

Chemtura CORP  
Form 424B5  
July 19, 2013  
Table of Contents

Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-189195

**PROSPECTUS SUPPLEMENT**

(To Prospectus Dated June 10, 2013)

**\$450,000,000**

# **Chemtura Corporation**

## **5.75% Senior Notes due 2021**

The notes will bear interest at the rate of 5.75% per year. Interest on the notes is payable on January 15 and July 15 of each year, beginning on January 15, 2014. The notes will mature on July 15, 2021. Prior to July 15, 2016, we may redeem some or all of the notes at a redemption price equal to 100% of the principal amount thereof plus a make-whole premium and accrued and unpaid interest up to, but excluding, the redemption date. We may redeem some or all the notes at any time on or after July 15, 2016 at the prices and as described under the caption Description of Notes Optional Redemption. In addition, prior to July 15, 2016, we may redeem up to 35% of the notes from the proceeds of certain equity offerings. If we experience specific kinds of change of control, we must offer to repurchase the notes.

The notes will be our unsecured senior obligations and will rank equally with all of our other unsecured senior indebtedness (including our outstanding 7.875% Senior Notes due 2018 (the 2018 Notes)). The notes will be fully and unconditionally guaranteed on a senior unsecured basis, jointly and severally, by each subsidiary that guarantees the 2018 Notes. The notes will be structurally subordinated to all existing and future liabilities (including trade payables) of our subsidiaries that do not guarantee the notes.

We intend to use a portion of the net proceeds from the sale of the notes to pay the consideration in a concurrent tender offer and consent solicitation we have undertaken in respect of the 2018 Notes and to pay related fees and expenses, including tender premiums. The remaining net proceeds from the sale of the notes of approximately \$45 million, together with approximately \$55 million of cash on hand, will be used to separately repay \$100 million of our outstanding senior secured term loan (the Term Loan) upon completion of the offering. See Use of Proceeds.

**Investing in the notes involves risks. See Risk Factors beginning on page S-19.**

## Edgar Filing: Chemtura CORP - Form 424B5

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	<b>Per Note</b>	<b>Total</b>
Public offering price	100.00%	\$ 450,000,000
Underwriting discount	1.50%	\$ 6,750,000
Estimated proceeds to us, before expenses	98.50%	\$ 443,250,000

Interest on the notes will accrue from July 23, 2013 to date of delivery.

The underwriters expect to deliver the notes to purchasers on or about July 23, 2013, only in book-entry form through the facilities of The Depository Trust Company.

*Joint Book-Running Managers*

**Citigroup**

**BofA Merrill Lynch**

**Wells Fargo Securities**

**Barclays**

**Goldman, Sachs & Co.**

*Co-Manager*

**RBC Capital Markets**

July 18, 2013.

**Table of Contents**

**TABLE OF CONTENTS**

We are responsible for the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus and any free-writing prospectus we prepare or authorize. We have not authorized anyone to provide you with different information, and we take no responsibility for any other information others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus is accurate as of any date other than its date.

<b>PROSPECTUS SUPPLEMENT</b>	<b>Page</b>
<u>PROSPECTUS SUPPLEMENT SUMMARY</u>	S-1
<u>RISK FACTORS</u>	S-19
<u>USE OF PROCEEDS</u>	S-25
<u>CAPITALIZATION</u>	S-26
<u>DESCRIPTION OF OTHER INDEBTEDNESS</u>	S-27
<u>DESCRIPTION OF NOTES</u>	S-28
<u>CERTAIN MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS</u>	S-55
<u>UNDERWRITING</u>	S-62
<u>LEGAL MATTERS</u>	S-67
<u>EXPERTS</u>	S-67
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	S-67

**PROSPECTUS**

<u>FORWARD-LOOKING STATEMENTS</u>	i
<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION</u>	ii
<u>INCORPORATION BY REFERENCE OF CERTAIN DOCUMENTS</u>	iii
<u>PROSPECTUS SUMMARY</u>	1
<u>RISK FACTORS</u>	2
<u>USE OF PROCEEDS</u>	2
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	2
<u>EXPERTS</u>	2
<u>LEGAL MATTERS</u>	3

