

AIR PRODUCTS & CHEMICALS INC /DE/  
Form 8-K  
July 23, 2013

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) July 18, 2013

**Air Products and Chemicals, Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

1-4534  
(Commission File Number)

23-1274455  
(IRS Employer Identification No.)

7201 Hamilton Boulevard, Allentown, Pennsylvania  
(Address of Principal Executive Offices)

18195-1501  
(Zip Code)

(610) 481-4911

Registrant's telephone number, including area code

not applicable

(Former Name or Former Address, if Changed Since Last Report)

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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))

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

On and effective July 18, 2013, the Board of Directors (the Board ) of Air Products and Chemicals, Inc., a Delaware corporation (the Company ), approved and adopted amended and restated Bylaws of the Company (the Amended Bylaws ). Among the changes to the Bylaws, the Board:

Amended Article I, Section 1 to expand the disclosure requirements for stockholders who propose business or make nominations to the board of directors at a meeting of stockholders of the Company.

Amended Article I, Section 2 to provide that only such business as may be set forth in a notice of Special Meeting of the stockholders of the Company may be conducted or considered at such Special Meeting. The Amended Bylaws also provide that the only business permitted to be proposed at a Special Meeting of the stockholders of the Company called for the purpose of electing directors shall be the nomination of a director at a Special Meeting.

Amended Article II, Section 2 to require stockholders to deliver to the Company additional disclosures regarding proposed director nominees, including the submission of a written questionnaire with respect to the background and qualifications of such nominees and certain representations from such nominees.

Added Article VIII, Section 7 to include a forum selection provision for the adjudication of disputes. Such provision provides that unless the Company consents in writing to the selection of an alternative forum, the sole and exclusive forum for any derivative action or proceeding brought on behalf of the Company, any action asserting a claim of breach of a fiduciary duty owed by any director, officer or employee of the Company to the Company or its stockholders, any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law or any action asserting a claim governed by the internal affairs doctrine shall be adjudicated in the Court of Chancery of the State of Delaware, or, if the Court of Chancery of the State of Delaware does not have jurisdiction, the Superior Court of the State of Delaware, or, if the Superior Court of the State of Delaware does not have jurisdiction, the United States District Court for the District of Delaware.

The Amended Bylaws also include a number of technical, procedural, conforming and clarifying changes.

The foregoing summary of the Amended Bylaws is qualified in its entirety by reference to, and should be read in conjunction with, the complete text of the Amended Bylaws filed as Exhibit 3.1 to this Current Report and incorporated by reference into this Item 5.03.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Amended and Restated Bylaws of the Company, as amended and restated as of July 18, 2013

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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.

Air Products and Chemicals, Inc.  
(Registrant)

Dated: July 23, 2013

By: /s/ Mary T. Afflerbach  
Mary T. Afflerbach  
Corporate Secretary and Chief  
Governance Officer

Exhibit Index

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Amended and Restated Bylaws of the Company, as amended and restated as of July 18, 2013 |