

SECURITIES AND EXCHANGE COMMISSION

FORM DEFA14A

Additional definitive proxy soliciting materials and Rule 14(a)(12) material

Filing Date: **1994-04-11**
SEC Accession No. **0000950154-94-000027**

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FILER

QUAKER CHEMICAL CORP

CIK: **81362** | IRS No.: **230993790** | State of Incorporation: **PA** | Fiscal Year End: **1231**
Type: **DEFA14A** | Act: **34** | File No.: **000-07154** | Film No.: **94522141**
SIC: **2990** Miscellaneous products of petroleum & coal

Business Address
ELM AND LEE STS
CONSHOHOCKEN PA 19428
2158324000

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Exchange Act Rule 14a-11 or 14a-12.

Quaker Chemical Corporation

(Name of Registrant as Specified In Its Charter)

Quaker Chemical Corporation

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

\$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2).
Previously paid on March 29, 1994.

\$500 per each party to the controversy pursuant to Exchange Act
Rule 14a-6(i)(3).

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11: (Footnote-1)

4) Proposed maximum aggregate value of transaction:

 Check box if any part of the fee is offset as provided by Exchange
Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee
was paid previously. Identify the previous filing by registration

statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

(1) Set forth the amount on which the filing fee is calculated and state how it was determined.

QUAKER CHEMICAL CORPORATION
Elm and Lee Streets
Conshohocken Pennsylvania 19428-0809 USA

Karl H. Spaeth
Vice President and Corporate Secretary

Telephone: 610-832-4112
Facsimile: 610-832-4494

11 April 1994

To Shareholders of Quaker Chemical Corporation

This letter refers to our Notice of Annual Meeting of Shareholders and Proxy Statement dated March 31, 1994 (the "Materials"). On page 9 of the Materials there is a chart that bears the caption "LONG-TERM INCENTIVE PLAN -- AWARDS LAST YEAR." Certain information included in the chart relating to Messrs. Peter A. Benoliel and Sigismundus W. W. Lubsen is incorrect. Although we do not regard the errors as material, we have decided to provide you with a revised chart, which is printed on the reverse side of this letter.

If you have already returned your Proxy and if, after reviewing the revised chart, you wish to change your vote, you may do so by submitting a new Proxy. A new Proxy may be obtained for this purpose by calling Ms. Kathleen Mague, Assistant Secretary, toll free, or by making this request by facsimile or letter, as follows:

By telephone: 1-800-523-7010

By facsimile: (610) 832-4494

By letter: Quaker Chemical Corporation
 Elm and Lee Streets
 Conshohocken, Pennsylvania 19428.

Upon receiving your request, we will promptly mail you another Proxy. To be counted, the Proxy must be received prior to the Annual Meeting scheduled for May 4, 1994.

Yours very truly,

/s/ Karl H. Spaeth

<TABLE>

QUAKER CHEMICAL CORPORATION
 PROXY STATEMENT DATED MARCH 31, 1994
 REVISION TO CHART ON PAGE 9

LONG-TERM INCENTIVE PLAN -- AWARDS LAST YEAR

<CAPTION>

(a)	(b)	(c)	ESTIMATED FUTURE PAYOUTS UNDER NON-STOCK PRICE-BASED PLAN		
			(d)	(e)	(f)
NAME	NUMBER OF SHARES, UNITS OR OTHER RIGHTS (#) (1)	PERFORMANCE OR OTHER PERIOD UNTIL MATURATION OR PAYOUT	THRESHOLD (\$ OR #) (2)	TARGET (\$ OR #) (2)	MAXIMUM (\$ OR #) (2)
<S>	<C>	<C>	<C>	<C>	<C>
Peter A. Benoliel Sigismundus	15,000	1993 through 1996	\$0.00	\$320,000	\$640,000
W. W. Lubsen	20,000	1993 through 1996	0.00	422,500	845,000
Marcus C. J. Meijer	15,000	1993 through 1996	0.00	315,000	630,000
John E. Burrows, Jr.	12,500	1993 through 1996	0.00	262,500	525,000
Ira R. Dolich	6,000	1993 through 1996	0.00	126,000	252,000

</TABLE>

(1) Performance Incentive Units

(2) The value on maturation of a performance incentive unit is determined by performance over a four (4) year period as plotted on a grid defined by two axes; one axis sets forth variable rates of return on equity, and one axis sets forth variable rates of income before tax as a percentage of sales. Each performance unit is issued at the value of the stock price of incentive stock options (\$21.00, except as to certain options granted to Messrs. Benoliel and Lubsen where the option price is \$22.00), and the 1993 performance unit grid results in a zero payout for performance of less than 9% return on equity and less than 7% income before tax as a percentage of sales. A payout of \$21.00

per unit (or \$22.00 per unit as to certain units granted to Messrs. Benoliel and Lubsen) will be made if performance reaches the target, and a payout of \$42.00 per unit (or \$44.00 per unit as to certain units granted to Messrs. Benoliel and Lubsen) will be made if performance reaches the maximum of the measurement scale. While it is difficult to calculate the amount of any future payments using an example where a return on equity is 10% and income before tax as a percentage of sales is less than 7%, a minimum payment of \$16,000, \$21,125, \$15,750, and \$13,125 would be payable to Messrs. Benoliel, Lubsen, Meijer, and Burrows, respectively. Mr. Dolich retired on December 31, 1993 and will be eligible to receive a 25% pro rata share of the actual future minimum payout, currently estimated to be nil.