

QUAKER CHEMICAL CORP
Form 10-Q/A
July 31, 2015

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

FORM 10-Q/A
Amendment No. 1

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2015

OR

[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from_____ to_____

Commission file number 001-12019

QUAKER CHEMICAL CORPORATION

(Exact name of Registrant as specified in its charter)

**Pennsylvania
(State or other jurisdiction of
incorporation or organization)**

**23-0993790
(I.R.S. Employer
Identification No.)**

One Quaker Park, 901 E. Hector Street,

19428 – 2380

Conshohocken, Pennsylvania
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 610-832-4000

Not Applicable

Former name, former address and former fiscal year, if changed since last report.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Non-accelerated filer (Do not check if smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Number of Shares of Common Stock

Outstanding on June 30, 2015

13,336,918

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to Quaker Chemical Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2015 (the "Form 10-Q"), as filed with the Securities and Exchange Commission on July 30, 2015, is to furnish Exhibit 101 to the Form 10-Q, which was inadvertently omitted from the original filing, in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No changes have been made to the Form 10-Q other than the furnishing of Exhibit 101, as described above. Amendment No. 1 to the Form 10-Q does not reflect any subsequent events occurring after the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

PART II - OTHER INFORMATION

Item 6. Exhibits

(a) Exhibits

- 31.1* – Certification of Chief Executive Officer of the Company pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
- 31.2* – Certification of Chief Financial Officer of the Company pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
- 32.1* – Certification of Michael F. Barry Pursuant to 18 U.S. C. Section 1350
- 32.2* – Certification of Margaret M. Loebel Pursuant to 18 U.S. C. Section 1350
- 101.INS** – XBRL Instance Document
- 101.SCH** – XBRL Extension Schema Document
- 101.CAL** – XBRL Calculation Linkbase Document
- 101.DEF** – XBRL Definition Linkbase Document
- 101.LAB** – XBRL Label Linkbase Document
- 101.PRE** – XBRL Presentation Linkbase Document

* Exhibit filed with Quaker Chemical Corporation's Quarterly Report on Form 10-Q filed on July 30, 2015

** Furnished with this 10-Q/A

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 thereunto duly authorized.

QUAKER CHEMICAL CORPORATION

(Registrant)

/s/ Margaret M. Loebel

Date: July 31, 2015

**Margaret M. Loebel, Vice President, Chief
Financial Officer and Treasurer (officer
duly authorized on behalf of, and principal
financial officer of, the Registrant)**

pt"> (iv) Mr. Mark: 540 Madison Ave, 17th Floor, New York, NY 10022

Item 2(c). CITIZENSHIP

- (i) The Investment Manager: Delaware, USA
- (ii) The General Partner: Delaware, USA
- (iii) Mr. Cooper: USA
- (iv) Mr. Mark: USA

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, \$0.01 par value

Item 2(e). CUSIP NUMBER

86722A103

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "

A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
(g) "

A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
(h) "

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
(i) " Investment Company Act;

(j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP

The figures used to calculate beneficial ownership are based upon the 66,217,462 shares of common stock outstanding as of October 24, 2014, as reflected in Suncoke Energy, Inc.'s Form 10-Q, as filed on October 28, 2014.

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The information required by Items 4(a)-(c) is set forth in rows 5-11 for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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: February 17, 2015

Jet Capital Investors, L.P.

/s/ Alan S. Cooper
Name: Alan S. Cooper
Title: Authorized Signatory

Jet Capital Management, L.L.C.

/s/ Alan S. Cooper
Name: Alan S. Cooper
Title: Authorized Signatory

/s/ Alan S. Cooper
Alan s. Cooper, individually

/s/ Matthew Mark
Matthew mark, individually