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

Filed Pursuant to Rule 424(b)(5)

Registration No. 333-189195

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
5.75% Senior Notes Due 2021	$450,000,000	100%	$450,000,000	$61,380

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

Table of Contents

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.

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.

	Per Note	Total
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.

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:

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;

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®, Aqua Chem®, Axion®, BAYROL®*, *BioGuard®, Chemtura®, Chemtura AgroSolutions* , Emerald Innovation , Everest®, *Firemaster®, GeoBrom®, Greased Lightning®, Hatcol®, Naugalube®, Omni®, Poolbrite®, Pool Time®, Pro Guard®, Royco®*, *Spa Essentials®, SpaGuard®, Spa-Time®, Synton®* and *The Works®*. 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

$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.

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)	
Net Sales		
Industrial Performance Products	$ 254	$ 235
Industrial Engineered Products	201	236
Consumer Products	145	158
Chemtura AgroSolutions	135	112
Total Net Sales	$ 735	$ 741
Adjusted EBITDA		
Industrial Performance Products	$ 38	$ 34
Industrial Engineered Products	26	48
Consumer Products	24	23
Chemtura AgroSolutions	35	29
Corporate	(14)	(16)
Total Adjusted EBITDA	$ 109	$ 118

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					
(Dollars in millions)	Industrial Performance Products	Industrial Engineered Products	Consumer Products	Chemtura AgroSolutions	Corporate	Total
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
Adjusted EBITDA	$ 38	$ 26	$ 24	$ 35	$ (14)	$ 109

	For the Quarter Ended June 30, 2012					
(Dollars in millions)	Industrial Performance Products	Industrial Engineered Products	Consumer Products	Chemtura AgroSolutions	Corporate	Total
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

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

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 ballistics 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.

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

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

We believe our key competitive strengths are:

Our Businesses Have Industry Leading Positions: Many of our businesses and products hold leading positions within the various industries they serve. We believe our scale and global reach in product development and marketing provide us with advantages over many of our smaller competitors.

Operating Segment	Business Component	Industry Position / Commentary
Industrial Performance Products	Petroleum Additives	A leading global developer, manufacturer and marketer of high-performance lubricant additive components, synthetic lubricant base-stocks and synthetic finished fluids
		A world leader in high-performing calcium sulfonate specialty greases
	Urethanes	A global leader in the development and production of hot cast elastomer pre-polymers
Industrial Engineered Products	Great Lakes Solutions	One of the three largest developers, manufacturers and sellers of bromine and bromine-based products
	Organometallics	One of the three largest developers and manufacturers of organometallic compounds, that have applications in catalysts, surface treatment and pharmaceuticals
Consumer Products	Consumer Products	One of the two largest global developers, manufacturers, marketers and sellers of recreational water products used in pools and spas
Chemtura AgroSolutions	Chemtura AgroSolutions	A leading niche developer, manufacturer and seller of seed treatments, fungicides, miticides, insecticides, growth regulants and herbicides

Broad Diversified Business:

Geographic diversity. Our worldwide manufacturing, sales and marketing network enables us to serve the needs of both local and global customers worldwide. As of December 31, 2012, we operated 30 manufacturing facilities in 14 countries. On April 30, 2013, we sold five manufacturing facilities upon the closing of the sale of the Antioxidant business. For the year ended December 31, 2012, 48% of our net sales were generated in the United States and Canada, 28% from Europe and Africa, 18% from Asia/Pacific and 6% from Latin America. We market and sell our products in more than 100 countries, providing the opportunity to develop new markets for our products in higher-growth regions. We have built upon our historical strength in the United States and Europe to expand our business geographically, thereby diversifying our exposure to many different economies.

Table of Contents

Geographic Information

(1) The manufacturing facilities information in the table above is as of December 31, 2012. On April 30, 2013, we sold five manufacturing facilities upon the closing of the sale of the Antioxidant business (two in North America, two in Europe and one in Asia).

Product and industry diversity. We are comprised of a number of distinct businesses, each of which is impacted by varied industry trends. Additionally, our business portfolio serves diverse industries and applications, thereby providing us with further diversification.

Diversified customer base. We have a large and diverse global customer base in a broad array of industries. No single customer comprises more than ten percent of our consolidated 2012 net sales.

