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

POST EFFECTIVE AMENDMENT NO. 2 TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

W. R. Grace & Co.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

65-0773649

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

7500 Grace Drive

Columbia, Maryland 21044

(Address of Principal Executive Offices including zip code)

W. R. Grace & Co. 2011 Stock Incentive Plan

W. R. Grace & Co. Amended and Restated 2011 Stock Incentive Plan

(Full titles of the plans)

Mark A. Shelnitz

Senior Vice President, General Counsel and Secretary

W. R. Grace & Co.

7500 Grace Drive

Columbia, Maryland 21044

(410) 531-4000

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

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

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

DEREGISTRATION

On April 28, 2011, W. R. Grace & Co. (the "Company") filed Registration Statement on Form S-8 (Registration Statement No. 333-173785) (the "Registration Statement") registering 2,100,000 shares of the Company's Common Stock, par value \$0.01 per share (the "Common Stock") for issuance pursuant to the W. R. Grace & Co. 2011 Stock Incentive Plan (the "2011 Plan"). On May 1, 2013, the Company filed Post Effective Amendment No. 1 to the Registration Statement registering 800,000 additional shares of Common Stock of Common Stock for issuance pursuant to the W. R. Grace & Co. Amended and Restated 2011 Incentive Stock Plan (the "Amended and Restated 2011 Plan"). The Company is no longer issuing securities under the 2011 Plan or the Amended and Restated 2011 Plan. In accordance with the undertakings contained in Part II of the Registration Statement and Item 512 of Regulation S-K, the Company is filing this Post-Effective Amendment No. 2 to remove from registration all shares of the Common Stock that were registered under the Registration Statement and remain unissued.

ITEM 8. EXHIBITS.

The following exhibits have been filed with this Registration Statement:

Exhibit Number	Description
24	Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Post-Effective Amendment No. 2 to the Company's Registration Statement on Form S-8 (Registration No. 333-173785) to be signed on its behalf by the undersigned, thereunto duly authorized, in Columbia, Maryland.

W. R. GRACE & CO.

By: /s/ A. E. Festa
A. E. Festa
Chairman and Chief Executive Officer

Date: July 12, 2018

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Company's Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ A. E. Festa</u> A. E. Festa	Chairman and Chief Executive Officer (Principal Executive Officer)	July 12, 2018
<u>/s/ Hudson La Force</u> Hudson La Force	Director, President and Chief Operating Officer (Acting Principal Financial Officer)	July 12, 2018
<u>/s/ William C. Dockman</u> William C. Dockman	Vice President and Controller (Principal Accounting Officer)	July 12, 2018

<u>Signature</u>	<u>Title</u>
R. F. Cummings, Jr.	} Directors
J. Fasone Holder	
D. H. Gulyas	
J. N. Quinn	
C. J. Steffen	
M. E. Tomkins	
S. Yanai	

By: /s/ Mark A. Shelnitz
Mark A. Shelnitz
Attorney-in-Fact

Date: July 12, 2018

EXHIBIT INDEX

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POWER OF ATTORNEY

The undersigned hereby appoints HUDSON LA FORCE, MARK A. SHELNITZ, and MICHAEL W. CONRON as his / her true and lawful attorneys-in-fact for the purpose of signing the Post-Effective Amendment No. 2 to Registration Statement on Form S-8 (File No.: 333-173785) and all further amendments to such registration statement, to be filed by W. R. GRACE & CO., a Delaware corporation (the "Company"), with the Securities and Exchange Commission with respect to the Company's 2011 Stock Incentive Plan and the Company's 2011 Amended and Restated Stock Incentive Plan and all amendments thereto. Each of such attorneys-in-fact is appointed with full power to act without the other.

Robert F. Cummings, Jr.

Julie Fasone Holder

Diane H. Gulyas

Jeffry N. Quinn

Christopher J. Steffen

Mark E. Tomkins

Shlomo Yanai

/s/ Robert F. Cummings, Jr.

/s/ Julie Fasone Holder

/s/ Diane H. Gulyas

/s/ Jeffry N. Quinn

/s/ Christopher J. Steffen

/s/ Mark E. Tomkins

/s/ Shlomo Yanai

Dated: June 28, 2018