

BALCHEM CORP  
Form 3  
May 19, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Â NICOLAIS CHARLES A  
(Last) (First) (Middle)

2. Date of Event Requiring Statement  
(Month/Day/Year)  
05/07/2014

3. Issuer Name and Ticker or Trading Symbol  
BALCHEM CORP [BCPC]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O BALCHEM CORPORATION,Â 52  
SUNRISE PARK ROAD

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Pres Perf Chemical and Ingr Co

NEW HAMPTON,Â NYÂ 10958  
(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|---|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                     |  |

|   |                           |            |                 | Shares |          | or Indirect<br>(I)<br>(Instr. 5) |   |
|---|---------------------------|------------|-----------------|--------|----------|----------------------------------|---|
| Employee Stock Option<br>(right to buy) | 05/07/2017 <sup>(1)</sup> | 05/07/2024 | Common<br>Stock | 50,000 | \$ 58.42 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| NICOLAIS CHARLES A<br>C/O BALCHEM CORPORATION<br>52 SUNRISE PARK ROAD<br>NEW HAMPTON, NY 10958 | Â             | Â         | Â Pres Perf Chemical and Ingr Co | Â     |

## Signatures

/s/ Matthew Houston, as Attorney in Fact for Charles A. Nicolais

05/16/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Does not include 50,000 options that vest based on achievement of financial performance targets, which are not reportable under Section 16 until they vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.