**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the notes we are offering and certain other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the notes we are offering. You should read this prospectus supplement along with the accompanying prospectus, as well as the documents incorporated by reference. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

In this prospectus supplement:

## Edgar Filing: Chemtura CORP - Form 424B5

2018 Notes refers to our 7.875% Senior Notes due 2018;

Chemtura, Company, we, us and our refer to Chemtura Corporation and its subsidiaries, unless otherwise specified or the context otherwise requires;

S-i

**Table of Contents**

Code refers to the U.S. Internal Revenue Code of 1986, as amended;

Credit Facilities refers to the Senior Asset Based Facility and the Term Loan;

Exchange Act refers to the Securities Exchange Act of 1934, as amended;

guarantors refers to the subsidiaries of Chemtura Corporation that will guarantee the notes offered hereby;

issuer refers only to Chemtura Corporation and not to any of its subsidiaries;

Securities Act refers to the Securities Act of 1933, as amended;

Senior Asset Based Facility refers to our senior secured revolving credit facility;

Term Loan refers to our senior secured term loan, a portion of which will be repaid using the proceeds of this offering; and

underwriters refers to the firms listed on the cover page of this prospectus supplement.

**MARKET DATA**

The data included in or incorporated into this prospectus supplement and the accompanying prospectus regarding markets and ranking, including the size of certain markets and our position and the position of our competitors within these markets, are based on independent industry publications, other publicly available information and our own estimates. Our estimates are based on information obtained from our customers, distributors, suppliers, trade and business organizations and other contacts in the markets in which we operate and our management's knowledge and experience. We believe these estimates to be accurate as of the date of this prospectus supplement.

**TRADEMARKS**

We own or have rights to use the trademarks, service marks and trade names that we use in conjunction with the operation of our businesses. In addition, our names, logos and web site names and addresses are our service marks or trademarks. Some of the more important trademarks that we own or to which we have rights include *Anderol*<sup>®</sup>, *Aqua Chem*<sup>®</sup>, *Axion*<sup>®</sup>, *BAYROL*<sup>®</sup>, *BioGuard*<sup>®</sup>, *Chemtura*<sup>®</sup>, *Chemtura AgroSolutions*, *Emerald Innovation*, *Everest*<sup>®</sup>, *Firemaster*<sup>®</sup>, *GeoBrom*<sup>®</sup>, *Greased Lightning*<sup>®</sup>, *Hatcol*<sup>®</sup>, *Naugalube*<sup>®</sup>, *Omni*<sup>®</sup>, *Poolbrite*<sup>®</sup>, *Pool Time*<sup>®</sup>, *Pro Guard*<sup>®</sup>, *Royco*<sup>®</sup>, *Spa Essentials*<sup>®</sup>, *SpaGuard*<sup>®</sup>, *Spa-Time*<sup>®</sup>, *Synton*<sup>®</sup> and *The Works*<sup>®</sup>. Each trademark, service mark or trade name of any other company appearing in or incorporated into this prospectus supplement and the accompanying prospectus is, to our knowledge, owned or licensed by such other company.



**Table of Contents**

**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights the information contained elsewhere, or incorporated by reference, in this prospectus supplement. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information and financial statements (including the accompanying notes) appearing elsewhere, or incorporated by reference, in this prospectus supplement. You should read this entire prospectus supplement carefully, including the section entitled Risk Factors, the accompanying prospectus and the information incorporated by reference herein before making an investment decision in the notes. Unless otherwise noted, all business data included in this summary is as of March 31, 2013.*

**Our Company**

We are a leading diversified global developer, manufacturer and marketer of performance-driven engineered specialty chemicals. Most of our products are sold to industrial manufacturing customers for use as additives, ingredients or intermediates that add value to their end products. Our agrochemical products are mainly sold through dealers and distributors to growers and others. Our pool, spa and household chemical products are sold through independent retailers, mass merchants and large retailers to consumers for in-home and outdoor use. Our operations are located in North America, Latin America, Europe and Asia. In addition, we have an important joint venture in the United States and smaller joint ventures in Europe. For the year ended December 31, 2012, our global net sales were \$2.6 billion. As of March 31, 2013, our global total assets were \$3 billion, including \$228 million of assets related to our antioxidant and UV stabilizers business, which were held as assets of discontinued operations. The sale of our antioxidant and UV stabilizers business closed on April 30, 2013.