Unique Industry Positions: We believe our businesses possess significant differentiation within their respective industry segments. Some of our businesses are vertically integrated into key feedstocks and others have strong brand recognition, long lead time product registrations or technical and formulatory know-how. We believe these attributes are difficult to replicate and allow us to attract customers looking for consistent performance, reliability and cost-effective results, and are distinct competitive advantages. Examples include:

Our Industrial Engineered Products segment has a strong diversified position in bromine with an extensive brine field operation in South Arkansas, and long term strategic sourcing agreements that provides access to Dead Sea and addition South Arkansas bromine. We have announced entering into an agreement to acquire certain bromine assets of Solaris Chemtech in India; the fourth richest source of bromine in the world. The transaction is subject to, among other things, receiving approval for the transfer of rights to the brine resources from which the bromine is extracted. Bromine is used as a building block for products such as flame retardants used in automotive, electronics and building and construction and brominated derivatives used in pharmaceutical, agriculture and energy based industry segments. Our high-purity organometallics products are based on 50 years of innovation and safe-handling and provide state of the art solutions to rapidly developing new applications such as the chemical vapor deposition of metal oxides in electronics and photovoltaics, pharmaceutical synthesis reagents and next generation polymerization catalysts.

Our Industrial Performance Products segment participates in a production joint venture that produces cost competitive alkylated diphenylamine, a building block for our Naugalube antioxidants used in lubricants and develops urethane systems, the production of which is enhanced by our technical and formulatory know-how that permits us to engineer our products to meet specific customer needs.

Our Consumer Products segment benefits from well-established brand names, a sizable retail distribution network, as well as registrations and proprietary products.

Our Chemtura AgroSolutions segment is well experienced in formulating crop protection products and obtaining the required registrations for its products in each country in which they are sold. Once obtained, these registrations provide a right to use the active compound upon which the product is based for the specified crop in that country or region for a number of years.

Well Positioned to Expand in the Faster Growing Regions: Our businesses product portfolios have positioned us to benefit from high growth regions in the future. We derived 24% of our revenues during 2012 from the faster growing regions including Asia/Pacific and Latin America. We will continue to invest in faster growing regions as their polymer production increases, their manufacturing of electronic products expands, their automotive industries build vehicles that meet emission standards such that they can be exported to western markets, and their growers seek to increase their crop yields to support their growing populations and exports of their produce. There are a limited number of suppliers that can supply the products or provide the technical support that customers in these regions require, giving us the opportunity to capture this growth in demand for our products. We are building a multi-purpose manufacturing plant in China which will initially produce synthetic lubricants and greases and high performance urethane products. Completion of the planned acquisition of the bromine assets of Solaris Chemtech in India will further strengthen our Great Lakes business by establishing production, technical service and research closer to our highest growth customers in China and India.

Focused, Experienced Management Team: We are led by Craig A. Rogerson, our Chairman, President and Chief Executive Officer. Mr. Rogerson holds a chemical engineering degree from Michigan State University and has over 33 years of operating and leadership experience in the specialty chemicals industry. Mr. Rogerson is supported by a senior management team that has extensive operational and financial experience in the specialty chemicals industry. Our senior management team is focused on creating a culture of performance and accountability that can leverage the global economic recovery and the long-term trends in the industries we serve to drive profitable revenue growth. For more information on our executive officers, see Item 10, Directors, Executive Officers and Corporate Governance of our Annual Report on Form 10-K for the year ended December 31, 2012.

Our Strategy

Our primary goal is to create value for our stakeholders by driving profitable revenue growth of our businesses while continuing to manage our costs. We will develop and engineer new products and processes, exploit our global scale for regional growth and manage our portfolio of specialty chemical businesses. We actively manage our portfolio of specialty chemical businesses, divesting and acquiring businesses to drive further value creation. Our efforts are directed by the following key business strategies:

Technology-Driven Growth through Industry Focused Innovation. As a specialty chemical developer and manufacturer, our competitive strength lies in continually developing and engineering new products and processes that meet our customers changing needs. We are investing in innovation to strengthen our new product pipelines and will license or acquire technologies to supplement these initiatives. We focus on the development of products that are sustainable, meet ecological concerns and capitalize on growth trends in the industries we serve.

Table of Contents

Growth Expansion in Faster-Growing Regions through Building Global Scale. We are building our local presence in the faster growing regions through sales representation, technical development centers, joint ventures and local manufacturing. We empower our regional teams to serve their growing customer base and will supplement these efforts through bolt-on acquisitions that fulfill our goals for our portfolio. We exploit our global scale by sharing service functions and technologies that no one region or business could replicate on its own while utilizing our regional presence to lower raw material costs.

Performance-Driven Culture. We believe we have outstanding people who can deliver superior performance under strong, experienced leaders who instill a culture of accountability. We expect accountability on safety, environmental stewardship, compliance with laws, customer commitments and performance. We are focused on understanding the needs of our customers and meeting such needs by efficiently executing their orders and delivering technology based solutions that meet their requirements to earn the position as their preferred supplier. We measure our performance against benchmarks and metrics using statistical analysis and drive operational excellence through continuous improvement.

