

AIR PRODUCTS & CHEMICALS INC /DE/

Form S-8

May 22, 2015

As filed with the Securities and Exchange Commission on May 22, 2015

Registration No.

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

AIR PRODUCTS AND CHEMICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

23-1274455

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

7201 Hamilton Boulevard, Allentown, Pennsylvania 18195-1501

(Address of Principal Executive Offices) (Zip Code)

Air Products and Chemicals, Inc. Retirement Savings Plan

(Full Title of the Plan)

Mary T. Afflerbach, Corporate Secretary and Chief Governance Officer

Air Products and Chemicals, Inc., 7201 Hamilton Boulevard, Allentown, PA 18195-1501

(Name and Address of Agent for Service)

610-481-4911

(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Titles of securities to be registered	Amount to be registered	Proposed	Proposed	Amount of registration fee
		maximum offering price per share	maximum aggregate offering price	
Common Stock, par value \$1	2,000,000	\$148.48	\$296,960,000.00	\$34,506.75 ⁽¹⁾

- (1) The registration fee with respect to these shares has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the reported high and low sales prices of shares of Common Stock on 15 May 2015 (i.e., \$148.48 per share).

EXPLANATORY NOTE

Air Products and Chemicals, Inc. (the Registrant), has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register 2,000,000 additional shares of common stock of the Registrant, for distribution pursuant to the Air Products and Chemicals, Inc. Retirement Savings Plan (the Plan).

These are securities of the same class as the securities registered on Form S-8, Registration Statement No. 033-31195 filed with the Securities and Exchange Commission (the SEC) on 12 October 1989, (the Initial Registration) relating to the Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Initial Registration are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended 30 September 2014, filed on 24 November 2014;
- (b) The Registrant's Quarterly Reports on Form 10-Q for the quarter ended 31 December 2014, filed on 30 January 2015 and for the quarter ended 31 March 2015, filed on 30 April 2015; and
- (c) The Registrant's Current Reports on Form 8-K filed on 30 October 2014, 21 November 2014, 5 January 2015, 26 January 2015, 28 January 2015, 12 February 2015, 31 March 2015, 21 April 2015, 30 April 2015 and 4 May 2015.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective date amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

Item 8. Exhibits

- 23. Consents of Independent Registered Public Accounting Firm
- 24. Power of Attorney.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Trexlertown, Commonwealth of Pennsylvania, on this 22nd day of May 2015.

AIR PRODUCTS AND CHEMICALS, INC.
(Registrant)

By: /s/ Mary T. Afflerbach
 Mary T. Afflerbach*
 Corporate Secretary and Chief
 Governance
 Officer

* Mary T. Afflerbach, Corporate Secretary and Chief Governance Officer, by signing her name hereto, signs this registration statement on behalf of the registrant and, for each of the persons indicated by asterisk on pages 3 and 4 hereof, pursuant to a power of attorney duly executed by such persons which is filed with the Securities and Exchange Commission herewith.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Seifi Ghasemi	Director, Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	22 May 2015
Seifi Ghasemi		
/s/ M. Scott Crocco	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Accounting Officer)	22 May 2015
M. Scott Crocco		
*	Director	22 May 2015
Susan K. Carter		
*	Director	22 May 2015
William L. Davis, III		
*	Director	22 May 2015
Chadwick C. Deaton		
*	Director	22 May 2015
W. Douglas Ford		
*	Director	22 May 2015
Evert Henkes		
*	Director	22 May 2015
David H. Y. Ho		
*	Director	22 May 2015
Margaret G. McGlynn		
*	Director	22 May 2015
Edward L. Monser		
*	Director	22 May 2015
Matthew H. Paull		

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No opinion of counsel is being filed because the Common Stock to be distributed in connection with the Plan will consist exclusively of previously issued shares that are presently held by the registrant as treasury shares and will not constitute original issuance shares; further, no opinion is being furnished with respect to ERISA compliance because the Plan covered by the registration statement is not subject to the requirements of ERISA.