**Concurrent Tender Offer for 2018 Notes**

On June 10, 2013, we commenced a tender offer (the Tender Offer ) to purchase for cash any and all of our outstanding 2018 Notes. \$455 million aggregate principal amount of 2018 Notes are currently outstanding. The Tender Offer will expire at 4:00 p.m., New York City time, on July 19, 2013, unless extended or earlier terminated (the Expiration Date ). In conjunction with the Tender Offer, we also commenced a consent solicitation (the Consent Solicitation and, together with the Tender Offer, the Tender Offer and Consent Solicitation ) to solicit consents to certain proposed amendments to the indenture governing the 2018 Notes that will eliminate substantially all of the restrictive covenants, certain events of default and related provisions contained therein. The Tender Offer and Consent Solicitation are being made on the terms and subject to the conditions set forth in an offer to purchase and consent solicitation statement, dated June 10, 2013, as amended or supplemented from time to time. Holders who tender 2018 Notes pursuant to the Tender Offer will be deemed to consent to the proposed amendments, and holders who consent will be required to tender their 2018 Notes.

As of June 21, 2013 (the Consent Date ), holders of approximately 76.56% of the 2018 Notes had tendered their 2018 Notes in the Tender Offer and Consent Solicitation and consented to the proposed amendments to the indenture governing the 2018 Notes. In connection with receiving the requisite consents, we, the guarantors and U.S. Bank National Association, as trustee, entered into a supplemental indenture to the indenture governing the 2018 Notes implementing the proposed amendments. The proposed amendments will not become operative, however, unless and until we accept the 2018 Notes for purchase pursuant to the terms and conditions of the Tender Offer.

Holders of 2018 Notes that are validly tendered on or prior to the Consent Date and accepted for purchase will receive the total consideration of \$1,117.50 per \$1,000 principal amount of 2018 Notes, which includes a consent payment of \$30.00 per \$1,000 principal amount of 2018 Notes, plus any accrued and unpaid interest up to, but not including, the settlement date. Holders of 2018 Notes that are validly tendered after the Consent Date but on or prior to the Expiration Date and accepted for purchase will receive the tender offer consideration of





## **Table of Contents**

\$1,087.50 per \$1,000 principal amount of 2018 Notes, plus any accrued and unpaid interest up to, but not including, the settlement date. The settlement date is expected to occur promptly following the Expiration Date. Holders of 2018 Notes tendered after the Consent Date will not receive the consent payment.

We may amend, extend or terminate the Tender Offer and Consent Solicitation in our sole discretion. The Tender Offer and Consent Solicitation are conditioned on, among other things, our receipt of net proceeds from this offering sufficient to fund all of our obligations under the Tender Offer and Consent Solicitation. We cannot assure you that the Tender Offer and Consent Solicitation will be consummated in accordance with their terms, or at all. Nothing in this prospectus supplement should be construed as an offer to buy or a solicitation of an offer to sell or a solicitation of consents with respect to the 2018 Notes. We intend to use the net proceeds from the sale of the notes to pay the consideration in the Tender Offer and Consent Solicitation and to pay related fees and expenses, including tender premiums and accrued and unpaid interest.

## **Recent Developments**

### ***Antioxidant Divestiture***

On April 30, 2013, pursuant to the terms of an Amended and Restated Asset Purchase and Contribution Agreement that we entered into with SK Blue Holdings, Ltd., an exempted company incorporated in the Cayman Islands with limited liability ( "SK" ), and Addivant USA Holdings Corp., a Delaware corporation ( "Addivant" ), we completed the sale of our antioxidant and UV stabilizers business (the "Antioxidant business" and the "Antioxidant divestiture" ) to SK and Addivant for cash consideration of \$97 million, \$9 million in preferred stock issued by Addivant and the assumption by SK and Addivant of pension, environmental and other liabilities totaling approximately \$94 million. The purchase price is subject to post-closing adjustments for net working capital and net pension liabilities. We will account for the sale of the Antioxidant business in our second quarter of 2013 financial statements, and we anticipate recording a significant non-cash loss primarily related to the pre-tax release of \$119 million of accumulated other comprehensive loss related to the transfer of the pension obligations, among other items. As a result of entering into this transaction, the assets and liabilities included in the Antioxidant business have been presented in all applicable disclosures included herein and incorporated by reference as assets and liabilities of discontinued operations and earnings and direct costs associated with the Antioxidant business have been presented as loss from discontinued operations, net of tax for the current and comparative periods.

