
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):

September 9, 2011

Cabot Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-5667

04-2271897

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

Two Seaport Lane, Suite 1300, Boston,
Massachusetts

02210-2019

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

617-345-0100

Not Applicable

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:

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

At its meeting on September 9, 2011, the Board of Directors of Cabot Corporation ("Cabot"), based on the recommendation of the Board's Governance and Nominating Committee, elected Sue H. Rataj a director of Cabot and appointed Ms Rataj to the Board's Audit Committee, both effective September 9, 2011. Ms. Rataj will serve as a director in the class whose terms expire at the Annual Meeting in 2013.

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

Ms. Rataj 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 2011 Annual Meeting of Stockholders, which description is incorporated herein by reference. As part of such compensation, on September 9, 2011 Ms. Rataj will be granted shares of Cabot common stock having a value as close as possible to \$25,000.

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

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On and effective September 9, 2011, the Board of Directors of the Company amended the Company's by-laws (the "By-Laws" and as amended, the "Amended By-Laws"). Such amendment to the By-Laws solely concerns the provisions relating to the initial term of office of a director elected to fill a vacancy and any newly created directorships resulting from an increase in the number of directors, and clarifies that any such director shall hold office until the annual meeting of stockholders at which the term of office of the class to which the director has been elected expires.

The text of the amended section 3.4 of Cabot's By-Laws is attached to this report as Exhibit 3.1. The description of the By-Law amendment contained in this report is qualified in its entirety by reference to the full text of the amended section.

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

September 9, 2011

By: *Brian A. Berube*

Name: Brian A. Berube

Title: Vice President and General Counsel

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment to By-Laws of Cabot Corporation adopted September 9, 2011
99.1	Press Release issued by the Company on September 9, 2011

Exhibit 3.1

Amendment to By-Laws of Cabot Corporation
Adopted September 9, 2011

Section 3.4 was amended to read as follows:

“3.4 Vacancies of Directors. Vacancies and any newly created directorships resulting from any increase in the number of directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Any director or directors so chosen shall hold office until the annual meeting of stockholders at which the term of office of the class to which they have been elected expires and until their successors are duly elected and shall qualify, unless they sooner die, resign, or are removed or replaced. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number, subject to any requirements of law or of the certificate of incorporation or of these by-laws as to the number of directors required for a quorum or for any vote or other actions.”

Contact:

Erica McLaughlin
Director, Investor Relations
(617) 342-6090

CABOT ELECTS NEW MEMBER OF THE BOARD OF DIRECTORS

BOSTON — Cabot Corporation (NYSE: CBT) announced today that Sue H. Rataj has been elected a member of the Board of Directors, effective September 9, 2011. She will also be a member of the Audit Committee of the Board of Directors.

Ms. Rataj held a variety of senior management roles in BP plc, a global energy company, before retiring in April 2011. Ms. Rataj's most recent role was Chief Executive Petrochemicals, located in Hong Kong, with responsibility for BP's worldwide petrochemicals operations. Ms. Rataj was also a Group Vice President of BP plc.

John F. O'Brien, Non-Executive Chairman of Cabot's Board of Directors said, "We are pleased to welcome Sue to the Board of Directors. The business and international experience Sue gained while managing a large, global petrochemicals business will be a valuable resource to the Company. In addition, Sue is highly qualified in the fields of finance, accounting, risk management and internal controls, all of which will make her a valuable addition to Cabot's Board of Directors."

Ms. Rataj graduated from the University of Illinois with a B.S. in Economics and Finance. She received her M.B.A. from the Kellogg Graduate School at Northwestern University.

About Cabot Corporation

Cabot Corporation, headquartered in Boston, Massachusetts, is a global specialty chemicals and performance materials company. Cabot's major products are carbon black, fumed silica, cesium formate drilling fluids, inkjet colorants and aerogels. The website address is: <http://www.cabot-corp.com>.

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