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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 5, 2019

Cabot Corporation (Exact name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)

2 Seaport Lane, Suite 1300, Boston, MA

(Address of Principal Executive Offices)

1-5667

(Commission File Number)

04-2271897 (IRS Employer Identification No.)

> 02210-2019 (Zip Code)

Registrant's Telephone Number, Including Area Code: (617) 345-0100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

П Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company \Box

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \Box

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1 par value per share	CBT	New York Stock Exchange

Item 2.02 Results of Operations and Financial Condition.

On August 5, 2019, Cabot Corporation issued a press release announcing operating results for its fiscal quarter ended June 30, 2019. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release issued by Cabot Corporation on August 5, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CABOT CORPORATION

By: <u>/s/ James P. Kelly</u> Name: James P. Kelly Title: Vice President and Controller

Date: August 5, 2019

Cabot Corp Reports Third Quarter Fiscal 2019 Results

Diluted EPS of \$0.55 and Adjusted EPS of \$1.00

BOSTON--(BUSINESS WIRE)--August 5, 2019--Cabot Corporation (NYSE: CBT) today announced results for its third quarter of fiscal year 2019.

Key Highlights

♦ Strong quarterly Reinforcement Materials performance with an \$11 million sequential improvement in EBIT

◆ Continued benefits from our calendar year 2019 tire customer agreements

• Volumes and product mix across Reinforcement Materials and Performance Chemicals impacted by continued soft automotive production and the challenging business environment in China

◆ Fumed silica plant in Wuhai, China commissioned in the quarter

♦ Completed divestiture of Specialty Fluids business for \$135 million

(In millions, except per share amounts)	Three Months Ended				Ni	Ended				
	<u>6/30/19</u>		<u>6/30/19</u>		<u>6/30/19</u> <u>6/30/18</u>		<u>8</u> <u>6/30/19</u>		<u>6</u>	/30/18
Net sales	\$	845	\$	854	\$	2,510	\$	2,392		
Net income (loss) attributable to Cabot Corporation	\$	32	\$	88	\$	124	\$	(207)		
Net earnings (loss) per share attributable to Cabot Corporation	\$	0.55	\$	1.40	\$	2.08	\$	(3.36)		
Less: Certain items after tax per share	\$	(0.45)	\$	0.34	\$	(0.78)	\$	(6.37)		
Adjusted EPS	\$	1.00	\$	1.06	\$	2.86	\$	3.03		

Commenting on the results, Cabot President and CEO Sean Keohane said, "We delivered solid results in the third quarter with adjusted earnings per share of \$1.00 despite a challenging economic environment that impacted results in the Reinforcement Materials and Performance Chemicals segments. Among the challenges we faced were a weak business environment in China and continued softness in automotive production, particularly in China and EMEA. These factors were partially offset by the favorable impact from calendar year 2019 tire customer agreements and the improved results in our Purification Solutions segment. Given the current business environment, we continued to take actions to reduce costs and have lowered our capital expenditures forecast for the year."

Keohane continued, "Cash generation and return remain important elements of our capital allocation framework. During the quarter we generated strong cash flows from operations of \$115 million and increased our dividend by 6%. We returned \$52 million in the quarter through share repurchases and dividends and a total of \$307 million over the last four quarters. On the strategic front, we completed the divestiture of our Specialty Fluids business with proceeds of \$135 million. We also remain committed to investing for growth in our core businesses and commissioned our fumed silica plant in Wuhai, China in the third quarter of fiscal 2019."

Financial Detail

For the third quarter of fiscal 2019, net income attributable to Cabot Corporation was \$32 million (\$0.55 per diluted common share). Net income includes an after-tax per share charge of (\$0.45) from certain items, principally reflecting an additional tax expense from recently finalized U.S. Treasury Regulations related to U.S. tax reform enacted in 2017. Adjusted EPS for the third quarter of fiscal 2019 was \$1.00 per share.

Segment Results

Reinforcement Materials – Third quarter fiscal 2019 EBIT in Reinforcement Materials decreased by \$2 million compared to the third quarter of fiscal 2018. The decrease in EBIT was principally due to lower margins in China and reduced volumes associated with weak automotive production. These impacts were partially offset by the favorable terms of our calendar year 2019 tire customer agreements. Globally, volumes decreased 2% year-over-year as indicated in the table below. Volumes improved 2% in Asia driven by China, decreased 7% in EMEA due to softer automotive production, and declined 3% in the Americas from weaker volumes in Latin America.

Third quarter
Year over Year Change
(2%)
2%
(7%)
(3%)

Performance Chemicals -- Third quarter fiscal 2019 EBIT in Performance Chemicals decreased by \$19 million compared to the third quarter of fiscal 2018 primarily due to lower volumes and a less favorable product mix. The less favorable product mix was attributed primarily to our specialty carbons product line where we saw continued weakness in automotive and fiber products. Year-over-year, volumes decreased by 2% in the Performance Additives business primarily due to the fumed metal oxides product line and decreased 2% in the Formulated Solutions business due to lower sales in our inkjet colorants product line.

Purification Solutions – Third quarter fiscal 2019 EBIT in Purification Solutions increased by \$7 million compared to the third quarter of fiscal 2018 due to higher volumes and prices in specialty applications and the benefit from lower fixed costs as a result of the transformation plan we began implementing this year.

Specialty Fluids – Third quarter fiscal 2019 EBIT in Specialty Fluids decreased by \$1 million compared to the third quarter of fiscal 2018 due to the mix of project activity.