Unless otherwise indicated, the historical financial data as of and for the year ended December 31, 2012 and as of and for the three months ended March 31, 2013 include the results of our Antioxidant business as a discontinued operation.

### ***Preliminary Financial Results***

In connection with this offering, we provide estimates of our sales and Adjusted EBITDA for the second quarter of 2013. Our actual financial results for the second quarter of 2013 have not yet been finalized. As a result, our actual results may differ from the estimates below. The preliminary financial information has been prepared by, and is the sole responsibility of, our management. Our independent registered public accountant, KPMG LLP, has not audited, reviewed, compiled or performed any procedures with respect to this preliminary financial information.

Chemtura AgroSolutions delivered record performance despite the delayed start to the Northern Hemisphere growing season this year by benefiting from particularly strong sales in North America and South America. Our other segments delivered modest improvements, but

performed in line with our previously announced expectations.

S-2

**Table of Contents**

We estimate that net sales and Adjusted EBITDA for each segment and the Company for the second quarter of 2013 will be:

	Quarter Ended	
	June 30, 2013 Estimated	June 30, 2012
(Dollars in millions)		
<b>Net Sales</b>		
Industrial Performance Products	\$ 254	\$ 235
Industrial Engineered Products	201	236
Consumer Products	145	158
Chemtura AgroSolutions	135	112
<b>Total Net Sales</b>	<b>\$ 735</b>	<b>\$ 741</b>
<b>Adjusted EBITDA</b>		
Industrial Performance Products	\$ 38	\$ 34
Industrial Engineered Products	26	48
Consumer Products	24	23
Chemtura AgroSolutions	35	29
Corporate	(14)	(16)
<b>Total Adjusted EBITDA</b>	<b>\$ 109</b>	<b>\$ 118</b>

Adjusted EBITDA is a financial measure that is not calculated or presented in accordance with Generally Accepted Accounting Principles in the United States ( GAAP ). For our definition of this non-GAAP financial measure and a discussion of the uses and limitations of this non-GAAP financial measure, see Summary Historical Consolidated Financial Information. Reconciliations of Adjusted EBITDA to the most directly comparable GAAP financial measure, operating income for each segment and the Company for the quarters ended June 30, 2013 and June 30, 2012, is provided below:

	Estimated for the Quarter Ended June 30, 2013					Total
	Industrial Performance Products	Industrial Engineered Products	Consumer Products	Chemtura AgroSolutions	Corporate	
(Dollars in millions)						
Operating income	\$ 31	\$ 13	\$ 21	\$ 32	\$ (33)	\$ 64
Depreciation and amortization	6	12	3	3	7	31
Facility closures, severance and related costs					11	11
Non-cash stock-based compensation	1	1			1	3
<b>Adjusted EBITDA</b>	<b>\$ 38</b>	<b>\$ 26</b>	<b>\$ 24</b>	<b>\$ 35</b>	<b>\$ (14)</b>	<b>\$ 109</b>

	For the Quarter Ended June 30, 2012					Total
	Industrial Performance Products	Industrial Engineered Products	Consumer Products	Chemtura AgroSolutions	Corporate	
(Dollars in millions)						
Operating income	\$ 28	\$ 38	\$ 20	\$ 23	\$ (31)	\$ 78
Depreciation and amortization	6	10	3	5	6	30
Facility closures, severance and related costs					7	7
Non-cash stock-based compensation				1	2	3

Edgar Filing: Chemtura CORP - Form 424B5

Adjusted EBITDA	\$ 34	\$ 48	\$ 23	\$ 29	\$ (16)	\$ 118
-----------------	-------	-------	-------	-------	---------	--------

S-3

**Table of Contents**

**Our Segments**

The following charts set forth the breakdown of our four operating segments by net sales and Adjusted EBITDA for the fiscal year ended December 31, 2012.

