

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 13, 2023

CABOT CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

1-5667
(Commission
File Number)

04-2271897
(IRS Employer
Identification No.)

**TWO SEAPORT LANE, SUITE 1400,
BOSTON, MASSACHUSETTS**
(Address of Principal Executive Offices)

02210-2019
(Zip Code)

(617) 345-0100

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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):

- Written communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

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

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

Emerging growth company

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On September 13, 2023, the Board of Directors (the “Board”) of Cabot Corporation (“Cabot”), based on a recommendation of the Board’s Governance and Nominating Committee, elected Michelle Williams, Ph.D., as a director of Cabot and appointed Dr. Williams to the Board’s Audit Committee, both effective September 13, 2023. Dr. Williams will serve as a director in the class whose term expires at the Annual Meeting of Stockholders in 2025.

There is no arrangement or understanding between Dr. Williams and any other person pursuant to which she was selected to become a member of the Board, nor are there any transactions between Dr. Williams and Cabot or any subsidiary of Cabot that are reportable under Item 404(a) of Regulation S-K.

Dr. Williams will receive compensation for her service as a non-employee director as described under the heading “Director Compensation” in Cabot’s Proxy Statement for the 2023 Annual Meeting of Stockholders, which description is incorporated herein by reference. As part of such compensation, on September 13, 2023, Dr. Williams received shares of Cabot common stock, par value \$1.00 per share, having a value as close as possible to \$45,000 on such date, which amount was calculated by prorating Cabot’s annual stock grant for non-employee directors of \$135,000.

In addition, on September 15, 2023, Sue Rataj, Non-Executive Chair of the Board, advised the Board that she would be retiring from the Board effective May 31, 2024. Ms. Rataj has served as a director of Cabot since 2011. In addition to her role as Non-Executive Chair, Ms. Rataj currently serves as Chair of the Governance and Nominating and Executive Committees. To ensure a smooth leadership transition, Ms. Rataj will step down as Non-Executive Chair effective October 1, 2023 and will remain Chair of the Governance and Nominating and Executive Committees until her retirement from the Board.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing Dr. Williams’s election is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Cabot Corporation on September 15, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: /s/ Sean D. Keohane

Name: Sean D. Keohane

Title: President and
Chief Executive Officer

Date: September 15, 2023

Investor Contact:

Steve Delahunt
(617) 342-6255**CABOT CORPORATION ANNOUNCES CHANGES TO BOARD OF DIRECTORS**

Boston - September 15, 2023 - Cabot Corporation (NYSE: CBT) announced today that Michelle Williams, Ph.D., has been elected to its Board of Directors, effective September 13, 2023. She was also appointed a member of the Audit Committee of the Board of Directors, effective September 13, 2023. Prior to her retirement in 2021, Dr. Williams was Global Group President of Altuglas International, a manufacturer of polymethyl methacrylate (PMMA) and a subsidiary of Arkema S.A., a manufacturer of specialty chemicals and advanced materials. Dr. Williams has been a Director of Brady Corporation, a manufacturer and supplier of identification solutions and workplace safety products, since 2019, where she serves as Chair of the Technology Committee and a member of the Management Development and Compensation and Corporate Governance Committees.

Sue H. Rataj, Non-Executive Chair of Cabot's Board of Directors, said, "We are very pleased to welcome Michelle to our Board. Her extensive experience and business leadership roles in strategy, commercial and operational excellence, new business development, and innovation across diverse specialty chemicals and advanced materials industries provides the Board with important expertise and perspective that will further enhance the Board's depth of expertise and capabilities that are necessary to oversee the Company's *Creating for Tomorrow* strategy."

"I am delighted and honored to join the Cabot Board of Directors. Cabot is a company with exceptional products and technologies and has many exciting opportunities for growth in the years ahead. I look forward to drawing on my experience to help Cabot achieve its growth objectives and further advance the Company's strategy," said Dr. Williams.

With Dr. Williams' election to the Board, Sue Rataj advised the Company that she would be retiring from the Board effective May 31, 2024. Ms. Rataj has served as a director of Cabot since 2011. In addition to her role as Non-Executive Chair, which she has held since March 2018, Ms. Rataj currently serves as Chair of the Governance and Nominating and the Executive Committees. To ensure a smooth leadership transition, Ms. Rataj will step down as Non-Executive Chair effective October 1, 2023, and will remain Chair of the Governance and Nominating and Executive Committees until her retirement from the Board. Michael Morrow, who has served as a director of Cabot since 2017 and who currently serves as Chair of Cabot's Audit Committee, has been elected Non-Executive Chair of the Board effective October 1, 2023. With these appointments, effective October 1, 2023, Mr. Morrow will step down as Chair and a member of the Company's Audit Committee, and Frank ("Andy") Wilson has been elected Chair of the Audit Committee. Mr. Wilson will also join the Company's Governance and Nominating Committee at this time.

"The Board is pleased to announce this Board leadership succession. Mike's financial and accounting expertise, significant leadership, business and corporate governance experience, and strategic business focus make him well suited for this role," said Sean Keohane, President and Chief Executive Officer of Cabot Corporation. "In addition, on behalf of our Board of Directors and management leadership team, I want to thank Sue for the dedication and leadership she has shown as Chair and a member of the Board. We have benefited greatly from Sue's substantial leadership and strategic planning experience, her business acumen, and her deep knowledge of the chemicals industry and industrial manufacturing operations. We will miss her insight and leadership, and we wish her the best in her retirement," said Keohane.

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 [reinforcing carbons](#), [specialty carbons](#), [battery materials](#), [engineered elastomer composites](#), [inkjet colorants](#), [masterbatches and conductive compounds](#), [fumed metal oxides](#) and [aerogel](#). For more information on Cabot, please visit the company's website at cabotcorp.com. The Company encourages investors and potential investors to consult the Cabot website regularly.

Forward-Looking Statements – This release contains forward-looking statements. All statements that address expectations or projections about the future, including with respect to the Company's strategy and opportunities for growth, 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, disruption to our operations from the COVID-19 pandemic, industry capacity utilization and competition from other specialty chemical companies; safety, health and environmental requirements and related constraints imposed on our business; regulatory and financial risks related to climate change developments; volatility in the price and availability of energy and raw materials, including with respect to the Russian invasion of Ukraine; a significant adverse change in a customer relationship or the failure of a customer to perform its obligations under agreements with us; failure to achieve growth expectations from new products, applications and technology developments; failure to realize benefits from acquisitions, alliances, or joint ventures or achieve our portfolio management objectives; unanticipated delays in, or increased cost of site development projects; negative or uncertain worldwide or regional economic conditions and market opportunities, including from trade relations, global health matters or geo-political conflicts; litigation or legal proceedings; tax rates and fluctuations in foreign currency exchange and interest rates; and the accuracy of the assumptions we used in establishing reserves for our share of liability for respirator claims. 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, 2022, 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.