

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2013-05-16**
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FILER

AIR PRODUCTS & CHEMICALS INC /DE/

CIK:[2969](#) | IRS No.: [231274455](#) | State of Incorporation: **DE** | Fiscal Year End: **0930**
Type: **S-8** | Act: **33** | File No.: [333-188643](#) | Film No.: [13850266](#)
SIC: **2810** Industrial inorganic chemicals

Mailing Address

7201 HAMILTON BLVD
ALLENTOWN PA 18195-1501

Business Address

7201 HAMILTON BLVD
ALLENTOWN PA 18195-1501
6104814911

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AIR PRODUCTS AND CHEMICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

23-1274455

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

7201 Hamilton Boulevard, Allentown, Pennsylvania 18195-1501

(Address of Principal Executive Offices) (Zip Code)

Air Products and Chemicals, Inc. Long-Term Incentive Plan

(Full Title of the Plan)

Mary T. Afflerbach, Corporate Secretary and Chief Governance Officer

Air Products and Chemicals, Inc., 7201 Hamilton Boulevard, Allentown, PA 18195-1501

(Name and Address of Agent for Service)

610-481-4911

(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Titles of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$1	364,110	\$91.03	\$33,144,933.30	\$4,520.97 ⁽¹⁾
Options Granted 12/01/12	1,128,065	\$81.57	\$92,016,262.05	\$12,551.02 ⁽²⁾
Options Granted 1/24/13	3,250	\$88.23	\$286,747.50	\$39.11 ⁽²⁾
Options Granted 9/12/12	9,993	\$83.39	\$833,316.27	\$113.66 ⁽²⁾

Total	1,505,418		\$126,281,259.12	\$17,224.76
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- (1) The registration fee with respect to these shares has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the reported high and low sales prices of shares of Common Stock on 9 May 2013 (i.e., \$91.03 per share).
 - (2) The registration fee with respect to these shares has been computed in accordance with paragraph (h) of Rule 457 based upon the stated exercise price of the Options.
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EXPLANATORY NOTE

Air Products and Chemicals, Inc. (the “Registrant”), has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register 1,505,418 additional shares of common stock of the Registrant, for distribution pursuant to the Air Products and Chemicals, Inc. Long-Term Incentive Plan (the “Plan”)

These are securities of the same class as the securities registered on Form S-8, Registration Statement No. 333-103809 filed with the Securities and Exchange Commission (the “SEC”) on 14 March 2003, (the “Initial Registration”) relating to the Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Initial Registration are incorporated herein by reference.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC are incorporated herein by reference:

- (a) The Registrant’ s Annual Report on Form 10-K for the fiscal year ended 30 September 2012, filed on 20 November 2012;
- (b) The Registrant’ s Quarterly Reports on Form 10-Q for the quarter ended 31 December 2012, filed on 25 January 2012 and for the quarter ended 31 March 2013, filed on 25 April 2013; and
- (c) The Registrant’ s Current Reports on Form 8-K filed on 19 October 2012, 20 December 2012, 23 January 2013, 24 January 2013, 1 February 2013, 23 April 2013, 2 May 2013 and 6 May 2013.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective date amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

Item 8. Exhibits

- 23. Consent of Independent Registered Public Accounting Firm
- 24. Power of Attorney.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Trexlertown, Commonwealth of Pennsylvania, on this 16th day of May 2013.

AIR PRODUCTS AND CHEMICALS, INC.
(Registrant)

By: /s/ Mary T. Afflerbach
 Mary T. Afflerbach*
 Corporate Secretary and Chief Governance
 Officer

* Mary T. Afflerbach, Corporate Secretary and Chief Governance Officer, by signing her name hereto, signs this registration statement on behalf of the registrant and, for each of the persons indicated by asterisk on pages 3 and 4 hereof, pursuant to a power of attorney duly executed by such persons which is filed with the Securities and Exchange Commission herewith.

