



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):  
January 22, 2004

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 1300, BOSTON, MASSACHUSETTS 02210-2019  
(Address of principal executive offices) (Zip Code)

(617) 345-0100  
(Registrant's telephone number, including area code)

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## **TABLE OF CONTENTS**

[EX-99.1 Press Release](#)

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[Table of Contents](#)

Item 7. Financial Statements and Exhibits.

(c) Exhibits

99.1 -- Press release issued by Cabot Corporation on January 22, 2004.

Item 12. Results of Operations and Financial Condition.

On January 22, 2004, Cabot Corporation issued a press release, dated January 22, 2004, announcing its operating results for the first quarter of fiscal year 2004. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

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/ David J. Elliott

Name: David J. Elliott

Title: Controller

Date: January 22, 2004

INDEX TO EXHIBIT

| <u>Exhibit<br/>Number</u> | <u>Title</u>   |
|---------------------------|--|
| 99.1                      | Press release issued by Cabot Corporation on January 22, 2004. |

**Exhibit 99.1**

Contact: *Dennis M. Fink*  
*Director, Investor Relations*  
*(617) 342-6244*

**FOR IMMEDIATE RELEASE**

***CABOT ANNOUNCES FIRST QUARTER OPERATING RESULTS***  
***EPS \$0.42 versus \$0.48***

**BOSTON, MA** (January 22, 2004) – Cabot Corporation (CBT/NYSE) today announced earnings of \$29 million (\$0.42 per diluted common share) for the first quarter ended December 31, 2003, compared with \$33 million (\$0.48 per diluted common share) for the year ago quarter. These results contained \$2 million of after tax charges (\$0.02 per diluted common share) from certain items and discontinued operations recorded in the first quarter ended December 31, 2003, which are not included in the business segment reporting. Further details concerning certain items and discontinued operations are included in Exhibit I and in the quarterly Supplemental Business Information, which is available on Cabot's website in the Investor Relations section: <http://w3.cabot-corp.com/earnings.cfm>.

Kennett F. Burnes, Cabot's Chairman and CEO, said, "I am pleased with the financial results for the quarter, which reflect improved performance in our Chemical Business due to our cost reduction efforts, offset by an anticipated decline in Cabot Supermetals' income. The profit of the Chemical Business improved as cost savings initiatives and favorable product mix more than offset sustained high raw material costs and pricing pressure arising from low industry

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1/4

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capacity utilization levels. Within this segment, we continue to be pleased with the progress our inkjet colorants business is making with OEM and aftermarket customers.”

Burnes continued, “While Cabot Supermetals’ profitability was adversely affected by the expiration of contracted intermediate product sales, we saw encouraging developments in demand in the electronics market. Demand was particularly strong in Asia, and our operations in Japan are well positioned to support this market recovery. In Cabot Specialty Fluids, we supplied product for two substantial jobs during the quarter that will benefit future earnings, one of which was under the new Statoil agreement.”

For the quarter ended December 31, 2003, the Chemical Business segment reported a year over year increase in segment profit of \$3 million, from \$24 million in the first quarter of fiscal year 2003 to \$27 million in the first quarter of fiscal year 2004. This improvement resulted from favorable product mix and translation of foreign earnings, which more than offset the margin decline due to higher raw material costs. Compared to the fourth quarter of 2003 sequential profit increased \$16 million, which was primarily due to overall fixed cost reductions that more than offset the slight decline in volumes.

Within the Chemical Business segment, carbon black’s profit was \$5 million higher than the same quarter last year due to improved product mix, lower fixed costs resulting from purchasing related benefits, cost savings initiatives implemented in 2003, and a positive foreign exchange impact of \$5 million. These favorable items more than offset the lower unit margins due to price increases being insufficient to offset higher feedstock costs. The sequential quarter profit improvement of \$9 million was due to lower fixed costs, which more than offset a seasonal

-more-

2/4

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drop in volumes and higher raw material costs. In the first quarter, Cabot's fumed metal oxides business reported profit that was flat with the same quarter last year and \$7 million higher than the fourth quarter of fiscal 2003. When compared to the first quarter of fiscal 2003, improved volumes and lower operating and administrative costs were offset by the negative impact of reducing inventories. Sequentially, profits improved due to higher volumes, favorable product mix, and lower fixed costs. Inkjet profits were flat versus the same quarter last year and the fourth quarter of fiscal 2003, as higher volumes were offset by increased costs to support development programs. Given these recent trends, the Company is cautiously optimistic concerning the outlook for the Chemical Business segment despite high raw material costs.