Portfolio and Cost Management. We are intent on creating a focused portfolio of global specialty chemical businesses with sustainable competitive advantages and growth in our core businesses with a focus on electronics and energy, transportation, and agriculture industries through both divesting non-core parts of our business portfolio and acquiring businesses to strengthen our remaining core business portfolio, some of which may be material. We also continue to actively manage our portfolio of global specialty chemical businesses, including our non-core businesses such as Consumer Products, to maximize their value. Leveraging global demographic and technology trends and our in-depth knowledge and expertise that provide us with the right to play in these industries, we will drive value-accreting growth fueled by our focus on innovation and the faster growing regions. As we build this portfolio we will continue to increase the differentiation of our products while pruning or exiting underperforming products and managing costs.

Company Structure

The chart below illustrates our basic corporate and debt structure upon completion of this offering after the application of the net proceeds of the offering of the notes as described under Use of Proceeds.

(1) Assumes and gives effect to the repayment of (1) approximately $55 million of the Term Loan with cash on hand and (2) approximately $45 million of the Term Loan with a portion of the net proceeds from this offering. See Use of Proceeds.

(2) Assumes and gives effect to the repurchase of approximately $354 million aggregate principal amount of 2018 Notes validly tendered in the Tender Offer as of the date of this prospectus supplement using the net proceeds from this offering. Additional 2018 Notes may be tendered after the date of this prospectus supplement but on or prior to the Expiration Date and accepted for repurchase pursuant to the Tender Offer, but we expect any such repurchases to be minimal.

(3) For the twelve months ended December 31, 2012, our non-guarantor subsidiaries represented approximately 43% of our net sales, approximately 48% of our net earnings and approximately 31% of our consolidated Adjusted EBITDA. As of March 31, 2013, our non-guarantor subsidiaries represented approximately 50% of our total assets. See Summary Historical Consolidated Financial Information for the list of items included in Adjusted EBITDA.

(4) The notes will be fully and unconditionally guaranteed on a senior unsecured basis, jointly and severally, by each subsidiary that guarantees the 2018 Notes. Under certain circumstances, guarantors may be released from their guarantees without the consent of the holders of notes. See Description of Notes The Guarantees.

Table of Contents

The Offering

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The sections entitled Description of Notes and Transfer Restrictions contain a more detailed description of the terms and conditions of the notes. As used in this section, we, our, us and Chemtura refer to Chemtura Corporation and not to its subsidiaries.

Issuer	Chemtura Corporation
Securities	$450 million aggregate principal amount of 5.75% Senior Notes due 2021.
Maturity	July 15, 2021.
Interest Payment Dates	January 15 and July 15 of each year, commencing on January 15, 2014.
Interest Rate	5.75% per year.
Guarantees	The notes will be fully and unconditionally guaranteed on a senior unsecured basis, jointly and severally, by each subsidiary that guarantees the 2018 Notes. Under certain circumstances, guarantors may be released from their guarantees without the consent of the holders of notes. See Description of Notes The Guarantees. For the twelve months ended December 31, 2012, our non-guarantor subsidiaries: represented approximately 43% of our net sales; represented approximately 48% of our net earnings; and represented approximately 31% of our consolidated Adjusted EBITDA. As of March 31, 2013, our non-guarantor subsidiaries represented approximately 50% of our total assets. See Summary Historical Consolidated Financial Information for the list of items included in Adjusted EBITDA.
Ranking	The notes and the guarantees will be Chemtura s and the guarantors general unsecured senior obligations and

will rank equally in right of payment with all of our and the guarantors respective existing and future senior indebtedness (including the 2018 Notes);

will be effectively subordinated to all of our and the guarantors respective existing and future secured indebtedness, including our Credit Facilities to the extent of the value of the collateral;

will rank senior in right of payment to our and the guarantors respective future subordinated indebtedness; and

Table of Contents

- will be structurally subordinated to all existing and future liabilities (including trade payables) of each of our subsidiaries that does not guarantee the notes, except with respect to indebtedness owed to the Company or other guarantors.

As of March 31, 2013, on a pro forma basis after giving effect to the sale of the notes and the anticipated application of the net proceeds therefrom, as if such transactions had occurred on that date:

- we would have had approximately $886 million of total indebtedness (including the notes, the 2018 Notes and the Term Loan); and
- we would have had approximately $15 million of undrawn letters of credit and approximately $260 million of additional borrowing capacity under our $275 million Senior Asset Based Facility, all of which is secured on an effectively senior basis to the notes to the extent of the value of the collateral if borrowed.

In addition, at March 31, 2013, our non-guarantor subsidiaries had $487 million of total liabilities (including trade payables but excluding intercompany liabilities), all of which would have been structurally senior to the notes.

Optional Redemption

The notes will be redeemable at our option, in whole or in part, at any time on or after July 15, 2016, in each case, at the redemption prices set forth in this prospectus supplement, plus accrued and unpaid interest up to, but excluding, the date of redemption.

