a Material Definitive Agreement.

On November 9, 2012, Chemtura Corporation entered into an Asset Purchase Agreement (“APA”) with SK Blue Holdings, Ltd., an exempted company incorporated in the Cayman Islands with limited liability and an affiliate of SK Capital Partners III, L.P., a Delaware limited liability company (“SK”). As provided in the APA, Chemtura Corporation or its affiliates (collectively, “Chemtura” or the “Company”) have agreed to sell the Company’s antioxidants and UV stabilizer business (the “AO/UV Business”) for \$200 million, \$190 million payable in cash at closing and a \$10 million promissory note payable over a four year period, and the assumption of certain liabilities. The purchase price is subject to a post-closing net working capital adjustment. The acquisition is subject to customary closing conditions and is expected to close at the end of 2012 or early 2013.

On November 12, 2012, Chemtura issued a press release announcing the sale of the AO/UV Business. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d)Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release issued by Chemtura, dated November 12, 2012

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 hereunto duly authorized.

Chemtura Corporation

(Registrant)

By: /s/ Billie S. Flaherty

Name: Billie S. Flaherty

Title: SVP, General Counsel & Secretary

Date: November 13, 2012

Exhibit Index

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release issued by Chemtura, dated November 12, 2012



Press Release

Contacts:

John Gustavsen, 203-573-3224
Manager, Corporate Communications

Chemtura Announces Agreement To Sell Antioxidant and UV Stabilizers Business For \$200 Million to SK Capital Partners

PHILADELPHIA, Pa., Nov. 12, 2012 - Chemtura Corporation (NYSE/EuroNext Paris: CHMT) today announced it has entered into an asset purchase agreement to sell its Antioxidant and UV Stabilizers business, including dedicated manufacturing plants in the U.S, France, and Germany, to an affiliate of SK Capital Partners, for \$200 million and the assumption of certain liabilities. The purchase price is subject to a post-closing net working capital adjustment. The transaction is subject to customary closing conditions. Proceeds from the sale will be used for repayment of debt and investment in Chemtura's continued growth. The transaction is expected to close by the end of 2012 or in early 2013.

"This divestiture simplifies our business portfolio as we continue to invest in businesses with less economic sensitivity that make greater contributions to our strategy of focusing on specialty products and applications with greater growth potential in our strategic industry segments and in faster-growing regions," said Craig A. Rogerson, Chemtura Chairman, President and CEO. "The purchase price for the Antioxidant and UV Stabilizers business represents a 6.4X multiple on adjusted EBITDA for the 12 months ended Sept. 30, 2012. The revenues of the business in the same period were approximately \$390 million."

Chemtura will be discussing this divestiture on Thursday, December 6, 2012 at its Investor Day beginning at 1 p.m. Eastern Time in New York City. Details about the Investor day are available on the Investor Relations section of the company's Web site at www.chemtura.com.

SK Capital is a leading investment firm with a disciplined focus on the specialty materials, chemicals and healthcare sectors. Their current portfolio generates over \$3 billion in revenues and employs in excess of 3,400 people.

Chemtura Corporation, with 2011 sales of \$3 billion, is a global manufacturer and marketer of specialty chemicals, agro chemicals, and pool, spa and home care products. Additional information concerning Chemtura is available at www.chemtura.com.

Forward-Looking Statements

This press release includes forward-looking statements within the meaning of Section 27(a) of the Securities Act of 1933, as amended, and Section 21(e) of the Exchange Act of 1934, as amended. These forward-looking statements are identified by terms and phrases such as “potential,” “anticipate,” “believe,” “intend,” “estimate,” “expect,” “continue,” “should,” “could,” “may,” “plan,” “project,” “predict,” “will” and similar expressions and include references to assumptions and relate to our future prospects, developments and business strategies.

Factors that could cause our actual results to differ materially from those expressed or implied in such forward-looking statements include, but are not limited to:

- Our ability to implement our growth strategies in rapidly growing markets;
- Our ability to successfully integrate acquisitions into our business; and
- Other risks and uncertainties described in our filings with the Securities and Exchange Commission including Item 1A, Risk factors, in our Annual Report on Form 10-K.

These statements are based on our estimates and assumptions and on currently available information. Our forward-looking statements include information concerning possible or assumed future results of operations, and our actual results may differ significantly from the results discussed. Forward-looking information is intended to reflect opinions as of the date this press release was issued. We undertake no duty to update any forward-looking statements to conform the statements to actual results or changes in our operations.

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