- (1) Charts exclude corporate and other expenses (\$67.0 million for the fiscal year ended December 31, 2012). See Summary Historical Consolidated Financial Information for a reconciliation of Adjusted EBITDA, a non-GAAP measure, and other important information.

Our four reportable operating segments are:

*Industrial Performance Products.* The Industrial Performance Products segment develops, manufactures and sells performance specialty chemicals, including:

petroleum additives that provide detergency, friction modification and corrosion protection in automotive and industrial lubricants and greases, synthetic finished lubricants, synthetic base-stocks and greases used in automotive, aviation, industrial and refrigeration applications;

hot castable urethane pre-polymers engineered to provide superior abrasion resistance and durability in many industrial and recreational applications; and

polyurethane dispersions and urethane pre-polymers used in various types of coatings such as wood floor finishes, glass fiber coatings and textile treatments.

These products are sold directly to manufacturers and through distribution channels.

The Industrial Performance Products segment had net sales of \$891 million for 2012, \$939 million for 2011 and \$835 million for 2010. This segment represented 34%, 36% and 35% of our total net sales in 2012, 2011 and 2010, respectively.

*Petroleum Additives.* We are a global manufacturer and marketer of high-performance additive components used in transport and industrial lubricant applications including alkylated diphenylamines antioxidants ( ADPAs ), which are marketed as Naugalube and used predominately in automotive lubricants. These additives play a critical role in meeting rising regulatory mandated standards for engine performance and emissions as well as consumer demand for improved gas mileage and longer service intervals. The component product line also includes overbased and neutral calcium sulfonates and overbased magnesium sulfonates used in motor oils and marine lubricants. These sulfonates, marketed as

## Table of Contents

Hybase and Lobase, are oil-soluble surfactants whose properties include detergency and corrosion protection to help lubricants keep car, truck, and ship engines clean with minimal wear. A special grade of overbased magnesium sulfonate has been developed as a heavy fuel additive.

We provide a variety of highly specialized, high value synthetic lubricant base-stocks including our high-viscosity polyalphaolefins, marketed as Synton, and our broad portfolio of esters marketed as Hatcol. These products are used in the production of synthetic lubricants for automotive, refrigeration, aviation, and industrial applications. We also manufacture and sell high performing calcium sulfonate specialty greases and phosphate ester based fluids and additives for power generation fluids and for use in anti-wear agents in a variety of lubricants.

We are also a specialty supplier of high performance finished synthetic lubricants serving the aviation and industrial markets. Our product line has extensive original equipment manufacturer approvals and is marketed under our Anderol and Royco brands as well as for private label customers.

*Urethanes.* We are a leading supplier of high-performance cast urethane pre-polymers with more than 200 variations in our product offerings. Our urethane pre-polymers offer high abrasion resistance and durability in industrial and performance-specific applications. These characteristics allow us to market our urethane pre-polymers to niche manufacturers where such qualities are imperative, including for industrial and printing rolls, mining machinery and equipment, mechanical goods, solid industrial tires and wheels, and sporting and recreational goods, including skateboard and roller skate wheels.

Adiprene and Vibrathane urethane pre-polymers are sold by our direct sales force and through distribution partners in the United States, Canada, Australia, Europe, Latin America and the Far East, and are used in cast elastomer applications where durability and chemical resistance is required. Our products are used in applications as diverse as polishing pads for the semiconductor industry to high performance screens for the mining industry. Customers in each region are serviced by a dedicated technical staff whose support is a critical component of the product offering. We believe the relatively low capital requirements of this business provide us with the ability to operate cost effectively. Lastly, our development capabilities allow us to differentiate ourselves in these markets by tailoring our products to the specialized needs of each customer application, which sets us apart from our competitors.

