

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12B

Form for the registration/listing of a class of securities on a national securities exchange pursuant to
Section 12(b)

Filing Date: **1994-02-02**
SEC Accession No. **0000874215-94-000001**

([HTML Version](#) on secdatabase.com)

FILER

GRACE W R & CO CONN /CT

CIK: **874215** | IRS No.: **135114230** | State of Incorpor.: **CT** | Fiscal Year End: **1231**
Type: **8-A12B** | Act: **34** | File No.: **001-11293** | Film No.: **94504291**

Mailing Address

*ONE TOWN CENTER ROAD
BOCA RATON FL 33486-1010*

Business Address

*ONE TOWN CENTER RD
BOCA RATON FL 33486-1010
4073622000*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

W. R. GRACE & CO.-CONN.

(Exact name of registrant as specified in its charter)

Connecticut
(State of Incorporation)

13-5114230
(I.R.S. Employer
Identification No.)

One Town Center Road
Boca Raton, Florida 33486-1010
(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
---	---

7 3/4% Notes Due 2002

New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act: NONE.

Item 1. Description of Registrant's Securities to be Registered.

A description of the Registrant's 7 3/4% Notes Due 2002 to be registered hereby is contained on page S-8 through S-10 of the Prospectus Supplement dated September 23, 1992 (filed as exhibit 3.2 hereto), and pages 3 through 16 of the Prospectus dated October 31, 1991 (filed as exhibit 3.1 hereto), relating to a Registration Statement on Form S-3 (Registration No. 33-43566), and such descriptions are incorporated herein by reference.

Item 2. Exhibits.

The exhibits in parentheses below, on file with the Securities

and Exchange Commission, are incorporated herein by reference as exhibits hereto.

<TABLE>
<CAPTION>

Exhibit Number -----	Description -----
<C>	<S>
1.1	Form of 7 3/4% Note Due 2002 of W. R. Grace & Co.-Conn. (Exhibit (c) to Form 8-K of W. R. Grace & Co. dated September 25, 1992).
2.1	Indenture dated as of September 29, 1992 among W. R. Grace & Co.-Conn., W. R. Grace & Co. and Bankers Trust Company, Trustee (Exhibit 4.3 to Form 10-K of W. R. Grace & Co. filed March 26, 1993).
3.1	Pages 3 through 16 of the Prospectus dated October 31, 1991 (filed pursuant to Rule 424(c) on September 28, 1992) included in Registration Statement No. 33-43566.
3.2	Pages S-8 through S-10 of the Supplement dated September 23, 1992 (filed pursuant to Rule 424(c) on September 28, 1992) to the Prospectus referred to in 3.1 above.

</TABLE>

-2-

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized, this 1 day of February, 1994.

W. R. GRACE & CO.-CONN.

/s/ Robert B. Lamm
Vice President and Secretary