At any time prior to July 15, 2016, we may also redeem up to 35% of the notes from proceeds of certain equity offerings at a price equal to 105.750% of the principal amount of the notes plus accrued and unpaid interest up to, but excluding, the date of redemption.

The notes are also redeemable before July 15, 2016 at a redemption price of 100% of the principal amount plus accrued and unpaid interest, if any, plus a make-whole premium.

Change of Control Repurchase Event

The occurrence of a Change of Control Repurchase Event (as defined in Description of Notes Certain Definitions) will be a triggering event requiring us to offer to purchase from you all or a portion of your notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest up to, but excluding, the date of purchase. See Description of Notes Change of Control.

Covenants

The notes will be issued under an indenture entered into among Chemtura Corporation, the guarantors and the trustee. The indenture will, among other things, limit our ability and the ability of our restricted subsidiaries to, among other things:

- incur additional secured indebtedness;
- incur indebtedness of nonguarantor subsidiaries;

S-14

Table of Contents

- engage in certain sale-leaseback transactions with affiliates; and

- merge or consolidate with or into any other person or lease, sell or transfer substantially all our properties and assets.

Absence of Public Market for the Notes	Prior to this offering, there was no existing market for the notes. We do not intend to apply for the notes to be listed on any securities exchange or to arrange for any quotation system to quote them. If the underwriters make a market in the notes they may discontinue any market making in the notes at any time in their sole discretion. Accordingly, we cannot assure you that liquid markets will develop for the notes.
Use of Proceeds	We intend to use a portion of 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. 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 Term Loan upon completion of the offering.
Risk Factors	In evaluating an investment in the notes, prospective investors should carefully consider, along with the other information included and incorporated by reference in this prospectus supplement and the accompanying prospectus, the specific factors set forth under Risk Factors beginning on page S-19 for risks involved with an investment in the notes.

Table of Contents

Summary Historical Consolidated Financial Information

The following table presents summary financial and other data for Chemtura and its subsidiaries. The summary historical consolidated financial information as of December 31, 2012 and 2011 and for the fiscal years ended December 31, 2012, 2011 and 2010 has been derived from our audited consolidated financial statements and related notes incorporated by reference into this prospectus supplement. The summary historical consolidated financial information as of and for the three months ended March 31, 2013 and 2012 has been derived from our unaudited consolidated financial statements and related notes incorporated by reference into this prospectus supplement. In the opinion of management, our unaudited consolidated financial statements contain all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of our financial position, results of operations and cash flows. The results of operations for the three-month period ended March 31, 2013 are not necessarily indicative of the operating results to be expected for the full fiscal year.

	Three Months Ended March 31,		Year Ended December 31,		
	2012	2013	2010	2011	2012
	(dollars in millions)				
Summary of Operations					
Net sales	$ 618	$ 606	$ 2,372	$ 2,606	$ 2,629
Gross profit	163	126	612	667	691
Selling, general and administrative	79	70	306	326	299
Depreciation and amortization	29	31	158	123	120
Research and development	12	9	39	38	44
Facility closures, severance and related costs		14	1	3	12
Gain on sale of business(a)			(2)	(27)	
Impairment charges(b)			57	4	
Changes in estimates related to expected allowable claims(c)	2		35	3	1
Equity loss (income)	1	2	(2)	1	4
Operating income	40		20	196	211
Interest expense(d)	(14)	(16)	(191)	(63)	(64)
Loss on early extinguishment of debt			(88)		(1)
Other income (expense), net	(3)	3	(6)		21
Reorganization items, net(e)	(2)		(303)	(19)	(5)
(Loss) earnings from continuing operations before income taxes	21	(13)	(568)	114	162
Income tax (expense) benefit	1	(8)	(19)	(20)	(28)
(Loss) earnings from continuing operations	22	(21)	(587)	94	134
(Loss) earnings from discontinued operations, net of tax		(2)	14	26	(34)
Loss on sale of discontinued operations, net of tax			(12)		
Net earnings (loss)	22	(23)	(585)	120	100
Less: net loss (earnings) attributable to non-controlling interests			(1)	(1)	1
Net earnings (loss) attributable to Chemtura	$ 22	$ (23)	$ (586)	$ 119	$ 101
Balance Sheet Data (at end of period)					
Cash and cash equivalents from continuing operations	$ 120	$ 251	$ 201	$ 179	$ 363
Working capital(f)	960	1,070	932	931	1,101
Total assets	2,968	3,024	2,913	2,855	3,030
Total debt	811	888	751	752	876
Net debt(g)	691	637	550	573	513
Total liabilities	1,874	1,998	1,942	1,809	1,962

