

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>40 North Latitude Fund LP</b>  (Last) (First) (Middle) <b>9 WEST 57TH STREET</b> <b>30TH FLOOR</b>  (Street) <b>NEW YORK NY 10019</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>WR GRACE &amp; CO [ GRA ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/14/2018</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	12/14/2018		P		88,913	A	\$61.0333 <sup>(1)</sup>	7,526,735	I	By 40 North Latitude Master Fund Ltd. <sup>(2)(3)(4)</sup>
Common Stock, \$0.01 par value	12/14/2018		P		175,000	A	\$61.1826 <sup>(5)</sup>	7,701,735	I	By 40 North Latitude Master Fund Ltd. <sup>(2)(3)(4)</sup>
Common Stock, \$0.01 par value	12/17/2018		P		165,458	A	\$59.5922 <sup>(6)</sup>	7,867,193	I	By 40 North Latitude Master Fund Ltd. <sup>(2)(3)(4)</sup>
Common Stock, \$0.01 par value	12/17/2018		P		68,168	A	\$60.5637 <sup>(7)</sup>	7,935,361	I	By 40 North Latitude Master Fund Ltd. <sup>(2)(3)(4)</sup>
Common Stock, \$0.01 par value	12/17/2018		P		105,000	A	\$60.2811 <sup>(8)</sup>	8,040,361	I	By 40 North Latitude Master Fund Ltd. <sup>(2)(3)(4)</sup>
Common Stock, \$0.01 par value	12/17/2018		P		50,000	A	\$60.3534 <sup>(9)</sup>	8,090,361	I	By 40 North Latitude Master Fund Ltd. <sup>(2)(3)(4)</sup>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	12/18/2018		P		101,711	A	\$60.6716 <sup>(10)</sup>	8,192,072	I	By 40 North Latitude Master Fund Ltd. <sup>(2)(3)(4)</sup>
Common Stock, \$0.01 par value	12/18/2018		P		15,414	A	\$61.0496 <sup>(11)</sup>	8,207,486	I	By 40 North Latitude Master Fund Ltd. <sup>(2)(3)(4)</sup>
Common Stock, \$0.01 par value	12/18/2018		P		10,000	A	\$60.5145 <sup>(12)</sup>	8,217,486	I	By 40 North Latitude Master Fund Ltd. <sup>(2)(3)(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person<sup>\*</sup>  
40 North Latitude Fund LP

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(Last) (First) (Middle)  
9 WEST 57TH STREET  
30TH FLOOR

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(Street)  
NEW YORK NY 10019

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(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
40 NORTH LATITUDE MASTER FUND LTD.

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(Last) (First) (Middle)  
9 WEST 57TH STREET  
30TH FLOOR

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(Street)  
NEW YORK NY 10019

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(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>40 NORTH GP III LLC</u>		
(Last)	(First)	(Middle)
9 WEST 57TH STREET 30TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

  

1. Name and Address of Reporting Person*		
<u>WINTER DAVID S.</u>		
(Last)	(First)	(Middle)
9 WEST 57TH STREET 30TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

  

1. Name and Address of Reporting Person*		
<u>MILLSTONE DAVID J.</u>		
(Last)	(First)	(Middle)
9 WEST 57TH STREET 30TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$60.7650 to \$61.4600. The Reporting Persons (as defined in footnote 2 below) undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes 1, 5, 6, 7, 8, 9, 10, 11 and 12 to this Form 4.
- In addition to 40 North Latitude Fund LP, a Delaware limited partnership ("40 North Latitude Feeder"), this Form 4 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, and David J. Millstone, an American citizen (all of the foregoing, collectively, the "Reporting Persons"), each of whom has the same business address as 40 North Latitude Feeder.
- The securities reported on this Form 4 (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 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"). Each of the Reporting Persons disclaims beneficial ownership of the Subject Securities except to the extent of any pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$60.9500 to \$61.2600.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$59.2250 to \$60.2250.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$60.2300 to \$61.0000.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$59.9250 to \$60.4800.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$60.0300 to \$60.7400.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$59.9800 to \$60.9800.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$60.9850 to \$61.2000.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$60.3800 to \$60.7500.

40 North Latitude Fund LP,  
By: 40 North GP III LLC, By:  
/s/ David S. Winter, Principal, 12/18/2018  
and /s/ David J. Millstone,  
Principal  
40 North Latitude Master  
Fund Ltd., By: /s/ David S.  
Winter, Director, and /s/ David  
J. Millstone, Director

40 North GP III LLC, By: /s/  
David S. Winter, Principal,  
and /s/ David J. Millstone,  
Principal 12/18/2018  
/s/ David S. Winter 12/18/2018  
/s/ David J. Millstone 12/18/2018  
\*\* 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 4 (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.**