Cash Performance – The Company ended the third quarter of fiscal 2019 with a cash balance of \$147 million. During the third quarter of fiscal 2019, cash flows from operating activities were \$115 million, which included a \$16 million decrease in net working capital. Capital expenditures for the third quarter of fiscal 2019 were \$58 million. We now expect full year capital expenditures to be in the range of \$230 - \$240 million. Additional uses of cash during the third quarter included \$20 million for dividends and \$32 million for repurchases of our common stock.

Taxes – During the third quarter of fiscal 2019, the Company recorded a tax charge of \$30 million for an effective tax rate of 43% and an operating tax rate of 23%. The charge included a \$13 million net charge from tax-related certain items.

<u>Outlook</u>

Commenting on the outlook for the Company, Keohane said, "While earlier in the year, we had expected strengthening automotive production in the back half of the year, as well as a resolution to the U.S. and China trade dispute, we are not seeing evidence of these yet. As a result, we now anticipate full year 2019 Adjusted EPS to be at a comparable level to fiscal 2018. This reflects a strong fourth quarter based on the startup of our new fumed silica plant, targeted customer actions and incremental cost measures. Given the challenging business environment, we also continue to manage our capital expenditures and reduce working capital levels. Finally, we are committed to generating strong cash flow, investing for the future in our core businesses and returning cash to shareholders."

Earnings Call

The Company will host a conference call with industry analysts at 2:00 p.m. Eastern time on Tuesday, August 6, 2019. The call can be accessed through Cabot's investor relations website at http://investor.cabot-corp.com

About Cabot Corporation

Cabot Corporation (NYSE: CBT) is a global specialty chemicals and performance materials company, headquartered in Boston, Massachusetts. The company is a leading provider of rubber and specialty carbons, activated carbon, inkjet colorants, masterbatches and conductive compounds, fumed silica, and aerogel. For more information on Cabot, please visit the company's website at: http://www.cabotcorp.com. The Company encourages investors and potential investors to consult the Cabot website regularly.

Forward-Looking Statements -- This earnings release contains forward-looking statements. All statements that address expectations or projections about the future, including with respect to our expectations for Adjusted EPS for fiscal 2019 and capital management plans, are forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties, potentially inaccurate assumptions, and other factors, some of which are beyond our control and difficult to predict. If known or unknown risks materialize, or should underlying assumptions prove inaccurate, our actual results could differ materially from past results and from those expressed or implied by forward-looking statements. Important factors that could cause our results to differ materially from those expressed or implied in the forward-looking statements include, but are not limited to volatility in the price of energy and raw materials; competition from other specialty chemical companies; safety, health and environmental requirements; a significant adverse change in a customer relationship; negative or uncertain worldwide or regional economic conditions; unanticipated delays in site development projects; fluctuations in foreign currency exchange and interest rates; and changes in global trade policies. These factors are discussed more fully in the reports we file with the Securities and Exchange Commission ("SEC"), particularly under the heading "Risk Factors" in our annual report on Form 10-K for our fiscal year ended September 30, 2018, filed with the SEC at www.sec.gov. We assume no obligation to provide revisions to any forward-looking statements should circumstances change, except as otherwise required by securities and other applicable laws.

Use of Non-GAAP Financial Measures

To supplement Cabot's consolidated financial statements presented on a generally accepted accounting principle ("GAAP") basis, the preceding discussion of our results and the accompanying financial tables report Adjusted EPS, Total Segment EBIT, Total Segment EBITDA, Adjusted EBITDA, our operating tax rate, and Discretionary Free Cash Flow, all of which are non-GAAP financial measures. These non-GAAP financial measures are not computed in accordance with, or as an alternative to, GAAP. Reconciliations of Adjusted EPS to net income (loss) per share attributable to Cabot Corporation, the most directly comparable GAAP financial measure, Total Segment EBIT, Total Segment EBITDA, and Adjusted EBITDA to income (loss) from continuing operations before income taxes and equity in earnings of affiliated companies, the most directly comparable GAAP financial measure of each such non-GAAP measure, operating tax rate to effective tax rate, the most directly comparable GAAP financial measure, and Discretionary Free Cash Flow to cash flow from operating activities, the most directly comparable GAAP financial measure, are provided in the tables titled "Cabot Corporation Certain Items and Reconciliation of Adjusted EPS and Operating Tax Rate and "Cabot Corporation Reconciliation of Non-GAAP Financial Measures."

Management believes these non-GAAP measures provide investors with greater transparency to the information used by Cabot management in its financial and operational decision-making, allow investors to see Cabot's results through the eyes of management, and better enable Cabot's investors to understand Cabot's operating performance and financial condition.

Adjusted EPS. In calculating Adjusted EPS, we exclude from our net income (loss) attributable to Cabot Corporation items of expense and income that management does not consider representative of the Company's business operations. Accordingly, reporting earnings on an adjusted basis supplements the GAAP measure of performance and provides additional information related to the underlying performance of the business. For example, certain of the items we exclude are items that we are required by GAAP to recognize in one period that relate to activities extending over several periods or relate to single events that management considers to be unusual and infrequent, although not necessarily non-recurring. We refer to these items as "certain items." Management believes excluding these items facilitates operating performance comparisons from period to period by eliminating differences caused by the existence and timing of certain expense and income items that would not otherwise be apparent on a GAAP basis and evaluates the Company's operating performance without the impact of these costs or benefits. Management also uses Adjusted EPS as a key measure in evaluating management performance for incentive compensation purposes.

The items of income and expense that we have excluded from our calculations of Adjusted EPS, as applicable, but that have been included in our GAAP net income (loss) per share, as applicable, are described below.