In the first quarter of fiscal 2004, the Cabot Supermetals Business (CSM) earned \$21 million of segment profit, which was \$11 million less than the same period last year, due primarily to lower intermediate product sales following the expiration of certain contracted obligations last quarter. This decline was partially offset by lower costs and increased demand in Asia. Sequentially, segment profit was \$6 million less than the fourth quarter of 2003 due to the decline in intermediate product sales, which was partly offset by increased demand in Asia and lower production costs.

In the first quarter of fiscal 2004, Cabot Specialty Fluids (CSF) reported a \$2 million operating loss, which was a \$1 million decline from the first quarter of 2003 and a \$3 million decline compared to the fourth quarter of fiscal 2003. These declines were primarily driven by lower volumes, but are not representative of the operational activity, as two large jobs were

-more-

3/4

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started during the quarter. These jobs will be completed early in the second quarter and revenue will be recognized at that time.

With respect to the future, Burnes said "I am encouraged by evidence of economic recovery in our markets. As we optimize our cost and capacity structure across our businesses and develop new market opportunities, I am confident that we will be well positioned to improve our performance should the global economic environment continue to strengthen."

For those interested in more detailed information on Cabot's First Quarter 2004 results, please see the Supplemental Business Information available today on the Company's website in the Investor Relations section: <http://w3.cabot-corp.com/earnings.cfm>.

Cabot Corporation is a global specialty chemicals and materials company headquartered in Boston, MA. Cabot's major products are carbon black, fumed silica, inkjet colorants, capacitor materials, and cesium formate drilling fluids.

Forward-Looking Information: Included above are forward-looking statements relating to management's expectations regarding future profits, new business growth, the Company's product development program and the possible achievement of the Company's financial goals. Actual results may differ materially from the results anticipated in the forward-looking statements included in this press release due to a variety of factors, including domestic and global economic conditions, such as market supply and demand, prices and costs and availability of raw materials; fluctuations in currency exchange rates; patent rights of others; stock market conditions; the timely commercialization of products under development by the Company (which may be disrupted or delayed by technical difficulties, market acceptance, competitors' new products, as well as difficulties in moving from the experimental stage to the production stage); the Company's ability to successfully manage acquisitions; demand for our customers' products; competitors' reactions to market conditions; the accuracy of the assumptions used by the Company in establishing a reserve for its share of liability for respirator claims; and the outcome of pending litigation and governmental investigations. Other factors and risks are discussed in the Company's 2003 Annual Report on Form 10-K.

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4/4

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CABOT CORPORATION SUMMARY RESULTS BY SEGMENTS

| Periods ended December 31<br>Dollars in millions, except per share amounts (unaudited) | Three Months |             |
|--|--------------|-------------|
|  | 2003         | 2002        |
| <b>SALES</b>   |              |             |
| Chemical Business  | \$ 351       | \$ 309      |
| Supermetals Business   | 87           | 96          |
| Specialty Fluids   | 1            | 2           |
|  | <u>439</u>   | <u>407</u>  |
| Segment sales (A)  | 439          | 407         |
| Unallocated and other (B)  | 7            | 3           |
|  | <u>7</u>     | <u>3</u>    |
| Net sales and other operating revenues   | \$ 446       | \$ 410      |
|  | <u>446</u>   | <u>410</u>  |
| <b>SEGMENT PROFIT (LOSS)</b>   |              |             |
| Chemical Business  | \$ 27        | \$ 24       |
| Supermetals Business   | 21           | 32          |
| Specialty Fluids   | (2)          | (1)         |
|  | <u>46</u>    | <u>55</u>   |
| Total Segment Profit (C)   | 46           | 55          |
| Interest expense   | (7)          | (7)         |
| General unallocated income (expense) (D)   | —            | (2)         |
| Less: Equity in net income of affiliated companies, net of tax                         | (2)          | (1)         |
|  | <u>37</u>    | <u>45</u>   |
| Income from continuing operations before income taxes                                  | 37           | 45          |
| Provision for income taxes   | (8)          | (11)        |
| Equity in net income of affiliated companies, net of tax                               | 2            | 1           |
| Minority interest in net income, net of tax  | (1)          | (2)         |
|  | <u>30</u>    | <u>33</u>   |
| Net income from continuing operations  | 30           | 33          |
| <b>Discontinued operations:</b>  |              |             |
| Loss from operations of discontinued business, net of tax (E)                          | (1)          | —           |
| Net income   | 29           | 33          |
| Dividends on preferred stock   | (1)          | (1)         |
|  | <u>28</u>    | <u>32</u>   |
| Net income available to common shares  | \$ 28        | \$ 32       |
|  | <u>28</u>    | <u>32</u>   |
| <b>Diluted earnings per share of common stock</b>                                      |              |             |
| Net income from continuing operations  | \$ 0.43      | \$0.48      |
| Loss from operations of discontinued business (E)                                      | \$(0.01)     | \$ —        |
|  | <u>0.42</u>  | <u>0.48</u> |
| Net income   | \$ 0.42      | \$0.48      |
|  | <u>0.42</u>  | <u>0.48</u> |
| <b>Weighted average common shares outstanding</b>                                      |              |             |
| Diluted (F)  | 68           | 70          |

