

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>40 North Latitude Fund LP</u>  (Last) (First) (Middle) <u>9 WEST 57TH STREET</u> <u>30TH FLOOR</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/06/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>WR GRACE &amp; CO [ GRA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <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)
Common Stock, \$0.01 par value	6,698,975	I	By 40 North Latitude Master Fund Ltd. <sup>(1)(2)(3)</sup>

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
			Title	Amount or Number of Shares		

1. Name and Address of Reporting Person* <u>40 North Latitude Fund LP</u>  (Last) (First) (Middle) <u>9 WEST 57TH STREET</u> <u>30TH FLOOR</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[40 NORTH LATITUDE MASTER FUND LTD.](#)

(Last) (First) (Middle)

9 WEST 57TH STREET  
30TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[40 NORTH GP III LLC](#)

(Last) (First) (Middle)

9 WEST 57TH STREET  
30TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WINTER DAVID S.](#)

(Last) (First) (Middle)

9 WEST 57TH STREET  
30TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[MILLSTONE DAVID J.](#)

(Last) (First) (Middle)

9 WEST 57TH STREET  
30TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[40 North Management LLC](#)

(Last) (First) (Middle)

9 WEST 57TH STREET  
30TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

**Explanation of Responses:**

1. In addition to 40 North Latitude Fund LP, a Delaware limited partnership ("40 North Latitude Feeder"), this Form 3 is being filed jointly by 40 North Latitude Master Fund Ltd., a Cayman Islands exempted company incorporated with limited liability ("40 North Latitude Master"), 40 North GP III LLC, a Delaware limited liability company ("40 North GP III"), David S. Winter, an American citizen, David J. Millstone, an American citizen, and 40 North Management LLC, a Delaware limited liability company ("40 North Management," and all of the foregoing, collectively, the "Reporting Persons"), each of whom has the same business address as 40 North Latitude Feeder.

2. The securities reported on this Form 3 (the "Subject Securities") are held directly by 40 North Latitude Master, for which 40 North Latitude Feeder serves as a feeder fund. 40 North GP III is the general partner of 40 North Latitude Feeder, and Messrs. Winter and Millstone are the principals of 40 North GP III. 40 North Management is the investment adviser to 40 North Latitude Feeder and 40 North Latitude Master.

3. 40 North Latitude Master and 40 North Latitude Feeder, as pooled investment vehicles with direct and indirect holdings, respectively, in the Subject Securities; 40 North GP III, as the general partner of 40 North Latitude Feeder; and Messrs. Winter and Millstone, as the principals of 40 North GP III; in each case, may be deemed to beneficially own the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As an investment adviser eligible to receive only an asset-based fee in respect of the Subject Securities, 40 North Management does not beneficially own any Subject Securities for purposes of Rule 16a-1(a)(2) under the Exchange Act. Each of the Reporting Persons disclaims beneficial ownership of the Subject Securities except to the extent of any pecuniary interest therein.

40 North Latitude Fund LP  
By: 40 North GP III LLC, By:  
/s/ David S. Winter, Principal, 12/10/2018  
and /s/ David J. Millstone,  
Principal

40 North Latitude Master  
Fund Ltd., By: /s/ David S.  
Winter, Director, and /s/ David 12/10/2018  
J. Millstone, Director

40 North GP III LLC, By: /s/  
David S. Winter, Principal, 12/10/2018  
and /s/ David J. Millstone,  
Principal

/s/ David S. Winter 12/10/2018

/s/ David J. Millstone 12/10/2018

40 North Management LLC,  
By: /s/ David S. Winter, 12/10/2018  
Principal, and /s/ David J.  
Millstone, Principal

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**