

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076  
 Estimated average burden hours per response: 4.00

1. Issuer's Identity

<b>CIK (Filer ID Number)</b>	<b>Previous Names</b>	None	<b>Entity Type</b>
<a href="#">0000016040</a>	CABOT GODFREY L INC		X Corporation
<b>Name of Issuer</b>			Limited Partnership
CABOT CORP			Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			General Partnership
DELAWARE			Business Trust
<b>Year of Incorporation/Organization</b>			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

<b>Name of Issuer</b>			
CABOT CORP			
<b>Street Address 1</b>		<b>Street Address 2</b>	
TWO SEAPORT LANE SUITE 1300			
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	<b>Phone Number of Issuer</b>
BOSTON	MASSACHUSETTS	02210	6173450100

3. Related Persons

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
PREVOST	PATRICK	M.
<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
CORDEIRO	EDUARDO	E.
<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
MILLER	DAVID	A.
<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
BERUBE	BRIAN	A.
<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
KEOHANE	SEAN	D.
<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
O'BRIEN	JOHN	F.
<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
CLARKESON	JOHN	S.
<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
ENRIQUEZ	JUAN	
<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
KAJI	GAUTAM	S.
Street Address 1	Street Address 2	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
City	State/Province/Country	ZIP/PostalCode
BOSTON	MASSACHUSETTS	02210

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
MACLEOD	RODERICK	C.G.
Street Address 1	Street Address 2	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
City	State/Province/Country	ZIP/PostalCode
BOSTON	MASSACHUSETTS	02210

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
MCCANCE	HENRY	F.
Street Address 1	Street Address 2	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
City	State/Province/Country	ZIP/PostalCode
BOSTON	MASSACHUSETTS	02210

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
MCGILLICUDDY	JOHN	K.
Street Address 1	Street Address 2	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
City	State/Province/Country	ZIP/PostalCode
BOSTON	MASSACHUSETTS	02210

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
RATAJ	SUE	H.
Street Address 1	Street Address 2	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
City	State/Province/Country	ZIP/PostalCode
BOSTON	MASSACHUSETTS	02210

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
SCHMITZ	RONALDO	H.

<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210
<b>Relationship:</b> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
THOMAS	LYDIA	W.
<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210
<b>Relationship:</b> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
WRIGHTON	MARK	S.
<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210
<b>Relationship:</b> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
KIRBY	WILLIAM	C.
<b>Street Address 1</b>	<b>Street Address 2</b>	
C/O CABOT CORPORATION	TWO SEAPORT LANE, SUITE 1300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
BOSTON	MASSACHUSETTS	02210
<b>Relationship:</b> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	X Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	Other
Energy	Other Real Estate	

- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
Rule 505	Section 3(c)(5)	Section 3(c)(13)
X Rule 506(b)	Section 3(c)(6)	Section 3(c)(14)
Rule 506(c)	Section 3(c)(7)	
Securities Act Section 4(a)(5)		

7. Type of Filing

New Notice    Date of First Sale 2013-01-18    First Sale Yet to Occur  
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?     Yes     No

9. Type(s) of Securities Offered (select all that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> Equity  | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe)      |
|  | <b>COMMERCIAL PAPER NOTES</b>                             |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?    Yes  No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$250,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
GOLDMAN, SACHS & CO.	361	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	X None
X None	None	

  

<b>Street Address 1</b>	<b>Street Address 2</b>	
200 WEST STREET, 27TH FLOOR		
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10282

State(s) of Solicitation (select all that apply)  
 Check "All States" or check individual States  All States  Foreign/non-US

Recipient	Recipient CRD Number	None
MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED	7691	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	X None
X None	None	

  

<b>Street Address 1</b>	<b>Street Address 2</b>	
ONE BRYANT PARK		
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10036

State(s) of Solicitation (select all that apply)  
 Check "All States" or check individual States  All States  Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$750,000,000 USD or Indefinite  
 Total Amount Sold \$470,000,000 USD  
 Total Remaining to be Sold \$280,000,000 USD or Indefinite

Clarification of Response (if Necessary):

THIS IS A CONTINUOUS COMMERCIAL PAPER PROGRAM. THE TOTAL AMOUNT OFFERED REPRESENTS THE MAXIMUM AUTHORIZED AMOUNT. AS OF THE DATE OF THIS FILING \$470,000,000 IS OUTSTANDING UNDER THIS PROGRAM.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.  

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 15

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$188,000 USD  Estimate  
 Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

ANNUALIZED ESTIMATE BASED ON THE TOTAL AMOUNT CURRENTLY OUTSTANDING.

#### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

#### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
CABOT CORP	STEVEN DELAHUNT	STEVEN DELAHUNT	VICE PRESIDENT AND TREASURER	2014-01-29

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.