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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 24, 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 1.01 Entry into a Material Definitive Agreement.**

On August 24, 2011, the Company entered into a Sale and Purchase Agreement (the "Purchase Agreement") with Global Advanced Metals Pty Ltd., an Australian company ("GAM"), for the sale by the Company of the assets of the Company's Supermetals business in exchange for: (i) \$175,000,000 payable in cash at the closing, subject to working capital and post-closing adjustments, (ii) \$215,000,000 in two-year promissory notes, which may be pre-paid by GAM at any time, secured by liens on the property and assets of the acquired business and guaranteed by the GAM corporate group, (iii) quarterly contingent cash payments to be made in each calendar quarter that the promissory notes are outstanding in an amount equal to 50% of Adjusted EBITDA of the acquired business for the relevant calendar quarter, guaranteed to be at least \$11,500,000 for the first year following the closing of the transaction, and (iv) the assumption of certain liabilities associated with the Supermetals business. The parties expect the transaction to close by the end of the calendar year.

Completion of the sale is subject to the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act") and certain other customary conditions. The Purchase Agreement is not subject to a financing condition.

In connection with the transaction, the parties have entered into a tantalum ore supply agreement under which the Company will sell to GAM's newly acquired business all of the tantalum ore mined at the Company's mine in Manitoba, Canada for a period of three years following the closing of the transaction.

Historically, the Company's Supermetals business obtained a large portion of its raw material needs from a mine in Australia owned by GAM. The Company has not purchased tantalum ore from GAM in the last several years, but the parties have recently entered into a supply agreement. All tantalum ore supply arrangements between the Company and GAM have been made in the ordinary course, at arm's length and at prices and on terms customarily available.

**Item 7.01 Regulation FD Disclosure.**

The Company issued a press release on August 25, 2011 regarding the matters described in Item 1.01 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The foregoing information (including the exhibit hereto) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 Press release issued by the Company on August 25, 2011.

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**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

August 25, 2011

By: *Brian A. Berube*

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*Name: Brian A. Berube*

*Title: Vice President and General Counsel*

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Exhibit Index

Exhibit No.	Description
99.1	Press release issued by the Company on August 25, 2011

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

**CABOT TO DIVEST ITS SUPERMETALS BUSINESS FOR \$400 MILLION**  
*Sale provides attractive value for shareholders*

BOSTON – Cabot Corp. (NYSE: CBT) has entered into an agreement to sell its Supermetals business to Global Advanced Metals (“GAM”) for a minimum of \$400 million in total cash consideration, company officials announced today. The transaction is subject to regulatory approval and is expected to close by the end of the calendar year.

GAM is a global leader in the supply of tantalum ore, a raw material used by the Supermetals business in the manufacture of high-end products to the electronics, aerospace, chemical manufacturing and other industries.

“We are pleased to have reached an agreement with GAM at an attractive value,” said Patrick Prevost, Cabot president and chief executive officer. “While we have repositioned the Supermetals business to be a solid contributor to Cabot over the past two years, we believe that the specialty metals nature of this business does not fit the long-term direction for Cabot. GAM’s integrated business model will enable them to better manage the historical cyclicity of this business. This transaction allows us to focus our resources on growth initiatives in our other businesses as we remain focused on achieving our target of adjusted earnings per share of \$4.50 in 2014. In addition, cash proceeds generated from the sale will allow us to pursue potential acquisitions as part of our portfolio management strategy, which we believe will create higher value for our shareholders.”

Over the past eight quarters, the Supermetals business recorded an average quarterly EBITDA of \$13 million. The transaction includes an initial cash payment of \$175 million when the transaction closes. Additional cash consideration, including contingent payments based on the future performance of the acquired business, will total a minimum of \$225 million and be paid within a two-year period. Cabot will maintain its mining operation in Manitoba, Canada where the company mines cesium for its Specialty Fluids Business and tantalum.

Bryan Ellis, GAM chief executive officer said, “The strong position and leading technologies that Cabot has built over many years makes the Supermetals business an excellent fit with our long-term strategy. We believe that this forward integration will create a tantalum focused enterprise with strong future potential.”

Andrew O’Donovan, current general manager and president designate of the Supermetals business stated, “This is an excellent fit for our business, our customers and our employees. We are looking forward to joining the GAM team which has a strategic outlook for the tantalum value chain. We share a common approach to ethical “conflict-free” product sourcing, employee safety and strict environmental responsibility. The integration will allow us to continue to focus on delivering market-leading technologies, product quality and customer service.”

Goldman, Sachs & Co. is the lead advisor for the transaction. Cabot Corp. was also advised by J.P. Morgan.

#### ABOUT CABOT CORPORATION

Cabot Corporation, headquartered in Boston, Massachusetts, USA, is a global specialty chemical and performance materials company. Cabot’s major products are carbon black, fumed silica, inkjet colorants, aerogel, capacitor materials, and cesium formate drilling fluids. The company’s website is: [www.cabot-corp.com](http://www.cabot-corp.com).

#### ABOUT GLOBAL ADVANCED METALS

Global Advanced Metals, headquartered in West Perth, Australia, is a global leading supplier of tantalum ore, which is an essential component of a range of cutting-edge products, particularly in the electronics industry in the production mobile phones, digital cameras, laptops, computer monitors and televisions. The company’s website is: [www.globaladvancedmetals.com](http://www.globaladvancedmetals.com).

#### FORWARD-LOOKING STATEMENTS

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Statements in this press release involving the Company that are not statements of historical fact are forward-looking statements and are subject to risks and uncertainties. For a discussion of the risks and uncertainties that could cause results to differ from those expressed in the forward-looking statements, see “Risk Factors” in the Company’s Annual Report on Form 10-K.