Stockholders equity	1,094	1,026	971	1,046	1,068

Table of Contents

	Three Months Ended March 31, 2012	2013	Year Ended December 31, 2010	2011	2012
	(dollars in millions)				
Other Financial Data					
EBITDA(h)	$ 64	$ 34	$ (131)	$ 300	$ 347
Adjusted EBITDA(h)	78	71	285	336	367
Cash interest paid	23	25	56	57	58
Cash taxes paid	12	3	6	16	45
Capital expenditures from continuing operations	(29)	(47)	(115)	(148)	(142)
Cash flow (used in) provided by operations	(89)	(75)	(204)	182	218
Cash flow used in investing	(29)	(49)	(81)	(181)	(140)
Cash flow provided by (used in) financing(i)	58	13	251	(18)	105
Net change in cash and cash equivalents	(58)	(113)	(35)	(21)	185

(a) Gain on sale of business primarily included a $27 million gain on the sale of our 50% interest in Tetrabrom Technologies Ltd. in 2011 and a $2 million gain relating to the sale of the natural sodium sulfonates and oxidized petrolatum product lines in 2010.

(b) The 2011 charge primarily included the impairment of intangible assets of $3 million within the Chemtura AgroSolutions. The 2010 charge included the impairment of goodwill of $57 million within the Chemtura AgroSolutions segment.

(c) Changes in estimates related to expected allowable claims relate to adjustments to liabilities subject to compromise (primarily legal and environmental reserves) as a result of our Chapter 11 proofs of claim evaluation process.

(d) Interest expense in 2010 includes $137 million of contractual interest expense recorded, relating to interest obligations on unsecured claims for the period from March 18, 2009 through November 10, 2010, the effective date of our Plan of Reorganization (the Plan), that were paid based on the Plan (included in this amount is contractual interest expense of $63 million for 2009).

(e) Reorganization items, net, represent professional fees; the write-off of debt discounts, premiums and debt issuance costs; impacts from rejections or terminations of executory contracts and real property leases; impacts from the settlement of claims; and charges for reorganization initiatives.

(f) Working capital is defined as our current assets minus our current liabilities.

(g) Net debt is a supplemental measure that is not required by, or presented in accordance with, GAAP. We derive net debt as total debt less cash and cash equivalents from continuing operations.

(h) EBITDA and Adjusted EBITDA are supplemental measures of financial performance that are not required by, or presented in accordance with, GAAP. We define EBITDA as consolidated net earnings (loss) from continuing operations before depreciation and amortization, interest expense (net), loss on early extinguishment of debt and provision for income taxes. We define Adjusted EBITDA as EBITDA adjusted to exclude the items set forth in the table below. EBITDA and Adjusted EBITDA are included in this prospectus supplement because they are key metrics used by management to assess our operating performance. Please see Non-GAAP Financial Measures in our Annual Report on Form 10-K for the year ended December 31, 2012 for information on the limitations of these measures as analytical tools.

EBITDA and Adjusted EBITDA are not measures of our financial performance or liquidity under GAAP and should not be considered as alternatives to net income as a measure of operating performance, cash flows from operating activities as a measure of liquidity, or any other performance measure derived in accordance with GAAP. Additionally, EBITDA and Adjusted EBITDA are not intended to be measures of free cash flow for management s discretionary use, as they do not consider certain cash requirements such as cash interest payments, cash tax payments and debt service requirements. EBITDA and Adjusted EBITDA contain certain other limitations, including the failure to reflect our cash expenditures, cash requirements for working capital needs and cash costs to replace assets being depreciated and amortized, and exclude certain non-recurring charges that may recur in the future. Management compensates for these limitations by relying primarily on our GAAP results and by using EBITDA and Adjusted EBITDA only supplementally. Our measures of EBITDA and Adjusted EBITDA are not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

Table of Contents

The following is a reconciliation of EBITDA and Adjusted EBITDA to net earnings (loss) from continuing operations for the period, the most directly comparable GAAP measure:

	Three Months Ended March 31,		Year Ended December 31,		
	2012	2013	2010	2011	2012
			(dollars in millions)		
Net (loss) earnings from continuing operations attributable to Chemtura	$ 22	$ (21)	$ (587)	$ 94	$ 134
Depreciation and amortization	29	31	158	123	120
Interest expense	14	16	191	63	64
Loss on extinguishment of debt			88		1
Income tax expense (benefit)	(1)	8	19	20	28
EBITDA	64	34	(131)	300	347
Operational facility closures, severance and related costs		14	1	3	12
Gain on sale of business			(2)	(27)	
Impairment charges			57	4	
Changes in estimates related to expected allowable claims	2		35	3	1
Other (income) expense, net(1)	3	(3)	6		(21)
Reorganization items, net	2		303	19	5
Non-cash stock-based compensation	7	5	8	25	23
Loss on disposal of assets			2	1	
Other non-recurring adjustments		21	6		
UK pension benefit matter				8	
Adjusted EBITDA	$ 78	$ 71	$ 285	$ 336	$ 367

(1) Other (income) expense, net in 2012 consists principally of the release of cumulative foreign currency translation adjustments from the liquidation of entities, and for all other periods, it consists principally of foreign exchange gains and losses and interest income.