Our urethane chemicals business provides products for a variety of end uses and applications. The urethane chemicals business consists primarily of three product lines: Fomrez saturated polyester polyols, Witcobond polyurethane dispersions, and Trixene blocked isocyanates. Fomrez polyester polyols are employed in industrial applications such as flexible foam for seating. Our Witcobond polyurethane dispersions are sold to a larger and more diverse customer base primarily for applications such as glass fiber sizing, wood floor coatings and ballistic protection applications. Our Trixene product offering includes blocked isocyanates and specialty polymer systems used in a wide range of coating, adhesive, sealant and elastomer applications. Our focus on customer intimacy in the urethane chemicals business enables us to tailor specific product offerings to meet our customers' most demanding application requirements.

*Industrial Engineered Products.* The Industrial Engineered Products segment develops, manufactures and sells engineered specialty chemicals based on bromine and organometallic chemistries utilized in the plastics, agriculture, fine chemicals, oil and gas, building and construction, insulation, electronics, mercury control, solar energy, pharmaceutical and automotive industries. Our products include catalyst components, metal oxide deposition agents, flame retardants and an extensive bromine based product line used as agricultural and pharmaceutical intermediates, completion fluids for oil and gas extraction, fumigants and mercury control products for coal fired power stations. These products are sold across the entire value chain ranging from direct sales to monomer producers, polymer manufacturers, compounders and fabricators, fine chemical and pharmaceutical manufacturers, photovoltaic panel and LED producers, oilfield service and electricity generation companies to industry distributors.



## **Table of Contents**

The Industrial Engineered Products segment had net sales of \$896 million for 2012, \$869 million for 2011 and \$728 million for 2010. This segment represented 34%, 33% and 31% of our total net sales in 2012, 2011 and 2010, respectively.

*Great Lakes Solutions.* Great Lakes Solutions is a global and innovative leader in safe and cost-efficient flame retardant products and solutions for use in applications such as electronic components, electrical enclosures and building products, including insulation and furniture foam, and automotive. We also specialize in the manufacture and marketing of bromine, bromine intermediates and end products to chemical manufacturing and energy producing industries.

Great Lakes Solutions is committed to greener innovation targeting consumer electronics, furniture foam, more energy-efficient thermal insulation and the power industry. Great Lakes Solutions Emerald Innovation series of flame retardants is the result of our dedication to providing products that are innovative and reliable and also minimize the impact on the environment and human health without sacrificing performance or quality. Our GeoBrom® line of bromine and bromine derivative products is another example of greener innovation where we deploy our technology expertise to provide a solution to controlling mercury emissions from coal-fired power stations.

With sales, technology and manufacturing on three continents, Great Lakes Solutions is truly a global business with expanding footprint and services. Through our strategic geographic and operational initiatives, we have significantly expanded our ISO fleet capabilities. We are backwardly integrated to brine, a primary source of bromine and during 2009 to 2012 we invested approximately \$150 million in infrastructure to redeploy our assets to produce new greener innovative brominated flame retardants and increase the efficiency and reliability of our plants and pipelines. We are well positioned to support not only growth of our traditional industry segments but also to provide security of supply with expansion capability to our mercury control customers.

Fire kills thousands of people each year throughout the world, but many are spared because fires are slowed or never start due to the use of flame retardants. Great Lakes Solutions works tirelessly to advocate for increased fire safety standards in new and developing economies. Our operational excellence strategic initiatives will bring an improved, robust, cost-competitive and service-oriented footprint closer to our global customers.

Great Lakes Solutions is dedicated to providing bromine and phosphorus flame retardants and brominated performance products that are the most innovative and reliable. For close to a century, we have helped our customers to meet their current and future performance, safety and compliance requirements by refining and redefining our portfolio with new and improved products that maximize sustainability needs with a broad portfolio of products and solutions.

*Organometallics.* Organometallics are a special group of metals containing organic chemicals which play a significant role in a variety of industrial applications. Organometallics are essential components used to initiate the polymerization reactions that transform monomers into polymers. They are also used as precursors in glass coatings, in the production of semiconductors, LEDs and photovoltaic panels, as well as for the production of many pharmaceutical ingredients and as catalysts for curing certain paints and polymers.

*Consumer Products.* The Consumer Products segment develops, manufactures and sells performance chemicals to consumers for in-home and outdoor use. These chemicals include recreational water treatment products sold under a variety of branded labels through local dealers and large retailers to assist consumers in the maintenance and enhancement of their swimming pools and spas and branded cleaners and degreasers sold primarily through mass merchants and large retailers to consumers for home cleaning.



