

CABOT CORP  
Form 8-K  
January 14, 2016

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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):

January 8, 2016

Cabot Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

1-5667

(Commission  
File Number)

04-2271897

(I.R.S. Employer  
Identification No.)

Two Seaport Lane, Suite 1300, Boston,  
Massachusetts

02210-2019

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

617-345-0100

Not Applicable

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:

- ☐ 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 8, 2016, Henry McCance submitted his resignation from the Board of Directors of Cabot Corporation in accordance with the Company's retirement policy for non-employee directors. His retirement is effective at Cabot's Annual Meeting of Stockholders to be held on March 10, 2016. Mr. McCance, who has served as a director of Cabot since 2005, currently serves on the Compensation Committee, which he chairs, the Executive Committee and the Governance and Nominating Committee.

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

On and effective January 8, 2016, the Board amended Cabot's By-laws to designate the courts in Delaware to serve as the exclusive venue for certain shareholder and intracorporate litigation, unless otherwise consented to by Cabot.

The text of the new Section 16 of Cabot's By-laws which includes this provision is attached to this report as Exhibit 3.1. The description of the By-law amendment contained in this report is qualified in its entirety by reference to the full text of new Section 16.

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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.

Cabot Corporation

*January 14, 2016*

By: *Brian A. Berube*

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*Name: Brian A. Berube*

*Title: Senior Vice President and General Counsel*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                                                    |
|--------------------|-----------------------------------------------------------------------|
| 3.1                | Amendment to the By-Laws of Cabot Corporation adopted January 8, 2016 |