The following is a reconciliation of Adjusted EBITDA for the year ended December 31, 2012 to operating income, the most directly comparable GAAP measure, for each of our operating segments:

	Industrial Performance Products	Industrial Engineered Products	Consumer Products	Chemtura Agrosolutions	Corporate	Total
			(dollars in millions)			
Operating income	$ 102	$ 140	$ 30	$ 65	$ (126)	$ 211
Depreciation and amortization	25	43	10	13	29	120
Facility closures, severance and related costs					12	12
Changes in estimates related to expected allowable claims					1	1
Non-cash stock-based compensation	2	2	1	1	17	23
Adjusted EBITDA	$ 129	$ 185	$ 41	$ 79	$ (67)	$ 367

(i) For the year ended December 31, 2012, includes $125.0 million from the exercise of the accordion feature of our Term Loan.

Table of Contents

RISK FACTORS

You should carefully consider the risk factors set forth below and the risk factors incorporated herein by reference to Chemtura s Form 10-K for the year ended December 31, 2012 and Form 10-Q for the quarter ended March 31, 2013, as well as the other information contained or incorporated by reference in this prospectus supplement before deciding whether to invest in the notes. Any of the following risks could materially and adversely affect our business, financial condition or results of operations. However, the selected risks described below and the risks that are incorporated herein by reference are not the only risks facing us. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially and adversely affect our business, financial condition or results of operations. In such a case, we may not be able to make payments of principal and interest on the notes, and you may lose all or part of your original investment.

Risks Related to Our Significant Indebtedness and the Notes

Our Substantial Indebtedness Could Adversely Affect Our Financial Condition And Prevent Us From Fulfilling Our Obligations Under The Notes.

After the application of the proceeds from this offering, we will have a significant amount of indebtedness. As of March 31, 2013, after giving effect this offering, the use of the proceeds therefrom and the repayment of a portion of our Term Loan with cash on hand as described under Use of Proceeds, our total indebtedness would have been approximately $886 million, excluding $260 million of undrawn commitments under our Senior Asset Based Facility and $15 million of outstanding letters of credit.

Subject to the limits contained in the credit agreements governing our Credit Facilities, the indenture governing the notes and our other indebtedness instruments, we may be able to incur substantial additional indebtedness from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our high level of indebtedness could intensify. Specifically, our high level of indebtedness could have important consequences to the holders of notes, including the following:

- making it more difficult for us to satisfy our obligations with respect to the notes and our other indebtedness;
- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, product developments, acquisitions or other general corporate requirements;
- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- increasing our vulnerability to general adverse economic and industry conditions;
- limiting our flexibility in planning for and reacting to changes in the industry in which we compete;

- placing us at a disadvantage compared to other, less leveraged competitors; and

- increasing our cost of borrowing.

In addition, the indenture governing the notes and the credit agreements governing our Credit Facilities contain restrictive covenants that will limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default, which, if not cured or waived, could result in the acceleration of all our debts.

Table of Contents

Despite Current Indebtedness Levels, We May Still Be Able To Incur Substantially More Indebtedness. This Could Further Exacerbate The Risks Described Above.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. Although the indenture governing the notes and the credit agreements governing our Credit Facilities contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and the additional indebtedness incurred in compliance with these restrictions could be substantial. If we incur any additional indebtedness that ranks equally with the notes, subject to any collateral arrangements, the holders of that indebtedness will be entitled to share ratably with you in any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding-up of us. This may have the effect of reducing the amount of proceeds paid to you. Additionally, as of March 31, 2013, as adjusted to give effect to this offering and the use of proceeds as described under Use of Proceeds, we estimate that we would have had approximately $15 million of undrawn letters of credit and approximately $260 million of additional borrowing capacity under our $275 million Senior Asset Based Facility, to which the notes would be effectively subordinated. If new indebtedness is added to our current indebtedness levels, the related risks that we and our subsidiaries now face could intensify.

We May Not Be Able To Generate Sufficient Cash To Service All Of Our Indebtedness, Including The Notes, And May Be Forced To Take Other Actions To Satisfy Our Obligations Under Our Indebtedness, Which May Not Be Successful.

Our ability to make scheduled payments on or to refinance our debt obligations, including the notes, depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to fund our day-to-day operations or to pay the principal, premium, if any, and interest on our indebtedness, including the notes.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to sell assets or operations, seek additional capital or restructure or refinance our indebtedness, including the notes. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all, and, even if successful, such alternative actions may not allow us to meet our scheduled debt service obligations. The credit agreements governing our Credit Facilities restrict our ability to dispose of assets and use the proceeds from any such dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due.

