

W R GRACE & CO  
Form 3  
February 11, 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |  |
| Â FRANKEL ROGER LEE                       |         | (Month/Day/Year)                     | W R GRACE & CO [GRA]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 02/03/2014                           |  |  |
| 2101 L STREET, N.W., SUITE 800            |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input checked="" type="checkbox"/> 10% Owner        |
|   |         |                                      | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
| WASHINGTON, Â DC Â 20037                  |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

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

| 1. Title of Security (Instr. 4)  | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|----------------------------------|---|--|---|
| No Securities Beneficially Owned | 0   | I  | See Footnote <sup>(1)</sup>                           |

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

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|                                      | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |                  |
|--------------------------------------|------------------|-----------------|----------------------------|----------------------------|------------------|
| WARRANTS (Right to buy Common Stock) | 02/03/2014       | ∧ (2)           | Common Stock               | 0                          | \$ 17            |
|                                      |                  |                 |                            |                            | I                |
|                                      |                  |                 |                            |                            | See Footnote (1) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FRANKEL ROGER LEE<br>2101 L STREET, N.W., SUITE 800<br>WASHINGTON, DC 20037 | ∧             | ∧ X       | ∧       | ∧     |

## Signatures

/s/ Roger Frankel  
02/11/2014

\_\_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).
- Roger Frankel, in his capacity as the Asbestos Future Claimants' Representative under the WRG Asbestos PI Trust Agreement dated February 3, 2014, is filing this Form 3. Notwithstanding anything to the contrary contained herein, the filing of this Form 3 by Mr. Frankel should not be construed as an admission by Mr. Frankel that he is, and he expressly disclaims that he is, the beneficial owner of any of the securities of WR Grace & Co.
- (1) The Warrants will expire at 5:00 p.m., New York City time, on February 3, 2015 or, if such day is not a business day, the next succeeding day which is a business day.
  - (2)

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.