(A) Segment sales for certain operating segments within the Chemical Business include 100% of sales of one equity affiliate and transfers of materials at cost and at market-based prices.

(B) Unallocated and other reflects an elimination for sales of one equity affiliate offset by royalties paid by equity affiliates and external shipping and handling costs.

(C) Segment profit is a measure used by Cabot's operating decision-makers to measure consolidated operating results and assess segment performance. Segment profit includes equity in net income of affiliated companies, royalties paid by equity affiliates, minority interest and allocated corporate costs.

(D) General unallocated income (expense) includes foreign currency transaction gains (losses), interest income, dividend income, and the certain items listed in Exhibit I.

(E) Loss represents litigation related to a previously divested business, net of tax.

(F) Commencing in fiscal 2004, Cabot has adjusted its calculation of fully diluted shares outstanding to reflect the number of shares the Company could repurchase with the assumed proceeds from restricted stock awards under the Company's Long Term Incentive Program. Prior periods have not been adjusted because the adjustment would not have been material.

*First Quarter Earnings Announcement, Fiscal 2004*

**CABOT CORPORATION CONSOLIDATED STATEMENTS OF OPERATIONS**

| Periods ended December 31<br>Dollars in millions, except per share amounts (unaudited) | Three Months   |               |
|--|----------------|---------------|
|  | 2003           | 2002          |
| Net sales and other operating revenues   | \$ 446         | \$ 410        |
| Cost of sales  | 339            | 293           |
| <b>Gross profit</b>  | <b>\$ 107</b>  | <b>\$ 117</b> |
| Selling and administrative expenses  | 51             | 52            |
| Research and technical expenses  | 12             | 11            |
| <b>Income from operations</b>  | <b>\$ 44</b>   | <b>\$ 54</b>  |
| <b>Other income and expense</b>  |                |               |
| Interest and dividend income   | 1              | 1             |
| Interest expense   | (7)            | (7)           |
| Other income (expense)   | (1)            | (3)           |
| <b>Total other income and expense</b>  | <b>(7)</b>     | <b>(9)</b>    |
| <b>Income from continuing operations before income taxes</b>                           | <b>37</b>      | <b>45</b>     |
| Provision for income taxes   | (8)            | (11)          |
| Equity in net income of affiliated companies, net of tax                               | 2              | 1             |
| Minority interest in net income, net of tax  | (1)            | (2)           |
| <b>Net income from continuing operations</b>   | <b>30</b>      | <b>33</b>     |
| <b>Discontinued operations:</b>  |                |               |
| Loss from operations of discontinued business, net of tax (A)                          | (1)            | —             |
| <b>Net income</b>  | <b>29</b>      | <b>33</b>     |
| Dividends on preferred stock   | (1)            | (1)           |
| <b>Net income available to common shares</b>   | <b>\$ 28</b>   | <b>\$ 32</b>  |
| <b>Diluted earnings per share of common stock</b>                                      |                |               |
| Net income from continuing operations  | \$ 0.43        | \$0.48        |
| Loss from operations of discontinued business (A)                                      | \$(0.01)       | \$ —          |
| <b>Net income</b>  | <b>\$ 0.42</b> | <b>\$0.48</b> |
| <b>Weighted average common shares outstanding</b>                                      |                |               |
| Diluted (B)  | 68             | 70            |

(A) Loss represents litigation related to a previously divested business, net of tax.

(B) Commencing in fiscal 2004, Cabot has adjusted its calculation of fully diluted shares outstanding to reflect the number of shares the Company could repurchase with the assumed proceeds from restricted stock awards under the Company's Long Term Incentive Program. Prior periods have not been adjusted because the adjustment would not have been material.