## Edgar Filing: Chemtura CORP - Form 424B5

Our pool and spa product lines consist of sanitizers, algaecides, biocides, oxidizers, pH balancers, mineral balancers and other specialty chemicals and accessories. Our primary channels of distribution are pool

S-6

## Table of Contents

and spa independent dealers and mass-market retailers throughout North America, Europe, Australia and South Africa. We hold leading positions in both the North American and European pool and spa chemical markets.

We also operate in the specialty and multi-purpose cleaners business with branded non-abrasive bathroom cleaners, glass and surface cleaners, toilet bowl cleaners, drain openers and rust and calcium removers, as well as a family of multipurpose cleaners. Our primary channels of distribution for specialty and multi-purpose cleaning products are through major national and regional retailers in the do-it-yourself, hardware, mass market, club and discount sectors.

The Consumer Products segment had net sales of \$433 million for 2012, \$422 million for 2011 and \$458 million for 2010. This segment represented 16%, 16% and 19% of our total net sales in 2012, 2011 and 2010, respectively.

*Chemtura AgroSolutions.* The Chemtura AgroSolutions segment focuses on specific target crop applications utilizing six major product lines which include seed treatments, fungicides, miticides, insecticides, growth regulators and herbicides. We have developed our products for use on high-value target crops such as tree and vine fruits, ornamentals and nuts and for broadacre crops such as soybeans, oilseed rape and corn. Our dedicated sales force works with growers and distributors to promote the use of our products throughout a crop's growth cycle and to address selective regional, climate and growth opportunities. We expand our presence in worldwide targeted markets by developing or acquiring crop protection products and obtaining registrations for new uses and geographies where demand for our products and services has potential for growth. Our expertise in registering our product offerings and our diverse global distribution channels differentiates us from our competitors. We develop and sell our own products and we also sell and register products manufactured by others on a license and/or resale basis.

Our seed treatments are used to coat seeds in order to protect the seed during germination and protect the plant during initial growth phases. Seed treatment is an environmentally attractive form of crop protection involving localized use of agricultural chemicals at much lower use rates than other (foliar) agrichemical treatments.

Our fungicides are products that prevent the spread of fungi in crops which can cause damage resulting in loss of yield and profit for growers. Our miticides (acaricides) are products that control a variety of mite pests on the crops. Our insecticides are products used against insect pests at different stages of the life cycle from egg and larvae to nymph and adult. They have both crop and public health applications. Our plant growth regulators are products used for controlling or modifying plant growth processes without severe phytotoxicity. Our herbicides are products used to control unwanted plants while leaving the crops they are targeted to treat unharmed.

We work closely with our customers, distributors, and individual growers as part of an on-the-ground coordinated effort. We develop products in response to ongoing customer demands, drawing upon existing technologies and tailoring them to match immediate needs. For example, a grower's crops may require varying levels of treatment depending on weather conditions and the degree of infestation. Our research and technology is therefore geared towards responding to threats to crops around the world as they emerge under a variety of conditions.

We benefit from nearly 50 years of experience in the field, along with over 2,000 national product registrations in more than 100 countries. Our experience with registering products is a valuable asset, as registration is a significant barrier to entry, particularly in developed countries. Registration of products is a complex process in which we have developed proficiency over time. The breadth of our distribution network and the depth of our experience enable us to focus on profitable applications that have been less sensitive to competitive pricing pressures than broad commodity segments. This position allows us to attract licensing and resale opportunities from partner companies providing us new products and technologies to accompany our own existing chemistries.



**Table of Contents**

We sell our products in North America through a distribution network consisting of more than 1,000 distributor outlets that sell directly to end use customers. Internationally, our direct sales force services over 3,000 distributors, dealers, cooperatives, seed companies and large growers.

The Chemtura AgroSolutions segment had net sales of \$409 million for 2012, \$376 million for 2011 and \$351 million for 2010. This segment represented 16%, 15% and 15% of our total net sales in 2012, 2011 and 2010, respectively.

**Competitive Strengths**