

CABOT CORP  
Form 8-K  
March 25, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

March 21, 2016

Cabot Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-5667

04-2271897

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

Two Seaport Lane, Suite 1300, Boston,  
Massachusetts

02210-2019

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

617-345-0100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Top of the Form**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(c) On March 21, 2016, the Compensation Committee of the Board of Directors (the "Committee") of Cabot Corporation (the "Company"), approved certain changes to Sean D. Keohane's compensation in connection with his new role as the President and Chief Executive Officer of the Company. Mr. Keohane's annual base salary will be \$850,000 per year, effective March 11, 2016, and his target annual bonus under the Company's annual incentive compensation plan will be 100% of his base salary during the year. Mr. Keohane also received a supplemental equity grant under the Company's 2009 Long-Term Incentive Plan with a grant date fair market value of \$1,000,000, comprised of 7,105 performance-based restricted stock units (35% of the grant date value), 6,090 time-based restricted stock units (30% of the grant date value) and 26,455 stock options (35% of the grant date value). These awards will vest on the same schedule as the equity awards granted to Mr. Keohane and the Company's other executive officers on November 12, 2015.

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**Top of the Form**

**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 undersigned hereunto duly authorized.

*March 25, 2016*

Cabot Corporation

By: *Brian A. Berube*

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*Name: Brian A. Berube*

*Title: Senior Vice President and General Counsel*