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OLIN CORP
Form 8-K
May 09, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 9, 2002

OLIN CORPORATION

(Exact name of registrant as specified in the charter)

Virginia	1-1070	13-1872319
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

P.O. Box 4500, 501 Merritt 7, Norwalk, Connecticut	06856-4500
(Address of principal executive offices)	(Zip Code)

(203) 750-3000
Registrant's telephone number, including area code

Not Applicable
(Former name or former address, if changed since last report)

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Item 5. Other Events.

On May 8, 2002, Olin Corporation, a Virginia corporation ("Olin"), and Chase Industries Inc., a Delaware corporation ("Chase"), issued a press release announcing that the two companies had entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated as of May 7, 2002, by and among Olin, Plumber Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Olin, and Chase. In the merger, holders of Chase common stock will receive 0.6400 shares of Olin common stock for each share of Chase common stock that they own. Stockholders will receive cash for any fractional shares which they would otherwise receive in the merger. A copy of the Merger Agreement is attached hereto as Exhibit 2.1 and is incorporated herein by

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reference.

In connection with the execution of the Merger Agreement, Olin has entered into a Voting Agreement, dated as of May 7, 2002, with Court Square Capital Limited, an affiliate of Citicorp Venture Capital, which has agreed with Olin to vote the shares of Chase common stock over which it has voting power or control in favor of the adoption of the Merger Agreement. Court Square Capital Limited holds approximately 48% of the outstanding shares of Chase common stock. A copy of the Voting Agreement is attached hereto as Exhibit 2.2 and is incorporated herein by reference.

Item 7. Exhibits.

Exhibit No.	Exhibit
2.1	Agreement and Plan of Merger, dated as of May 7, 2002, by and among Olin Corporation, Plumber Acquisition Corp. and Chase Industries Inc.
2.2	Voting Agreement, dated as of May 7, 2002, between Olin Corporation and Court Square Capital Limited.

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SIGNATURE

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 hereunto duly authorized.

OLIN CORPORATION

By: /s/ George H. Pain

Name: George H. Pain
Title: Vice President, General
Counsel and Secretary

Dated: May 9, 2002

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EXHIBIT INDEX

Exhibit No.	Exhibit
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- 2.1 Agreement and Plan of Merger, dated as of May 7, 2002, by and among Olin Corporation, Plumber Acquisition Corp. and Chase Industries Inc.
- 2.2 Voting Agreement, dated as of May 7, 2002, between Olin Corporation and Court Square Capital Limited.