- Asset impairment charges, which primarily included charges associated with an impairment of goodwill or other long-lived assets.
- Inventory reserve adjustment, which resulted from an evaluation performed as part of an impairment analysis.
- Global restructuring activities, which included costs or benefits associated with cost reduction initiatives or plant closures and were primarily related to (i) employee termination costs, (ii) asset impairment charges associated with restructuring actions, (iii) costs to close facilities, including environmental costs and contract termination penalties, and (iv) gains realized on the sale of land or equipment associated with restructured plants or locations.
- Legal and environmental reserves and matters, which consisted of costs or benefits for matters typically related to former businesses or that were otherwise incurred outside of the ordinary course of business.
- Gains (losses) on sale of investments, which primarily related to the sale of investments accounted for under the cost-method.
- Gains (losses) on sale of businesses
- Executive transition costs, which included incremental charges, including stock compensation charges, associated with the retirement or termination of employment of senior executives of the Company.
- Acquisition and integration-related charges, which included transaction costs, redundant costs incurred during the period of integration, and costs
 associated with transitioning certain management and business processes to Cabot's processes.
- Non-recurring gains (losses) on foreign currency, which primarily related to the impact of continued currency devaluations on our net monetary assets denominated in that currency.

Cabot does not provide a target GAAP EPS range or reconciliation of the Adjusted EPS range with a GAAP EPS range because, without unreasonable effort, we are unable to predict with reasonable certainty the matters we would allocate to "certain items," including unusual gains and losses, costs associated with future restructurings, acquisition-related expenses and litigation outcomes. These items are uncertain, depend on various factors, and could have a material impact on GAAP EPS in future periods.

Total Segment EBIT. Total segment EBIT reflects the sum of EBIT from our four reportable segments. In calculating Total segment EBIT we exclude from our income (loss) from continuing operations before income taxes and equity in earnings of affiliated companies, certain items and items that, because they are not controlled by the business segments and primarily benefit corporate objectives, are not allocated to our business segments, such as interest expense and other corporate costs, which include unallocated corporate overhead expenses such as certain corporate salaries and headquarter expenses, plus costs related to corporate projects and initiatives.

Total Segment EBITDA. Total Segment EBITDA is equal to Total Segment EBIT (as defined above), but further adjusted for depreciation and amortization.

Adjusted EBITDA. Adjusted EBITDA reflects Total Segment EBITDA and is further adjusted for unallocated corporate costs, which included unallocated corporate overhead expenses such as certain corporate salaries and headquarter expenses, plus costs related to corporate projects and initiatives.

Discretionary Free Cash Flow. To calculate "Discretionary Free Cash Flow" we deduct sustaining and compliance capital expenditures and changes in Net Working Capital from cash flow from operating activities.

Operating Tax Rate. Our "operating tax rate" represents the tax rate on our recurring operating results. This rate excludes discrete tax items, which are unusual or infrequent items that are excluded from the estimated annual effective tax rate and other tax items, including the impact of the timing of losses in certain jurisdictions, cumulative tax rate adjustments and the impact of the items of expense and income we identify as certain items on both our operating income and the tax provision. Management believes that the operating tax rate is useful supplemental information because it helps our investors compare our tax rate year to year on a consistent basis and to understand what our tax rate on current operations would be without the impact of these items.

Explanation of Terms Used

Product Mix. The term "product mix" refers to the mix of types and grade of products sold or the mix of geographic regions where products are sold, and the positive or negative impact this has on the revenue or profitability of the business or segment.

Net Working Capital. The term "net working capital" includes accounts receivable, inventory and accounts payable and accrued liabilities.

CABOT CORPORATION CONSOLIDATED STATEMENTS OF OPERATIONS

Periods ended June 30	Three I		Nine N	Aonths
Dollars in millions, except per share amounts (unaudited)	2019	2018	2019	2018
Net sales and other operating revenues (A)	\$ 845	\$ 854 \$	\$ 2,510	\$ 2,392
Cost of sales (A)(B)	675	657	1,996	1,831
Gross profit	170	197	514	561
Selling and administrative expenses ^(B)	65	74	208	223
Research and technical expenses	16	17	47	48
Specialty Fluids loss on sale and asset impairment charge	8	_	28	_
Purification Solutions long-lived assets impairment charge	_	_	_	162
Purification Solutions goodwill impairment charge			_	92
Income (loss) from operations	81	106	231	36
Other income (expense)				
Interest and dividend income	2	2	6	8
Interest expense	(14)	(14)	(43)	(41
Other income (expense) ^(B)		1	(6)	13
Total other income (expense)	(12)	(11)	(43)	(20
Income (loss) from continuing operations before income taxes and equity in		05	100	
earnings of affiliated companies	69	95	188	16
(Provision) benefit for income taxes	(30)	4	(43)	(194
Equity in earnings of affiliated companies, net of tax	1	_	1	2
Net income (loss)	40	99	146	(176
Net income (loss) attributable to noncontrolling interests	8	11	22	31
Net income (loss) attributable to Cabot Corporation	\$ 32	\$ 88 9	\$ 124	\$ (207
Diluted earnings per share of common stock attributable to Cabot Corporation				
Net income (loss) attributable to Cabot Corporation ^(C)	\$ 0.55	\$ 1.40	\$ 2.08	\$ (3.36
Weighted average common shares outstanding				
Diluted (C)	58.4	62.3	59.2	61.8
(A)				

(A) Beginning in fiscal 2019 as part of the adoption of the new accounting standard for revenue recognition, the Company now presents revenue from by-products produced in manufacturing operations in Net sales and other operating revenues, which in prior years was included as a reduction in Cost of sales.

(B) Fiscal 2018 amounts have been recast to reflect the retrospective application of the Company's adoption of the new accounting standard that amends the presentation of net periodic pension and postretirement benefit costs. This adoption resulted in an increase in Cost of sales of \$3 million and \$7 million, an increase in Selling and administrative expenses of less than \$1 million and \$2 million, and an increase in Other income (expense) of \$3 million and \$9 million for the three and nine months ended June 30, 2018, respectively.