*First Quarter Earnings Announcement, Fiscal 2004*

**CABOT CORPORATION CONDENSED CONSOLIDATED FINANCIAL POSITION**

| <b>In millions</b>                         | <b>December 31,<br/>2003<br/>(unaudited)</b> | <b>September 30,<br/>2003</b> |
|--|--|-------------------------------|
| Current assets                             | <b>\$1,170</b>                               | <b>\$1,140</b>                |
| Net property, plant and equipment          | <b>929</b>                                   | <b>913</b>                    |
| Other non-current assets                   | <b>272</b>                                   | <b>255</b>                    |
|  | <hr/>  | <hr/>                         |
| Total assets                               | <b>\$2,371</b>                               | <b>\$2,308</b>                |
|  | <hr/>  | <hr/>                         |
| Current liabilities                        | <b>\$ 342</b>                                | <b>\$ 352</b>                 |
| Non-current liabilities                    | <b>914</b>                                   | <b>877</b>                    |
| Stockholders' equity                       | <b>1,115</b>                                 | <b>1,079</b>                  |
|  | <hr/>  | <hr/>                         |
| Total liabilities and stockholders' equity | <b>\$2,371</b>                               | <b>\$2,308</b>                |
|  | <hr/>  | <hr/>                         |
| Working capital                            | <b>\$ 828</b>                                | <b>\$ 788</b>                 |
|  | <hr/>  | <hr/>                         |

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**CABOT CORPORATION**

| In millions,<br>except per share amounts (unaudited)                                     | Fiscal 2003 |         |          |          |         | Fiscal 2004 |         |         |          |         |
|--|-------------|---------|----------|----------|---------|-------------|---------|---------|----------|---------|
|  | Dec. Q.     | Mar. Q. | June Q.  | Sept. Q. | FY      | Dec. Q.     | Mar. Q. | June Q. | Sept. Q. | FY      |
| <b>Sales</b>   |             |         |          |          |         |             |         |         |          |         |
| Chemical Business  | \$ 309      | \$ 352  | \$ 366   | \$ 345   | \$1,371 | \$ 351      |         |         |          | \$ 351  |
| Supermetals Business   | 96          | 107     | 92       | 96       | 390     | 87          |         |         |          | 87      |
| Specialty Fluids   | 2           | 3       | 6        | 5        | 15      | 1           |         |         |          | 1       |
| Segment Sales (A)  | 407         | 462     | 464      | 446      | 1,776   | 439         |         |         |          | 439     |
| Unallocated and other (B)  | 3           | 4       | 4        | 5        | 19      | 7           |         |         |          | 7       |
| Net sales and other operating revenues   | \$ 410      | \$ 466  | \$ 468   | \$ 451   | \$1,795 | \$ 446      |         |         |          | \$ 446  |
| <b>Segment Profit (Loss)</b>   |             |         |          |          |         |             |         |         |          |         |
| Chemical Business  | \$ 24       | \$ 23   | \$ 30    | \$ 11    | \$ 88   | \$ 27       |         |         |          | \$ 27   |
| Supermetals Business   | 32          | 36      | 14       | 27       | 108     | 21          |         |         |          | 21      |
| Specialty Fluids   | (1)         | (1)     | (1)      | 1        | (2)     | (2)         |         |         |          | (2)     |
| Total segment profit (loss) (C)  | 55          | 58      | 43       | 39       | 194     | 46          |         |         |          | 46      |
| <b>Income (loss) Available to Common Shares</b>  |             |         |          |          |         |             |         |         |          |         |
| Interest expense   | (7)         | (7)     | (7)      | (7)      | (28)    | (7)         |         |         |          | (7)     |
| General unallocated income (expense) (D)   | (2)         | (20)    | (48)     | 3        | (67)    | —           |         |         |          | —       |
| Less: Equity in net income of affiliated companies,<br>net of tax                        | (1)         | (1)     | (2)      | (2)      | (5)     | (2)         |         |         |          | (2)     |
| Income (loss) from Continuing Operations before<br>income taxes                          | 45          | 30      | (14)     | 33       | 94      | 37          |         |         |          | 37      |
| (Provision) benefit for income taxes   | (11)        | (6)     | 6        | (7)      | (17)    | (8)         |         |         |          | (8)     |
| Equity in net income of affiliated companies, net of<br>tax                              | 1           | 1       | 2        | 2        | 5       | 2           |         |         |          | 2       |
| Minority interest in net income, net of tax  | (2)         | (2)     | (2)      | (1)      | (7)     | (1)         |         |         |          | (1)     |
| <b>Income (Loss) from Continuing Operations</b>  | 33          | 23      | (8)      | 27       | 75      | 30          |         |         |          | 30      |
| <b>Discontinued Operations</b>   |             |         |          |          |         |             |         |         |          |         |
| Income (Loss) from Operations of Discontinued<br>Businesses, net of income taxes (E) (F) | —           | —       | 3        | 2        | 5       | (1)         |         |         |          | (1)     |
| Net Income (Loss)  | 33          | 23      | (5)      | 29       | 80      | 29          |         |         |          | 29      |
| Dividends on preferred stock   | (1)         | (1)     | —        | (1)      | (3)     | (1)         |         |         |          | (1)     |
| Net income (loss) available to common shares   | \$ 32       | \$ 22   | \$ (5)   | \$ 28    | \$ 77   | \$ 28       |         |         |          | \$ 28   |
| <b>Income (loss) per common share</b>  |             |         |          |          |         |             |         |         |          |         |
| Net income (loss) from Continuing Operations   | \$0.48      | \$0.33  | \$(0.14) | \$0.38   | \$ 1.08 | \$ 0.43     |         |         |          | \$ 0.43 |
| Income (Loss) from Operations of Discontinued<br>Businesses (E) (F)                      | —           | —       | 0.05     | 0.02     | 0.06    | (0.01)      |         |         |          | (0.01)  |
| Total  | \$0.48      | \$0.33  | \$(0.09) | \$0.40   | \$ 1.14 | \$ 0.42     |         |         |          | \$ 0.42 |
| <b>Weighted average common shares outstanding</b>  |             |         |          |          |         |             |         |         |          |         |
| Diluted (G)  | 70          | 70      | 59       | 70       | 70      | 68          |         |         |          | 68      |

