
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 2)*

Under the Securities Exchange Act of 1934

W.R. GRACE & CO.

(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

38388F108
(CUSIP Number)

David S. Winter
David J. Millstone
40 North Management LLC
9 West 57th Street, 30th Floor
New York, New York 10019
(212) 821-1600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

COPIES TO:
Robert W. Downes, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
(212) 558-4000

December 18, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons

40 NORTH MANAGEMENT LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

DELAWARE

7. Sole Voting Power

8,331,100

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power

0

9. Sole Dispositive Power

8,331,100

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

8,331,100

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

12.4%

14. Type of Reporting Person (See Instructions)

IA

1. Names of Reporting Persons

40 NORTH GP III LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

DELAWARE

7. Sole Voting Power

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power

8,331,100

9. Sole Dispositive Power

0

10. Shared Dispositive Power

8,331,100

11. Aggregate Amount Beneficially Owned by Each Reporting Person

8,331,100

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

12.4%

14. Type of Reporting Person (See Instructions)

OO

1. Names of Reporting Persons

40 NORTH LATITUDE MASTER FUND LTD.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

CAYMAN ISLANDS

7. Sole Voting Power

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power

8,331,100

9. Sole Dispositive Power

0

10. Shared Dispositive Power

8,331,100

11. Aggregate Amount Beneficially Owned by Each Reporting Person

8,331,100

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

12.4%

14. Type of Reporting Person (See Instructions)

CO

1. Names of Reporting Persons

40 NORTH LATITUDE FUND LP

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

DELAWARE

7. Sole Voting Power

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power

8,331,100

9. Sole Dispositive Power

0

10. Shared Dispositive Power

8,331,100

11. Aggregate Amount Beneficially Owned by Each Reporting Person

8,331,100

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

12.4%

14. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons

DAVID S. WINTER

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

UNITED STATES

7. Sole Voting Power

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power

8,331,100

9. Sole Dispositive Power

0

10. Shared Dispositive Power

8,331,100

11. Aggregate Amount Beneficially Owned by Each Reporting Person

8,331,100

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

12.4%

14. Type of Reporting Person (See Instructions)

IN

1. Names of Reporting Persons

DAVID J. MILLSTONE

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

UNITED STATES

7. Sole Voting Power

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power

8,331,100

9. Sole Dispositive Power

0

10. Shared Dispositive Power

8,331,100

11. Aggregate Amount Beneficially Owned by Each Reporting Person

8,331,100

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

12.4%

14. Type of Reporting Person (See Instructions)

IN

AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2 supplements the information set forth in the Schedule 13D filed by 40 North Management LLC, a Delaware limited liability company, 40 North Latitude Fund LP, a Delaware limited partnership, 40 North GP III LLC, a Delaware limited liability company, 40 North Latitude Master Fund Ltd., a Cayman Islands exempted company incorporated with limited liability, David S. Winter, an American citizen, and David J. Millstone, an American citizen, with the United States Securities and Exchange Commission (the “SEC”) on May 7, 2018, as heretofore amended (the “Schedule 13D”), relating to Common Stock, par value \$0.01 per share (the “Shares”), of W.R. Grace & Co., a Delaware corporation (the “Issuer”). All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is hereby supplementally amended as follows:

Item 2. Identity and Background.

This statement on Schedule 13D is filed on behalf of 40 North Management LLC, a Delaware limited liability company (“40 North Management”), 40 North Latitude Fund LP, a Delaware limited partnership (“40 North Latitude Feeder”), 40 North GP III LLC, a Delaware limited liability company (“40 North GP III”), 40 North Latitude Master Fund Ltd., a Cayman Islands exempted company incorporated with limited liability (“40 North Latitude Master”), David S. Winter, an American citizen and David J. Millstone, an American citizen (all of the foregoing, collectively, the “Reporting Persons”).

This statement relates to Shares held by 40 North Latitude Master.

The principal business of each of 40 North Latitude Feeder and 40 North Latitude Master is the making of investments in securities and other assets. The principal business of 40 North GP III is to serve as general partner of 40 North Latitude Feeder. 40 North Management serves as principal investment manager to 40 North Latitude Feeder and 40 North Latitude Master. As such, 40 North Management has been granted investment discretion over portfolio investments, including the Shares. David S. Winter and David J. Millstone serve as the sole members and principals of each of 40 North Management and 40 North GP III, and as the sole directors of 40 North Latitude Master. The principal business address of all of the Reporting Persons, is 9 West 57th Street, 30th Floor, New York, New York 10019. A joint filing agreement of the Reporting Persons is attached hereto as Exhibit 1.

During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The responses to Items 4, 5 and 6 of this Schedule 13D are incorporated herein by reference.

The Shares reported herein were purchased by 40 North Latitude Master using working capital. The total purchase price for the Shares reported herein was \$544,838,832. All or part of the Shares owned by the Reporting Persons may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such bank(s) or brokerage firm(s) to the Reporting Persons. Such indebtedness may be refinanced with other banks or broker dealers.

Item 5. Interest in Securities of the Issuer.

(a) – (b) Each of 40 North Management, 40 North Latitude Master, 40 North Latitude Feeder, 40 North GP III, Mr. Winter and Mr. Millstone may be deemed the beneficial owner of all of the Shares reported herein, which represent approximately 12.4% of the Issuer’s outstanding Shares. 40 North Management may be deemed to have sole power to vote and sole power to dispose of all of the Shares, whereas the other Reporting Persons having beneficial ownership may be deemed to have shared power to vote and shared power to dispose of such Shares as they may be deemed to have beneficial ownership of.