(C) The weighted average common shares outstanding used to calculate earnings per share for the nine months ended June 30, 2018 excludes approximately 1 million shares as those shares would be antidilutive due to the Company's net loss position.

Dollars in millions, except per share amounts (unaudited)	Three Months 2019 2018		2018
	2019 2018	2019	2010
ales			
Reinforcement Materials	\$ 461 \$ 466		
Performance Chemicals Performance Additives ^(A)	251 274 172 188		77 52
Formulated Solutions (A)	79 86	218	24
Purification Solutions	73 70	210	20
pecialty Fluids	13 12	56	2
Segment sales	798 822	2,365	2,30
Jnallocated and other ^(B)	<u>47</u> 32	145	8
Net sales and other operating revenues	\$ 845 \$ 854	\$2,510	\$2,39
egment Earnings Before Interest and Taxes (C)			
einforcement Materials	\$ 72 \$ 74	\$ 195	\$ 21
Performance Chemicals	37 56	111	16
urification Solutions	1 (6	i) (1)) (
pecialty Fluids	<u> 2 </u> 3	24	(
Total Segment Earnings Before Interest and Taxes	112 127	329	36
Jnallocated and Other			
nterest expense	(14) (14) (43)) (4
Certain items ^(D)	(14) (3	61)	(26
Jnallocated corporate costs	(14) (15	i) (39)) (4
General unallocated income (expense) ^(E)		3	(
ess: Equity in earnings of affiliated companies	1	1	
ncome (loss) from continuing operations before income taxes and equity in earnings of affiliated companies	69 95	188	1
Provision) benefit for income taxes (including tax certain items)	(30) 4		
quity in earnings of affiliated companies	1 —		(10
Net income (loss)	40 99		(17
Jet income attributable to noncontrolling interests	8 11		3
Net income (loss) attributable to Cabot Corporation		\$ 124	
Diluted earnings per share of common stock attributable to Cabot Corporation	<u> </u>		
Net income (loss) attributable to Cabot Corporation (F)	\$ 0.55 \$ 1.40	\$ 2.08	\$(3.3
djusted earnings per share			
Adjusted EPS (G)	\$ 1.00 \$ 1.06	\$ 2.86	\$ 3.0
Veighted average common shares outstanding			

(A) In October 2018, the Company realigned its business reporting structure under the Performance Chemicals segment and now combines the specialty carbons, fumed metal oxides and aerogel product lines into the Performance Additives business, and the specialty compounds and inkjet product lines into the Formulated Solutions business. Prior period Performance

Chemicals segment revenues have been recast to reflect the realignment.

(B)

Unallocated and other reflects royalties, other operating revenues, external shipping and handling fees, the impact of the corporate adjustment for unearned revenue, the removal of 100% of the sales of an equity method affiliate, and discounting charges for certain Notes receivable. Beginning in fiscal 2019 as part of the adoption of the new accounting standard for revenue recognition, the Company now presents revenue from by-products produced in manufacturing operations in Unallocated and other.

(C) Segment EBIT is a measure used by Cabot's Chief Operating Decision-Maker to measure consolidated operating results, assess segment performance and allocate resources. Segment EBIT includes equity in earnings of affiliated companies, royalty income, and allocated corporate costs.

^(D) Details of Certain items are presented in the Certain Items and Reconciliation of Adjusted EPS and Operating Tax Rate table.

- (E) General unallocated income (expense) includes foreign currency transaction gains (losses), interest income, dividend income and the profit related to the corporate adjustment for unearned revenue.
- (F) The weighted average common shares outstanding used to calculate earnings per share for the nine months ended June 30, 2018 excludes approximately 1 million shares as those shares would be antidilutive due to the Company's net loss position.
- (G) Adjusted EPS is a non-GAAP measure, and a reconciliation of Adjusted EPS to GAAP EPS is presented in the Certain Items and Reconciliation of Adjusted EPS and Operating Tax Rate table.

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CABOT CORPORATION CONSOLIDATED STATEMENTS OF FINANCIAL POSITION		
Dollars in millions (unaudited)	June 30, 2019	September 30, 2018
Current assets:		
Cash and cash equivalents	\$ 147	\$ 175
Accounts and notes receivable, net of reserve for doubtful accounts of \$4 and \$7	611	637
Inventories:		
Raw materials	125	129
Work in process	_	3
Finished goods	340	329
Other	53	50
Total inventories	518	511
Prepaid expenses and other current assets	59	63
Total current assets	1,335	1,386
Property, plant and equipment, net	1,336	1,296
Goodwill	92	93
Equity affiliates	39	52
Intangible assets, net	100	98
Assets held for rent	_	118
Deferred income taxes	146	134
Other assets	71	67
Total assets	\$ 3,119	\$ 3,244

CABOT CORPORATION CONSOLIDATED STATEMENTS OF FINANCIAL POSITI	ON	
Dollars in millions, except share and per share amounts (unaudited)	June 30, 2019	September 30, 2018
Current liabilities:		
Short-term borrowings	\$ 84	\$ 249
Accounts payable and accrued liabilities	553	613
Income taxes payable	3	29
Current portion of long-term debt	. 5	35
Redeemable preferred stock		26
Total current liabilities	645	952
Long-term debt	1,017	719
Deferred income taxes	40	42
Other liabilities	191	252
Stockholders' equity:		
Preferred stock: Authorized: 2,000,000 shares of \$1 par value Issued and Outstanding: None and none	_	_
Common stock: Authorized: 200,000,000 shares of \$1 par value Issued: 57,952,863 and 60,566,375 shares Outstanding: 57,758,660 and 60,366,569 shares	58	61
Less cost of 194,203 and 199,806 shares of common treasury stock	(6)	(7)
Additional paid-in capital	. —	_
Retained earnings	1,351	1,417
Accumulated other comprehensive income	(311)	(317)
Total Cabot Corporation stockholders' equity	. 1,092	1,154
Noncontrolling interests	134	125
Total stockholders' equity	1,226	1,279
Total liabilities and stockholders' equity	\$ 3,119	\$ 3,244