In addition, we conduct our operations through our subsidiaries, certain of which will not be guarantors of the notes or our other indebtedness. Accordingly, repayment of our indebtedness, including the notes, is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of the notes, our subsidiaries do not have any obligation to pay amounts due on the notes or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the notes. Each subsidiary is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. Although the agreements governing certain of our other existing indebtedness will limit the ability of certain of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to certain qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the notes.

Table of Contents

Our inability to generate sufficient cash flows to satisfy our debt obligations or to refinance our indebtedness on commercially reasonable terms or at all would materially and adversely affect our financial position and results of operations and our ability to satisfy our obligations under the notes.

If we cannot make scheduled payments on our debt, we will be in default and, as a result, holders of our indebtedness could declare all outstanding principal and interest on such indebtedness to be due and payable, the lenders under our Senior Asset Based Facility could terminate their commitments to loan money, our secured lenders could foreclose against the assets securing such borrowings and we could be forced into a Chapter 11 proceeding or liquidation which could, in each case, result in your losing your investment in the notes.

The Terms Of Our Credit Facilities May Restrict Our Current And Future Operations, Particularly Our Ability To Respond To Changes Or To Take Certain Actions.

The credit agreements governing our Credit Facilities contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long-term best interests, including, among other things, restrictions on our ability to:

- incur, assume or guarantee additional indebtedness;
- issue redeemable stock and preferred stock;
- pay dividends or distributions or redeem or repurchase capital stock;
- prepay, redeem or repurchase certain indebtedness;
- make loans and investments;
- incur liens;
- restrict dividends, loans or asset transfers from our subsidiaries;
- sell or otherwise dispose of assets, including capital stock of subsidiaries;
- consolidate or merge with or into, or sell substantially all of our assets to, another person;
- enter into transactions with affiliates; and

- enter into new lines of business.

In addition, the restrictive covenants in the credit agreements governing our Credit Facilities will require us to maintain specified financial ratios and satisfy other financial condition tests. Our ability to meet those financial ratios and tests can be affected by events beyond our control, and we cannot assure you that we will meet them.

As a result of these restrictions, we may be:

- limited in how we conduct our business;

- unable to raise additional debt or equity financing to operate during general economic or business downturns; or

- unable to compete effectively or to take advantage of new business opportunities.

These restrictions may affect our ability to grow in accordance with our plans.

A breach of the covenants under the credit agreements governing our Credit Facilities could result in an event of default under the applicable indebtedness. Such default may allow the creditors to accelerate the related indebtedness and may result in the acceleration of any other indebtedness to which a cross-acceleration or cross-default provision applies. In addition, an event of default under the credit agreements governing our Senior Asset Based Facility will permit the lenders under our Senior Asset Based Facility to terminate all commitments to extend further credit under that facility. Furthermore, if we were unable to repay the amounts due and payable under our Credit Facilities, those lenders could proceed against the collateral granted to them to secure that indebtedness. In the event our lenders or holders of our indebtedness accelerate the repayment of our borrowings, we cannot assure you that we and our subsidiaries would have sufficient assets to repay such indebtedness.

The Notes Will Be Effectively Subordinated To Our Secured Indebtedness To The Extent Of The Value Of The Assets Securing That Indebtedness.

The notes will be effectively subordinated to claims of our secured creditors to the extent of the value of the assets securing such claims, and the guarantees will be effectively subordinated to the claims of our secured creditors as well as the secured creditors of our subsidiary guarantors. As of March 31, 2013, as adjusted to give effect to this offering and the use of proceeds therefrom and the repayment of a portion of the Term Loan with cash on hand, as described under Use of Proceeds, we estimate that we would have had approximately $318 million of indebtedness outstanding under our Term Loan, approximately $15 million of undrawn letters of credit and approximately $260 million of additional borrowing capacity under our $275 million Senior Asset Based Facility, to which the notes would be effectively subordinated. Holders of our secured obligations, including obligations under our Credit Facilities, will have claims that are prior to claims of the holders of the notes with respect to the assets securing those obligations. In the event of insolvency, liquidation, reorganization, dissolution or other winding-up, our assets and those of our subsidiaries will be available to pay obligations on the notes and the guarantees only after holders of our senior secured indebtedness have been paid the value of the assets securing such obligations. Accordingly, there may not be sufficient funds remaining to pay amounts due on all or any of the notes.

The Notes And The Guarantees Will Be Structurally Subordinated To All Indebtedness Of Our Existing And Future Subsidiaries That Are Not And Do Not Become Guarantors Of The Notes.

