

OLIN CORP  
Form S-8 POS  
April 29, 2015

Registration No. 333-05097

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

OLIN CORPORATION  
(Exact name of registrant as specified in its charter)

Virginia (State or Other Jurisdiction of Incorporation)	1-1070 (Commission File Number)	13-1872319 (IRS Employer Identification No.)
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190 Carondelet Plaza, Suite 1530 Clayton, Missouri (Address of principal executive offices)	63105 (Zip Code)
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1996 STOCK OPTION PLAN FOR KEY EMPLOYEES  
OF OLIN CORPORATION AND SUBSIDIARIES  
(Full title of the plan)

G. H. Pain  
Senior Vice President, General Counsel and Secretary  
Olin Corporation  
190 Carondelet Plaza, Suite 1530  
Clayton, Missouri 63105  
(Name and address of agent for service)

314-480-1400  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer \_\_\_\_\_  
Non-accelerated filer \_\_\_\_\_ Smaller reporting company \_\_\_\_\_

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 relates to:

(i) the Registration Statement on Form S-8 (Commission File No. 333-05097) filed with the Securities and Exchange Commission on June 3, 1996, pertaining to the registration of 1,500,000 shares of common stock, issuable under the 1996 Stock Option Plan for Key Employees of Olin Corporation and Subsidiaries (the "Plan"); and

(ii) Amendment No. 1 to the Registration Statement on Form S-8 (Commission File No. 333-31098) filed with the Securities and Exchange Commission on February 25, 2000, pertaining to the registration of 2,108,501 additional shares of common stock issuable under the Plan pursuant to adjustments made in accordance with the anti-dilution provisions of the Plan in connection with the spin-off of two subsidiaries and a stock split.

The Registrant is filing this Post-Effective Amendment No. 2 to deregister all shares of common stock that have not been sold or otherwise issued under the Plan.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, hereunto duly authorized, in the City of Clayton, State of Missouri, on April 29, 2015.

OLIN CORPORATION

By: /s/ George H. Pain  
Name: George H. Pain  
Title: Senior Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

/s/ JOSEPH D. RUPP  
Joseph D. Rupp  
Chairman, Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ RANDALL W. LARRIMORE  
Randall W. Larrimore  
Director

/s/ TODD A. SLATER  
Todd A. Slater  
Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ JOHN M. B. O'CONNOR  
John M. B. O'Connor  
Director

/s/ RANDEE N. SUMNER  
Ranee N. Sumner  
Vice President and Controller  
(Principal Accounting Officer)

/s/ RICHARD M. ROMPALA  
Richard M. Rompala  
Director

/s/ GRAY G. BENOIST  
Gray G. Benoist  
Director

/s/ PHILIP J. SCHULZ  
Philip J. Schulz  
Director

/s/ DONALD W. BOGUS  
Donald W. Bogus  
Director

/s/ VINCENT J. SMITH  
Vincent J. Smith  
Director

/s/ C. ROBERT BUNCH  
C. Robert Bunch  
Director