	Fiscal 2018						Fiscal 2019						
Dollars in millions,	Daa	••	fan 0	Inne	0.5	ant O	EV	Dec) Mar () Iu (16	* 0	E.
except per share amounts (unaudited)	Dec.	Ų№	iar. Q	June	QS	ept. Q	FY	Dec. C	iviar. (Q June (γ set	π. Q	F.
Sales													
Reinforcement Materials							\$1,774					-\$	
Performance Chemicals	22	9	268	27		257	1,028	231				—	7
Performance Additives ^(A)	15	9	177	18	8	183	707	167	179	172		_	5
Formulated Solutions (A)	7	0	91	8	6	74	321	64	75	79		—	2
Purification Solutions	7		66		0	73	279	65				—	2
Specialty Fluids		6	6	1		21	45	19		-			[
Segment sales	693	2	794	82	2	818	3,126	772	795	798		—	2,30
Jnallocated and other ^(B)	2	8	24	3	2	32	116	49	49	47		_	14
Net sales and other operating revenues	\$ 72	0\$	818	\$85	4\$	850	\$3,242	\$ 821	\$ 844	\$ 845	\$	_\$	2,51
Segment Earnings Before Interest and Taxes (C)													
Reinforcement Materials	\$ 63	2\$	79	\$7	4 \$	64	\$ 279	\$ 62	\$ 61	\$ 72	\$	_\$	19
Performance Chemicals	4	7	57	5	6	40	200	36	38	37		—	1
Purification Solutions		6	(6)	(6)	(1)	(7)	(3) 1	. 1		—	
Specialty Fluids	(2	2)	(3)		3	10	8	10	12	2		_	2
Total Segment Earnings Before Interest and Taxes	113	3	127	12	7	113	480	105	112	112		_	32
Jnallocated and Other													
nterest expense	(1	3)	(14)	(1	4)	(13)	(54)	(15) (14) (14)	—	(4
Certain items ^(D)	. 1	7	(264)	(3)	12	(248)	(10) (37	') (14)	—	(6
Unallocated corporate costs	(14	4)	(16)	(1	5)	(16)	(61)	(12) (13	6) (14)	—	(3
General unallocated income (expense) ^(E)	_	-	(3)	_	_	5	2	2	1			—	
Less: Equity in earnings of affiliated companies		1	1	_	_	_	2			1		_	
Income (loss) from continuing operations before income taxes and													
equity in earnings of affiliated companies	93	2	(171)	9	5	101	117	70	49	69		—	18
Provision) benefit for income taxes (including tax certain items)	(20	E)	7		4	1	(193)) 7	(20			_	0
Equity in earnings of affiliated companies		3) 1	1	_	4		(195)		(20) (30 1		_	(4
1.0													
Net income (loss)	(11)	2)	(163)	9	9	102	(74)) 77	29	40		—	14
Net income (loss) attributable to noncontrolling interests	1	0	10	1	1	8	39		e	8		_	2
Net income (loss) attributable to Cabot Corporation	\$ (12	2)\$	(173)	\$8	8\$	94	\$ (113)	\$ 69	\$ 23	\$ 32	\$	-\$	1
Diluted earnings per share of common stock attributable to Cabot Corporation													
Net income (loss) attributable to Cabot Corporation ^(F)	\$(1.9	8)\$	(2.80)	\$1.4	0\$	1.51	\$(1.85)	\$ 1.14	\$ 0.39	\$ 0.55	\$	-\$	2.
Adjusted earnings per share													
Adjusted EPS (G)	\$ 0.93	3\$	1.04	\$1.0	6\$	1.00	\$ 4.03	\$0.87	\$ 0.99	\$ 1.00	\$	-\$	2.
Weighted average common shares outstanding													
Diluted (F)	61.9	9	61.8	62	3	61.7	61.7	60.1	59.3	58.4			59
	01.	~	51.0	52.	-	011/	51./	50.1	00.0	50.7			50

(A) In October 2018, the Company realigned its business reporting structure under the Performance Chemicals segment and now combines the specialty carbons, fumed metal oxides and aerogel product lines into the Performance Additives business, and the specialty compounds and inkjet product lines into the Formulated Solutions business. Prior period Performance Chemicals segment revenues have been recast to reflect the realignment.

(B) Unallocated and other reflects royalties, other operating revenues, external shipping and handling fees, the impact of the corporate adjustment for unearned revenue, the removal of 100% of the sales of an equity method affiliate and discounting charges for certain Notes receivable. Beginning in fiscal 2019 as part of the adoption of the new accounting standard for revenue recognition, the Company now presents revenue from by-products produced in manufacturing operations in Unallocated and other.

(C) Segment EBIT is a measure used by Cabot's Chief Operating Decision-Maker to measure consolidated operating results, assess segment performance and allocate resources. Segment EBIT includes equity in earnings of affiliated companies, royalty income, and allocated corporate costs.

(D) Details of certain items are presented in the Certain Items and Reconciliation of Adjusted EPS and Operating Tax Rate table.

(E) General unallocated income (expense) includes foreign currency transaction gains (losses), interest income, dividend income and the profit related to the corporate adjustment for unearned revenue.