The notes will be fully and unconditionally guaranteed on a senior unsecured basis, jointly and severally, by each domestic subsidiary that guarantees the 2018 Notes. Except for such subsidiary guarantors of the notes, our subsidiaries, including all of our non-domestic subsidiaries, will have no obligation, contingent or otherwise, to pay amounts due under the notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payment. The notes will be structurally subordinated to all indebtedness and other obligations of any non-guarantor subsidiary such that, in the event of insolvency, liquidation, reorganization, dissolution or other winding-up of any subsidiary that is not a guarantor, all of such subsidiary s creditors (including trade creditors and preferred stockholders, if any) would be entitled to payment in full out of such subsidiary s assets before we would be entitled to any payment.

For the twelve months ended December 31, 2012, our non-guarantor subsidiaries represented approximately 43% of our net sales, approximately 48% of our net earnings and approximately 31% of our consolidated Adjusted EBITDA. As of March 31, 2013, our non-guarantor subsidiaries represented approximately 50% of our total assets. Certain of our subsidiaries which guarantee our Credit Facilities are not guarantors of the 2018 Notes and will not guarantee the notes, however such subsidiaries had no net sales, net earnings orconsolidated Adjusted EBITDA for the twelve months ended December 31, 2012, and no assets as of March 31, 2013. See Summary Historical Consolidated Financial Information for the list of items included in Adjusted EBITDA.

We May Not Be Able To Repurchase The Notes Upon A Change Of Control Repurchase Event.

Upon the occurrence of a Change of Control Repurchase Event, we will be required to offer to repurchase all outstanding notes at 101% of their principal amount, plus accrued and unpaid interest up to, but excluding, the repurchase date. Additionally, under our Credit Facilities, a change of control (as defined therein) constitutes an event of default that permits the lenders to accelerate the maturity of borrowings under the respective agreements and the commitments to lend would terminate. The source of funds for any purchase of the notes and repayment of borrowings under our Credit Facilities will be our available cash or cash generated from our subsidiaries operations or other sources, including borrowings, sales of assets or sales of equity. We may not be able to repurchase the notes upon a Change of Control Repurchase Event because we may not have sufficient financial

Table of Contents

resources to purchase all of the debt securities that are tendered upon a Change of Control Repurchase Event and repay our other indebtedness that will become due. We may require additional financing from third parties to fund any such purchases, and we cannot assure you that we would be able to obtain financing on satisfactory terms or at all. Further, our ability to repurchase the notes may be limited by law. In order to avoid the obligations to repurchase the notes and events of default and potential breaches of the credit agreements governing our Credit Facilities, we may have to avoid certain change of control transactions that would otherwise be beneficial to us.

In addition, certain important corporate events, such as leveraged recapitalizations, may not, under the indenture governing the notes, constitute a Change of Control Repurchase Event that would require us to repurchase the notes, notwithstanding the fact that such corporate events could increase the level of our indebtedness or otherwise adversely affect our capital structure, credit ratings or the value of the notes. See Description of Notes Change of Control.

Federal And State Fraudulent Transfer Laws May Permit A Court To Void The Notes Or The Guarantees And, If That Occurs, You May Not Receive Any Payments On The Notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the notes and the incurrence of the guarantees of such notes. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the notes or the guarantees thereof could be voided as a fraudulent transfer or conveyance if we or any of the guarantors, as applicable, (1) issued the notes or incurred the guarantees with the intent of hindering, delaying or defrauding creditors or (2) received less than reasonably equivalent value or fair consideration in return for either issuing the notes or incurring the guarantees and, in the case of (2) only, one of the following is also true at the time thereof:

- we or any of the guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the notes or the incurrence of the guarantees;
- the issuance of the notes or the incurrence of the guarantees left us or any of the guarantors, as applicable, with an unreasonably small amount of capital or assets to carry on the business;
- we or any of the guarantors intended to, or believed that we or such guarantor would, incur debts beyond our or such guarantor s ability to pay as they mature; or
- we or any of the guarantors were a defendant in an action for money damages, or had a judgment for money damages docketed against us or such guarantor if, in either case, after final judgment, the judgment is unsatisfied.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or a valid antecedent debt is secured or satisfied. A court would likely find that a guarantor did not receive reasonably equivalent value or fair consideration for its guarantee, to the extent such guarantor did not obtain a reasonably equivalent benefit directly or indirectly from the issuance of the notes.

We cannot be certain as to the standards a court would use to determine whether or not we or the guarantors were insolvent at the relevant time or, regardless of the standard that a court uses, whether the notes or the guarantees would be subordinated to our or any of our guarantors other indebtedness. In general, however, a court would deem an entity insolvent if:

the sum of its debts, including contingent and unliquidated liabilities, was greater than the fair saleable value of all of its assets;