

OLIN CORP
Form S-8 POS
April 29, 2015

Registration No. 333-05097

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

POST-EFFECTIVE AMENDMENT NO. 2
TO FORM S-8
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)	1-1070 (Commission File Number)	13-1872319 (IRS Employer Identification No.)
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190 Carondelet Plaza, Suite 1530 Clayton, Missouri (Address of principal executive offices)	63105 (Zip Code)
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1996 STOCK OPTION PLAN FOR KEY EMPLOYEES
OF OLIN CORPORATION AND SUBSIDIARIES
(Full title of the plan)

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:

(i) the Registration Statement on Form S-8 (Commission File No. 333-05097) filed with the Securities and Exchange Commission on June 3, 1996, pertaining to the registration of 1,500,000 shares of common stock, issuable under the 1996 Stock Option Plan for Key Employees of Olin Corporation and Subsidiaries (the "Plan"); and

(ii) Amendment No. 1 to the Registration Statement on Form S-8 (Commission File No. 333-31098) filed with the Securities and Exchange Commission on February 25, 2000, pertaining to the registration of 2,108,501 additional shares of common stock issuable under the Plan pursuant to adjustments made in accordance with the anti-dilution provisions of the Plan in connection with the spin-off of two subsidiaries and a stock split.

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 Plan.

SIGNATURE

Pursuant to the requirements of the Securities Exchange 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, hereunto duly authorized, in the City of Clayton, State of Missouri, on April 29, 2015.

OLIN CORPORATION

By: /s/ George H. Pain
Name: George H. Pain
Title: 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, Chief Executive Officer and Director
(Principal Executive Officer)

/s/ RANDALL W. LARRIMORE
Randall W. Larrimore
Director

/s/ TODD A. SLATER
Todd A. Slater
Vice President and Chief Financial Officer
(Principal Financial Officer)

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

/s/ RANDEE N. SUMNER
Ranee N. Sumner
Vice President 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