Pursuant to the requirements of the Securities Act of 1933, this registration statement 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/ John E. McGlade</u> John E. McGlade	Director, Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	16 May 2013
<u>/s/ M. Scott Crocco</u> M. Scott Crocco	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Accounting Officer)	16 May 2013
<u>*</u> Mario L. Baeza	Director	16 May 2013
<u>*</u> Susan K. Carter	Director	16 May 2013
<u>*</u> William L. Davis, III	Director	16 May 2013
<u>*</u> Chadwick C. Deaton	Director	16 May 2013
<u>*</u> Michael J. Donahue	Director	16 May 2013
<u>*</u> Ursula O. Fairbairn	Director	16 May 2013
<u>*</u> W. Douglas Ford	Director	16 May 2013
<u>*</u> Evert Henkes	Director	16 May 2013

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Hing-Yuen Ho</u> David Hing-Yuen Ho	Director	16 May 2013
<u>*</u> Margaret G. McGlynn	Director	16 May 2013
<u>*</u> Lawrence S. Smith	Director	16 May 2013

EXHIBIT INDEX

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No opinion of counsel is being filed because the Common Stock to be distributed in connection with the Plan will consist exclusively of previously issued shares that are presently held by the registrant as treasury shares and will not constitute original issuance shares; further, no opinion is being furnished with respect to ERISA compliance because the Plan covered by the registration statement is not subject to the requirements of ERISA.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Air Products and Chemicals, Inc.:

We consent to the incorporation by reference of our report dated 20 November 2012, with respect to the consolidated balance sheets of Air Products and Chemicals, Inc. and Subsidiaries as of 30 September 2012 and 2011, and the related consolidated income statements and consolidated statements of equity, comprehensive income, and cash flows for each of the years in the three-year period ended 30 September 2012, the effectiveness of internal control over financial reporting as of 30 September 2012, and the related financial statement schedule which report appears in the 30 September 2012 Annual Report on Form 10-K of Air Products and Chemicals, Inc.

Our report dated 20 November 2012 contains an explanatory paragraph that states that the Company acquired a controlling equity interest in the outstanding shares of Indura S.A. on 1 July 2012 and management excluded Indura S.A.' s internal control over financial reporting from its assessment of the effectiveness of the Company' s internal control over financial reporting as of 30 September 2012. The Company' s consolidated financial statements included \$1,670 million in total assets (10%) and \$140 million in total sales (less than 2%) associated with Indura S.A. as of and for the year ended 30 September 2012. Our audit of internal control over financial reporting of Air Products and Chemicals, Inc. also excluded an evaluation of the internal control over financial reporting of Indura S.A.

/s/ KPMG LLP

Philadelphia, Pennsylvania
16 May 2013

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints JOHN E. McGLADE or MARY T. AFFLERBACH or PAUL E. HUCK or JOHN D. STANLEY, acting severally, his/her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign one or more Registration Statements, and any amendments thereto, which may be required in connection with (i) the registration of Common Stock, Preferred Stock, Depositary Shares, Debt Securities, and Warrants, including the registration of Common Stock for issuance under any employee benefit or compensation plan, (ii) the registration of interests under any employee benefit or compensation plan maintained by the Company or (iii) any fundamental change in the information contained in such Registration Statements, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities and Exchange Act of 1933, this Power of Attorney has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John E. McGlade</u> John E. McGlade	Director and Chairman of the Board (Principal Executive Officer)	15 November 2012
<u>/s/ Mario L. Baeza</u> Mario L. Baeza	Director	15 November 2012
<u>/s/ Susan K. Carter</u> Susan K. Carter	Director	15 November 2012
<u>/s/ William L. Davis, III</u> William L. Davis, III	Director	15 November 2012
<u>/s/ Chadwick C. Deaton</u> Chadwick C. Deaton	Director	15 November 2012

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael J. Donahue</u> Michael J. Donahue	Director	15 November 2012
<u>/s/ Ursula O. Fairbairn</u> Ursula O. Fairbairn	Director	15 November 2012
<u>/s/ W. Douglas Ford</u> W. Douglas Ford	Director	15 November 2012
<u>/s/ Evert Henkes</u> Evert Henkes	Director	15 November 2012
<u>/s/ Margaret G. McGlynn</u> Margaret G. McGlynn	Director	15 November 2012
<u>/s/ Lawrence S. Smith</u> Lawrence S. Smith	Director	15 November 2012