(F) The weighted average common shares outstanding used to calculate earnings per share for all periods in fiscal 2018, except for the three months ended June 30 and September 30, 2018, excludes approximately 1 million shares as those shares would be antidilutive due to the Company's net loss position in those periods.

(G) Adjusted EPS is a non-GAAP measure, and a reconciliation of Adjusted EPS to GAAP EPS is presented in the Certain Items and Reconciliation of Adjusted EPS and Operating Tax Rate table.

Third Quarter Earnings Announcement, Fiscal 2019

CABOT CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Periods ended June 30 Dollars in millions (unaudited)	Three M 2019	fonths 2018	Nine M 2019	onths 2018
Cash Flows from Operating Activities:				
Net income (loss)	\$ 40	\$ 99 ;	\$ 146	\$(176)
Adjustments to reconcile net income to cash provided by operating activities:				
Depreciation and amortization	37	38	110	117
Other non-cash charges, net	19	(22)	33	402
Changes in assets and liabilities:				
Changes in certain working capital items ^(A)	16	(58)	(73)	(188)
Changes in other assets and liabilities, net	3	4	(52)	(20)
Cash dividends received from equity affiliates	_	1	2	8
Cash provided by (used in) operating activities	115	62	166	143
Cash Flows from Investing Activities:			100	
Additions to property, plant and equipment	(58)	(58)	(155)	(167)
Proceeds from sale of business, net of cash held in escrow of \$5, \$—, \$5 and \$—	130		130	(107)
Cash paid for acquisition of business, net of cash acquired of \$, \$, \$ and \$1	(3)		(3)	(64)
Other investing activities, net	(4)	4	(5)	20
Cash used in investing activities	 65			
	05	(54)	(33)	(211)
Cash Flows from Financing Activities:	(1.47)	4.4	10.4	50
Change in debt, net	(147)	44	104	53
Cash dividends paid to common stockholders	(20)	(21)	(60)	(60)
Other financing activities, net	(37)	(41)		(62)
Cash used in financing activities	(204)	(18)	(146)	(69)
Effect of exchange rates on cash	(5)	(38)	(15)	(12)
Increase (decrease) in cash and cash equivalents	(29)	(48)	(28)	(149)
Cash and cash equivalents at beginning of period	176	179	175	280
Cash and cash equivalents at end of period		\$ 131	\$ 147	\$ 131
(A) Includes Accounts and notes receivable, Inventories, and Accounts payable and accrued liab	ilities.			

CABOT CORPORATION CERTAIN ITEMS AND RECONCILIATION OF ADJUSTED EPS AND OPERATING TAX RATE

TABLE 1: DETAIL O	DF CERTAIN ITEMS					
Periods ended June 30			Three M	onths	Nine	Months
Dollars in millions, exc	ept per share amounts (unaudited)	_	2019	2018	2019	2018
Certain items before and	d after income taxes					
Specialty Fluids loss on	n sale and asset impairment charge	\$	(8)	\$	\$ (28)	s —
Equity affiliate investm	ent impairment charge		_	_	(11)	
Purification Solutions g	goodwill and long-lived asset impairment charge		_	_	_	(254)
Inventory reserve adjus	tment		_	_	_	(13)
Global restructuring act	tivities		(4)	(1)	(15)	7
Legal and environmenta	al matters and reserves		_	_	(1)	(6)
Gains (losses) on sale o	of investments		_	_		10
Acquisition and integra	tion-related charges		(1)	—	(5)	(1)
Other certain items			(1)	(2)	(1)	(3)
	Total certain items, pre-tax		(14)	(3)	(61)	(260)
Tax impact of certain ite	ems (A)		1	(2)	4	28
	Certain items after tax (excluding discrete tax items)	_	(13)	(5)	(57)	(232)
	Certain items after tax per share impact (excluding discrete tax items)	\$	(0.22)	\$ (0.08)	\$ (0.95)	\$ (3.72)
Tax-related certain ite	ems					
Discrete tax items			(14)	26	10	(164)
	Total tax-related certain items	_	(14)	26	10	(164)
	Total tax-related certain items per share impact	_	(0.23)	0.42	0.17	(2.65)
	Total certain items after tax	\$	(27)	\$ 21	\$ (47)	\$ (396)
	Total certain items after tax per share impact	\$	(0.45)	\$ 0.34	\$ (0.78)	\$ (6.37

Periods ended June 30		Three M	onths		Nine	Months
Dollars in millions, Pre-Tax (unaudited)		2019	2018		2019	2018
tatement of Operations Line Item (B).						
ost of sales	\$	(3)	\$ (3) 5	6 (13)	\$ (14)
elling and administrative expenses		(2)	_	-	(9)	(2)
esearch and technical expenses		—	-	-	(1)	—
Other income (expense)		(1)	_	-	(10)	10
pecialty Fluids held for sale asset impairment charge		(8)	_	-	(28)	—
urification Solutions long-lived assets impairment charge		—	_	-	—	(162)
rification Solutions goodwill impairment charge		—	_	-		(92)
Total certain items, pre-tax	\$	(14)	\$ (3) 5	6 (61)	\$ (260)
ABLE 3: RECONCILIATION OF TAX CERTAIN ITEMS						
Periods ended June 30		Three M	onths		Nine	Months
Dollars in millions (unaudited)	_	2019	2018		2019	2018
Reconciliation of Provision for income taxes, excluding certain tems, to Provision for income taxes						
Provision) benefit for income taxes	\$	(30)	\$	1 5	6 (43)	\$ (194)

(Provision) benefit for income taxes \$ (194) (30) \$ (43) Less: Tax impact of certain items 1 (2) 4 28 (164) Less: Tax-related certain items (14) 26 10 (Provision) benefit for income taxes, excluding certain items \$ **(17)** \$ (20) **\$ (57)** \$ (58) TABLE 4. DECONCILIATION OF ODED ATING TAY DATE