(A) Segment sales for certain operating segments within the Chemical Business include 100% of sales of one equity affiliate and transfers of materials at cost and at market-based prices.

(B) Unallocated and other reflects an elimination for sales for one equity affiliate offset by royalties paid by equity affiliates and external shipping and handling costs.

(C) Segment profit is a measure used by Cabot's operating decision-makers to measure consolidated operating results and assess segment performance. Segment profit includes equity in net income of affiliated companies, royalties paid by equity affiliates, minority interest and allocated corporate costs.

(D) General unallocated income (expense) includes foreign currency transaction gains (losses), interest income, dividend income and certain items.

(E) Additional income related to insurance recoveries for discontinued businesses, net of tax.

(F) Loss represents litigation related to a previously divested business, net of tax.

(G) Commencing in fiscal 2004, Cabot has adjusted its calculation of fully diluted shares outstanding to reflect the number of shares the Company could repurchase with the assumed proceeds from restricted stock awards under the Company's Long Term Incentive Program. Prior periods have not been adjusted because the adjustment would not have been material.

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First Quarter Earnings Announcement, Fiscal 2004

CABOT CORPORATION CERTAIN ITEMS AND RESULTS FROM DISCONTINUED OPERATIONS — Exhibit I

The following table delineates Cabot's net income and provides detail of certain items and results from discontinued operations for the first quarter of fiscal 2004 and 2003 in both million dollars pre-tax and cents per share after tax.

| Periods ended December 31<br>Dollars in million pre-tax, except as noted<br>(unaudited) | Three Months |                   |            |                   |
|---|--------------|-------------------|------------|-------------------|
|   | 2003<br>\$   | 2003<br>per share | 2002<br>\$ | 2002<br>per share |
| Net Income  | \$29         | \$ 0.42           | \$33       | \$0.48            |
| Certain items and discontinued operations:  |              |                   |            |                   |
| Restructuring initiatives   | (1)          | (0.01)            | —          | —                 |
| Subtotal of certain items   | (1)          | (0.01)            | —          | —                 |
| Discontinued operations   | (1)          | (0.01)            | —          | —                 |
| Total certain items and discontinued operations pre-tax                                 | (2)          | (0.02)            | —          | —                 |
| Total certain items and discontinued operations after tax                               | \$ (2)       | \$ (0.02)         | \$—        | \$ —              |

The following table delineates certain items as represented in the various lines in Cabot's Statement of Operations for the three months ended December 31, 2003 and 2002.

| Periods ended December 31<br>Dollars in millions, except per share amounts (unaudited) | Three Months |      |
|--|--------------|------|
|  | 2003         | 2002 |
| Statement of Operations Line Item  |              |      |
| Cost of Sales  | \$ (1)       | \$—  |
| Selling and administrative expenses  | —            | —    |
| Research and technical service   | —            | —    |
| Other (charges) income   | —            | —    |
| Total certain items pre-tax  | \$ (1)       | \$—  |