The percentage in the immediately foregoing paragraph is calculated based on a total of 66,989,580 Shares outstanding as of October 31, 2018 (based on the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on November 8, 2018).

(c) Except as set forth on Exhibit 2 attached hereto, there have been no transactions with respect to the Shares during the sixty days prior to the date hereof by any of the Reporting Persons.

(d) In addition to the Reporting Persons, the limited partners of (or investors in) 40 North Latitude Feeder or its subsidiaries or affiliated entities, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the account of 40 North Latitude Feeder in accordance with their respective limited partnership interests (or investment percentages).

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 – Agreement by and among 40 North Management LLC, 40 North GP III LLC, 40 North Latitude Fund LP, 40 North Latitude Master Fund Ltd., David S. Winter and David J. Millstone to file this Schedule 13D and any amendments thereto jointly on behalf of each of them.

Exhibit 2 – Transactions in the Shares effected in the past 60 days.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: December 19, 2018

40 NORTH MANAGEMENT LLC

By:

/s/ David S. Winter

David S. Winter
Principal

By:

/s/ David J. Millstone

David J. Millstone
Principal

Date: December 19, 2018

40 NORTH LATITUDE FUND LP

By 40 North GP III LLC, its General Partner

By:

/s/ David S. Winter

David S. Winter
Principal

By:

/s/ David J. Millstone

David J. Millstone
Principal

Date: December 19, 2018

40 NORTH LATITUDE MASTER FUND LTD.

By:

/s/ David S. Winter

David S. Winter
Director

By:

/s/ David J. Millstone

David J. Millstone
Director

Date: December 19, 2018

40 NORTH GP III LLC

By:

/s/ David S. Winter

David S. Winter
Principal

By:

/s/ David J. Millstone

David J. Millstone
Principal

Date: December 19, 2018

DAVID S. WINTER

By:

/s/ David S. Winter

Date: December 19, 2018

DAVID J. MILLSTONE

By:

/s/ David J. Millstone

AGREEMENT
JOINT FILING OF SCHEDULE 13D

The undersigned hereby agree to jointly prepare and file with regulatory authorities this Schedule 13D and any future amendments thereto reporting each of the undersigned's ownership of securities of W.R. Grace & Co., and hereby affirm that such Schedule 13D is being filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: December 19, 2018

40 NORTH MANAGEMENT LLC

By:

/s/ David S. Winter
David S. Winter
Principal

By:

/s/ David J. Millstone
David J. Millstone
Principal

Date: December 19, 2018

40 NORTH LATITUDE FUND LP

By 40 North GP III LLC, its General Partner

By:

/s/ David S. Winter
David S. Winter
Principal

By:

/s/ David J. Millstone
David J. Millstone
Principal

Date: December 19, 2018

40 NORTH LATITUDE MASTER FUND LTD.

By:

/s/ David S. Winter
David S. Winter
Director

By:

/s/ David J. Millstone
David J. Millstone
Director

Date: December 19, 2018

40 NORTH GP III LLC

By:

/s/ David S. Winter
David S. Winter
Principal

By:

/s/ David J. Millstone
David J. Millstone
Principal

Date: December 19, 2018

DAVID S. WINTER

By:

/s/ David S. Winter

Date: December 19, 2018

DAVID J. MILLSTONE

By:

/s/ David J. Millstone

TRANSACTIONS

Exhibit 2 to Schedule 13D (Amendment No. 1) filed by the Reporting Persons on December 13, 2018 (the “Prior Exhibit”) is incorporated herein by reference. Together with the Prior Exhibit, the following table sets forth all transactions with respect to Shares effected in the last sixty days by the Reporting Persons on behalf of the Reporting Persons in respect of the Shares, inclusive of any transactions effected through 4:00 p.m., New York City time, on December 19, 2018. All such transactions (i) were purchases or sales of Shares effected in the open market, (ii) are reported at the weighted average price, and (iii) exclude commissions paid. The Reporting Persons undertake to provide, upon request of the staff of the Securities and Exchange Commission, full information regarding the price range for each weighted average price set forth on the table below and the number of Shares purchased at each separate price within such price range.

Transaction Date	Reporting Person Effecting Transaction	Buy/Sell	Quantity	Weighted Avg. Price
12/14/2018	40 North Latitude Master Fund Ltd	Buy	88,913	61.0333
12/14/2018	40 North Latitude Master Fund Ltd	Buy	175,000	61.1826
12/17/2018	40 North Latitude Master Fund Ltd	Buy	233,626	59.8757
12/17/2018	40 North Latitude Master Fund Ltd	Buy	105,000	60.2811
12/17/2018	40 North Latitude Master Fund Ltd	Buy	50,000	60.3534
12/18/2018	40 North Latitude Master Fund Ltd	Buy	117,125	60.7214
12/18/2018	40 North Latitude Master Fund Ltd	Buy	10,000	60.5145
12/19/2018	40 North Latitude Master Fund Ltd	Buy	93,614	61.2887
12/19/2018	40 North Latitude Master Fund Ltd	Buy	20,000	61.1060
