

OLIN CORP
Form SC 13D/A
September 22, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Olin Corporation
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

680665205
(CUSIP Number)

Robert Atchinson
Adage Capital Partners GP, L.L.C.
200 Clarendon Street, 52nd Floor
Boston, MA 02116
(617) 867-2800
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

September 18, 2015
(Date of Event Which Requires Filing of This
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. ☐

(Page 1 of 10 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 680665205 SCHEDULE 13D/A Page 2 of 10 Pages

1 NAME OF REPORTING PERSON

Adage Capital Partners,
L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) " A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

CHECK BOX

IF

DISCLOSURE

OF LEGAL

5 PROCEEDING IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

6 ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

8 -0- SHARED VOTING POWER

9 5,383,601 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

	5,383,601
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
12	5,383,601 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	6.94% TYPE OF REPORTING PERSON PN

CUSIP No. 680665205 SCHEDULE 13D/A Page 3 of 10 Pages

1	NAME OF REPORTING PERSON
	Adage Capital Partners GP, L.L.C.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) " A GROUP
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF (see Item 3)
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
8	SOLE VOTING POWER
	-0-
9	SHARED VOTING POWER
	5,383,601
10	SOLE DISPOSITIVE POWER
	-0-
	SHARED DISPOSITIVE POWER

	5,383,601
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	6.94% TYPE OF REPORTING PERSON OO

CUSIP No. 680665205 SCHEDULE 13D/A Page 4 of 10 Pages

1 NAME OF REPORTING PERSON

Adage Capital Advisors,
L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) " A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF (see Item 3)

CHECK BOX

IF

DISCLOSURE

OF LEGAL

5 PROCEEDING IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

6 ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

8 -0- SHARED VOTING POWER

9 5,383,601 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

	5,383,601
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	6.94% TYPE OF REPORTING PERSON OO

CUSIP No. 680665205 SCHEDULE 13D/A Page 5 of 10 Pages

1 NAME OF REPORTING PERSON

Robert Atchinson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

MEMBER OF A GROUP

3 SEC USE ONLY
4 SOURCE OF FUNDS

AF (see Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6 ORGANIZATION

United States

7 SOLE VOTING POWER

-0-
SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

8 5,383,601
9 SOLE DISPOSITIVE POWER

10 -0-
SHARED DISPOSITIVE POWER

5,383,601

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
12	5,383,601 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	6.94% TYPE OF REPORTING PERSON IN

CUSIP No. 680665205 SCHEDULE 13D/A Page 6 of 10 Pages

1 NAME OF REPORTING PERSON

Phillip Gross
CHECK THE
APPROPRIATE " "

2 BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY
4 SOURCE OF FUNDS

AF (see Item 3)
CHECK BOX
IF
DISCLOSURE
OF LEGAL
5 PROCEEDING
IS
REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)
CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

United States
SOLE
VOTING
7 POWER

NUMBER OF
SHARES **8** -0-
BENEFICIALLY SHARED
OWNED BY VOTING
EACH POWER
REPORTING
PERSON WITH: **9**

5,383,601
SOLE
DISPOSITIVE
POWER

10 -0-
SHARED
DISPOSITIVE
POWER

5,383,601

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
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14	6.94% TYPE OF REPORTING PERSON IN

This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on August 31, 2015 (the "Original Schedule 13D" and together with this Amendment No. 1, the "Schedule 13D") with respect to the shares of Common Stock, \$0.001 par value per share (the "Common Stock"), of Olin Corporation, Ltd., a Virginia corporation (the "Issuer"). This Amendment No. 1 amends Items 3 and 5 as set forth below.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated as follows:

Funds for the purchase of the 5,383,601 shares of Common Stock to which this Schedule 13D relates were derived from working capital of ACP and margin account borrowings made in the ordinary course of business. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the account, which may exist from time to time. Since other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the 5,383,601 shares of Common Stock reported herein. A total of \$136,272,755 was paid to acquire the 5,383,601 shares of Common Stock reported herein. ACPGP, ACA and Messrs. Atchinson or Gross control the investing and trading in securities of ACP. None of ACPGP, ACA or Messrs. Atchinson or Gross directly hold any shares of Common Stock.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended and restated as follows:

See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentages of the shares of Common Stock beneficially owned by each of the Reporting

- (a) Persons. The percentages used in this Schedule 13D are calculated based upon 77,527,437 shares of Common Stock reported to be outstanding as of August 5, 2015 in Amendment No. 4 to the Company's Registration Statement on Form S-4/A, filed with the Securities Exchange Commission on September 2, 2015.

- (b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.

- (c) The transactions in the shares of Common Stock since the filing of Amendment No. 1 by ACP, which were all in the open market, are set forth in Schedule A, and are incorporated herein by reference. The other Reporting Persons did not enter into any transactions in the shares of Common Stock within the past sixty days.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such shares of Common Stock.

(e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 22, 2015

ADAGE CAPITAL PARTNERS, L.P.

By: Adage Capital Partners GP, L.L.C.,
its general partner

By: Adage Capital Advisors, L.L.C.,
its managing member

/s/ Robert Atchinson

Name: Robert Atchinson

Title: Managing Member

ADAGE CAPITAL PARTNERS GP, L.L.C.

By: Adage Capital Advisors, L.L.C.,
its managing member

/s/ Robert Atchinson

Name: Robert Atchinson

Title: Managing Member

ADAGE CAPITAL ADVISORS, L.L.C.

/s/ Robert Atchinson

Name: Robert Atchinson

Title: Managing Member

ROBERT ATCHINSON

/s/ Robert Atchinson

ROBERT ATCHINSON, individually

PHILLIP GROSS

/s/ Phillip Gross

PHILLIP GROSS, individually

Schedule A

This Schedule sets forth information with respect to each purchase and sale of shares of Common Stock which were effectuated by ACP since the filing of Amendment No. 1. All transactions were effectuated in the open market through a broker.

<u>Trade Date</u>	<u>Shares Purchased (Sold)</u>	<u>Price Per Share (\$)*</u>
09/01/2015	21,284	19.66
09/01/2015	78,716	19.75
09/02/2015	200,000	18.59
09/03/2015	50,000	18.84
09/03/2015	400	18.80
09/03/2015	99,600	18.97
09/04/2015	50,000	18.81
09/09/2015	100,000	20.10
09/14/2015	75,000	18.91
09/17/2015	50,000	18.66
09/18/2015	50,000	18.00
09/21/2015	50,000	18.00
09/22/2015	50,000	17.74
09/22/2015	170,300	17.80
09/22/2015	29,700	17.80

* Excluding commissions.