TABLE 4: RECONCILIATION OF OPERATING TAX RATE					
Periods ended June 30	Three M	onths	Nine	Months	Forecast
Dollars in millions (unaudited)	2019	2018	2019	2018	2019

<u>Reconciliation of the effective tax rate to the operating tax rate (C)</u>

(Provision) benefit for income	e taxes	\$ (30)	\$	4	\$	(43)	\$ (194)	N/A
Effective tax rate		43%		(3)%	6	23%	1202%	23%
			23	.00			23.00	
Impact of discrete tax items: (D)							
	Unusual or infrequent items	(22)%		3%		3%	(1143)%	2%
	Items related to uncertain tax positions	— %		(1)%	6	2%	(13)%	1%
	Other discrete tax items	4%		23%		— %	136%	— %
Impact of certain items		(2)%		(1)%	6	(5)%	(161)%	(3)%
Operating tax rate		23%		21%		23%	21%	23%

TABLE 5: RECONCILIATION OF ADJUSTED EPS BY QUARTER FOR FISCAL 2019 and FISCAL 2018								
			Fis	scal 2019 (E)			
Periods ended (unaudited)	D	ec. Q	Mar. Q	June Q	Sep	t. Q	FY	2019
Reconciliation of Adjusted EPS to GAAP EPS								
Net income (loss) per share attributable to Cabot Corporation	\$	1.14	\$ 0.39	\$ 0.55	\$	—	\$	2.08
Less: Certain items after tax per share		0.27	(0.60)	(0.45)		_		(0.78)
Adjusted earnings per share	\$	0.87	\$ 0.99	\$ 1.00	\$	_	\$	2.86
			Fis	scal 2018 (E)			
Periods ended (unaudited)	D	ec. Q	Fis Mar. Q	scal 2018 (June Q	E) Sep	t. Q	FY	2018
Periods ended (unaudited) <u>Reconciliation of Adjusted EPS to GAAP EPS</u>	D	ec. Q				t. Q	FY	2018
	D:	ec. Q (1.98)						2018 (1.85)
Reconciliation of Adjusted EPS to GAAP EPS			Mar. Q	June Q	Sep			
Reconciliation of Adjusted EPS to GAAP EPS Net income (loss) per share attributable to Cabot Corporation		(1.98)	Mar. Q \$ (2.80)	June Q \$ 1.40	Sep	1.51		(1.85)

(A) The tax effect of certain items is determined by (1) starting with the current and deferred income tax expense or benefit, included in Net income attributable to Cabot Corporation, and (2) subtracting the tax expense or benefit on "adjusted earnings". Adjusted earnings is defined as the pre-tax income attributable to Cabot Corporation excluding certain items. The tax expense or benefit on adjusted earnings is calculated by applying the operating tax rate, which includes both current and deferred taxes, as defined under the section Use of Non-GAAP Financial Measures of the earnings release.

(B) This table indicates the line items where certain items are recorded in the Consolidated Statements of Operations.

(C) For fiscal year 2019, the Effective tax rate and Operating tax rate are both expected to be 23%.

(D)

For the three and nine months ended June 30, 2019, Impact of discrete tax items included a net discrete tax expense of \$14 million and a net discrete tax benefit of \$26 million and a net discrete tax expense of \$164 million, respectively. For the three and nine months ended June 30, 2018, Impact of discrete tax items included a net discrete tax benefit of \$26 million and a net discrete tax expense of \$164 million, respectively. The nature of the discrete tax items for the periods ended June 30, 2019 and 2018 were as follows: (i) Unusual or infrequent items during the three and nine months ended June 30, 2019 and 2018 consisted of the net tax impacts of the Tax Cuts and Jobs Act of 2017 (net tax expense of \$17 million and nil and net tax benefit of \$4 million and net tax expense of \$185 million, respectively), changes in valuation allowances on beginning of year tax balances (fiscal 2019 only), excludible foreign exchange gains and losses in certain jurisdictions, impacts related to stock compensation deductions, and the tax impacts for a pension settlement (fiscal 2019 nine months only). Additionally, unusual or infrequent items during the three and nine months only); (ii) Items related to uncertain tax positions during the three and nine months ended June 30, 2018 included net tax impacts from cash management activities and foreign exchange (gain)/loss on the remeasurement of a deferred tax liability (fiscal 2018 nine months only); (ii) Items related to uncertain tax positions during the three and nine months ended June 30, 2019 and 2018 included net tax impacts of limitations and the settlement of tax audits, the accrual of interest on uncertain tax positions (fiscal 2018 only); (iii) Other discrete tax items during the three and nine months ended June 30, 2019 and 2018 ancy, 2019 and 2018 included net tax impacts of limitations and the settlement of tax audits, the accrual of interest on uncertain tax positions (fiscal 2018 only); (iii) Other discrete tax items during the three and nine months ended June 30,

(E) Per share amounts are calculated after tax and, where applicable, noncontrolling interest, net of tax.

(F) Due to the Company's net loss position, GAAP EPS for all periods in fiscal 2018, except for the three months ended June 30 and September 30, 2018, has been calculated using basic weighted average shares to avoid anti-dilution. However, in order to provide an Adjusted Non-GAAP EPS with a weighted average share figure that is consistent with all other periods presented, the Company has included this reconciling item to quantify the difference between basic and diluted weighted average shares. This reconciling item is applicable to individual periods presented but does not sum cumulatively. The net loss for the twelve months ended September 30, 2018 is driven by a discrete tax item and impairment charges, so the Company believes this approach provides the most comparable presentation possible.

