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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM SD**  
**Specialized Disclosure Report**

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**W R GRACE & CO.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation  
or Organization)

**1-13953**

(Commission File Number)

**65-0773649**

(IRS Employer Identification No.)

**7500 Grace Drive**

**Columbia, Maryland**

(Address of Principal Executive Offices)

**21044**

(Zip Code)

**Mark A. Shelnitz**

**Senior Vice President, General Counsel and Secretary**

**(410) 531-4000**

(Name and telephone number, including area code, of person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2018

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**Section 1      Conflict Minerals Disclosure.**

***Item 1.01. Conflict Minerals Disclosure and Report.***

Conflict Minerals Disclosure — W. R. Grace & Co. has filed a Conflict Minerals Report with the Securities and Exchange Commission as Exhibit 1.01 to this Form SD. The Conflict Minerals Report is available at [www.grace.com](http://www.grace.com).

***Item 1.02. Exhibit.***

Conflict Minerals Report as required by Item 1.01.

**Section 2      Exhibits.**

***Item 2.01. Exhibits.***

Exhibit 1.01 [Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form SD.](#)

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**SIGNATURES**

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 duly authorized undersigned.

W. R. GRACE & CO.

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(Registrant)

By           /s/ Mark A. Shelnitz          

Mark A. Shelnitz

Senior Vice President, General Counsel and Secretary

Dated: May 29, 2019

**W. R. GRACE & CO.**  
**Conflict Minerals Report**  
for the reporting period from  
January 1 to December 31, 2018

**Introduction**

During the reporting period January 1 to December 31, 2018, W. R. Grace & Co. (“Grace” or “we”) was engaged in the production and sale of specialty chemicals and specialty materials on a global basis through two reportable business segments: Grace Catalysts Technologies, which included catalysts and related products and technologies used in refining, petrochemical and other chemical manufacturing applications; and Grace Materials Technologies, which included specialty materials used in consumer/pharma, chemical process, and coatings applications. The Grace Catalysts Technologies reportable business segment comprises two operating segments: Grace Refining Technologies; and Grace Specialty Catalysts.

The U.S. Securities and Exchange Commission (the “SEC”) has adopted rules (the “SEC Conflict Minerals Rule”) that require certain companies, including Grace, to disclose whether the products they manufacture, or contract with third-parties to have manufactured, contain one or more of the following minerals: cassiterite, columbite-tantalite, wolframite and gold, or their derivatives, which are limited to tantalum, tin and tungsten, which the SEC refers to as “conflict minerals” (“Covered Minerals”), that are necessary to the functionality or production of such products (“Necessary Covered Minerals”) and, if so, to publicly disclose certain information.

Grace has filed this Form SD because, as of the filing date, Grace has determined that certain products that we manufacture or contract with third-parties to have manufactured have components such as electronics that contain Necessary Covered Minerals. We have filed this Conflict Minerals Report because, as of the filing date, we are unable to determine the origin of such Necessary Covered Minerals.

Grace does not directly source Covered Minerals from mines or smelters. As a result, we rely upon information provided by our suppliers and contract manufacturers regarding the origin of these Necessary Covered Minerals. Grace expects its suppliers and contract manufacturers to provide the information necessary to permit us to make all required disclosures under the SEC Conflict Minerals Rule.

Based on information provided by our suppliers and contract manufacturers to date, Grace does not knowingly include Necessary Covered Minerals sourced in the Democratic Republic of the Congo and surrounding countries (the “Conflict Region”) in any of our products.

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## Part I - Due Diligence

### **Design of Due Diligence**

Grace performed reasonable country of origin inquiries (“RCOI”) and as appropriate, follow-up due diligence and, as of the filing date, is unable to determine the origin of Necessary Covered Minerals contained in certain products that we manufacture or contract with third-parties to have manufactured.

Grace’s due diligence procedures conform to the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High Risk Areas (Second Edition) (the “OECD Framework”).

### **Due Diligence Measures Performed**

Grace has taken the following due diligence measures to determine the origin of Necessary Covered Minerals contained in products that we manufacture or contract with third-parties to have manufactured:

- Grace requested responses from appropriate suppliers and contract manufacturers (“RCOI Response”) indicating the origin of Necessary Covered Minerals contained in such products.
- Grace reviewed the RCOI Responses received from suppliers and contract manufacturers and held follow-up conversations, as appropriate, regarding the RCOI Responses.
- Grace has established a management process to support due diligence regarding Covered Minerals and tracks this through an internal database.
- Grace has strengthened its engagement with its suppliers and contract manufacturers regarding Covered Minerals.

### **Risk Mitigation/Additional Due Diligence**

Grace has taken, or intends to take, the following measures to mitigate the risk that Necessary Covered Minerals that originate in the Conflict Region contained in our products, if any, do not benefit armed groups in the Conflict Region:

- Grace is working with its suppliers and contract manufacturers to determine the origin of Necessary Covered Minerals contained in products that we manufacture or contract with third-parties to have manufactured.
- If Grace determines that such Necessary Covered Minerals originate in the Conflict Region and are not from recycled or scrap sources, Grace intends to undertake further due diligence consistent with the OECD Framework to determine whether such Covered Minerals benefit armed groups in the Conflict Region.

## Part II - Product Description

### **Origin Undetermined**

Upon completing the due diligence procedures described in Part I, Grace was unable to determine whether Necessary Covered Minerals contained in certain products that we manufacture or contract with third-parties to have manufactured originate in the Conflict Region:

Product Description	Facilities used to process Necessary Covered Minerals in product, if any	Country of origin of the Necessary Covered Minerals in product, if any	Efforts to determine the mine or location of origin of Necessary Covered Minerals
Catalyst loading device	Unknown	Unknown	RCOI of supplier/contract manufacturer and as appropriate, follow-up due diligence/phone conversations