CABOT CORPORATION RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

		Fiscal 2019 (A)				
	Dec. 0	Q Mar. Q June Q Sept. Q FY 201				
Reconciliation of Adjusted EPS to GAAP EPS						
Net income (loss) per share attributable to Cabot Corporation	\$ 1.1	4 \$ 0.39 \$ 0.55 \$ \$ 2.08				
Less: Certain items after tax	0.2	7 (0.60) (0.45) — (0.78)				
Adjusted earnings per share	\$ 0.8	7 \$ 0.99 \$ 1.00 \$				

(A)Per share amounts are calculated after tax and, where applicable, noncontrolling interest, net of tax.

Dollars in millions				Fis	cal 2	019		
	D	ec. Q	Ma	ar. Q	Jur	ie Q	Sept.	Q FY 2019
Reconciliation of Segment EBIT to Net Income and Segment EBITDA Margin								
Net income (loss) attributable to Cabot Corporation	\$	69	\$	23	\$	32	\$—	\$ 124
Net income (loss) attributable to noncontrolling interests		8		6		8	—	22
Equity in earnings of affiliated companies, net of tax		—		_		(1)	—	(1)
Provision (benefit) for income taxes		(7)		20		30	—	43
Income (loss) from continuing operations before income taxes and equity in earnings of affiliated companies	\$	70	\$	49	\$	69	\$—	\$ 188
Interest expense		15		14		14	_	43
Certain items		10		37		14	_	61
Unallocated corporate costs		12		13		14	—	39
General unallocated (income) expense		(2)		(1)			_	(3)
Less: Equity in earnings of affiliated companies		—		_		(1)	—	(1)
Total Segment EBIT	\$	105	\$ 1	12	\$ 1	12	\$—	\$ 329
Total Depreciation and amortization		35		38		37	_	110
Adjustments to depreciation ^(B)		—		(1)			—	(1)
Total Segment EBITDA	\$	140	\$ 1	49	\$ 1	49	\$—	\$ 438
Less: Unallocated corporate costs		12		13		14	—	39
Adjusted EBITDA	\$	128	\$ 1	36	\$ 1	35	\$ —	\$ 399

(B) Adjustments to depreciation includes the addition of the depreciation expense of a contractual joint venture in Purification Solutions less accelerated depreciation expense not allocated to a business.

Dollars in	Dec. Q Mar. Q June Q Sept. Q FY 2019
millions Reinforcement Materials EBIT	\$ 62 \$ 61 \$ 72 \$— \$ 195
	$5 \ 62 \ 5 \ 61 \ 5 \ 72 \ 5 \ -5 \ 195 \ 16 \ 17 \ 18 \ -51 \ 51$
Reinforcement Materials Depreciation and amortization Reinforcement Materials EBITDA	$\begin{array}{c ccccccccccccccccccccccccccccccccccc$
Reinforcement Materials EBITDA Reinforcement Materials Sales	5 78 5 78 5 90 5 5 246 \$ 457 \$ 445 \$ 461 \$ \$ \$ \$ \$ \$ \$ \$
	$\frac{5 \ 437 \ 5 \ 443 \ 5 \ 401 \ 5 - \ 51,503}{17\% \ 18\% \ 20\% \ -\% \ 18\%}$
Reinforcement Materials EBITDA Margin	1/ % 10 % 20 % - % 10 %
Dollars in millions	Dec. Q Mar. Q June Q Sept. Q FY 2019
Performance Chemicals EBIT	\$ 36 \$ 38 \$ 37 \$— \$ 111
Performance Chemicals Depreciation and amortization	12 13 12 — 37
Performance Chemicals EBITDA	\$ 48 \$ 51 \$ 49 \$ — \$ 148
Performance Chemicals Sales	\$ 231 \$ 254 \$ 251 \$— \$ 736
Performance Chemicals EBITDA Margin	21% 20% 20% % 20%
Dollars in millions	Dec. Q Mar. Q June Q Sept. Q FY 2019
Purification Solutions EBIT	\$ (3) \$ 1 \$ 1 \$ \$ (1)
Purification Solutions Depreciation and amortization	6 7 7 — 20
Purification Solutions EBITDA	\$ 3 \$ 8 \$ 8 \$ — \$ 19
Purification Solutions Sales	\$ 65 \$ 72 \$ 73 \$— \$ 210
Purification Solutions EBITDA Margin	5% 11% 11% % 9%
Dollars in millions	Dec. Q Mar. Q June Q Sept. Q FY 2019
Specialty Fluids EBIT	\$ 10 \$ 12 \$ 2 \$ _ \$ 24
Specialty Fluids Depreciation and amortization	1 1
Specialty Fluids EBITDA	\$ 11 \$ 12 \$ 2 \$— \$ 25
Specialty Fluids Sales	\$ 19 \$ 24 \$ 13 \$— \$ 56
Specialty Fluids EBITDA Margin	58% 50% 15% — % 45%
Dollars in millions	Fiscal 2019
Reconciliation of Discretionary Free Cash Flow	Dec. Q Mar. Q June Q Sept. Q FY 2019
Cash flow from operating activities ^(C)	\$ (39) \$ 90 \$ 115 \$ — \$ 166
Less: Changes in net working capital ^(D)	$\begin{array}{cccccccccccccccccccccccccccccccccccc$
Less: Sustaining and compliance capital expenditures	27 21 28 76

\$ 163

\$

45 \$ 47 \$ 71 \$---

Discretionary Free Cash Flow

(C) As provided in the Condensed Consolidated Statements of Cash Flows.

(D)Defined as changes in accounts receivable, inventory and accounts payable and accrued liabilities as presented on the Condensed Consolidated Statements of Cash Flows.