

OLIN CORP
Form SC 13D/A
October 13, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Olin Corporation
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

680665205
(CUSIP Number)

Robert Atchinson
Adage Capital Partners GP, L.L.C.
200 Clarendon Street, 52nd Floor
Boston, MA 02116
(617) 867-2800
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

October 13, 2015
(Date of Event Which Requires Filing of This
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 10 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON

Adage Capital Partners,
L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 OO (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

8 -0- SHARED VOTING POWER

9 7,612,866 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE

POWER

7,612,866

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

7,612,866

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

4.61%

14 TYPE OF REPORTING
PERSON

PN

1 NAME OF REPORTING PERSON

Adage Capital Partners
GP, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) "

A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF (see Item 3) CHECK BOX IF

DISCLOSURE OF LEGAL

5 PROCEEDING IS REQUIRED PURSUANT TO ITEMS

2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

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13 PERCENT OF CLASS
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AMOUNT IN ROW (11)

4.61%

14 TYPE OF REPORTING
PERSON

OO

1 NAME OF REPORTING PERSON

Adage Capital Advisors,
L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) "

A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

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AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

4.61%

14 TYPE OF REPORTING
PERSON

OO

1 NAME OF REPORTING PERSON

Robert Atchinson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5 United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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9 7,612,866 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

| | |
|-----------|---|
| | 7,612,866 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| 12 | 7,612,866 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| 13 | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14 | 4.61% TYPE OF REPORTING PERSON IN |

1 NAME OF REPORTING PERSON

Phillip Gross

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) "

A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF (see Item 3) CHECK BOX IF

5 DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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| 14 | 4.61% TYPE OF REPORTING PERSON IN |

This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on August 31, 2015 (the "Original Schedule 13D" and together with this Amendment No. 1, the "Schedule 13D") with respect to the shares of Common Stock, \$0.001 par value per share (the "Common Stock"), of Olin Corporation, Ltd., a Virginia corporation (the "Issuer"). This Amendment No. 1 amends Items 3 and 5 as set forth below. This is the final amendment to the Schedule 13D and constitutes an "exiting filing" for the Reporting Persons.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated as follows:

Funds for the purchase of the 6,533,501 shares of Common Stock to which this Schedule 13D relates were derived from working capital of ACP and margin account borrowings made in the ordinary course of business. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the account, which may exist from time to time. Since other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the 6,533,501 shares of Common Stock reported herein. A total of \$155,761,461 was paid to acquire the 6,533,501 shares of Common Stock reported herein. The remaining 1,079,365 shares of Common to which this Schedule 13D relates were acquired by ACP in the transactions described in the Issuer's Prospectus–Offer to Exchange filed with the SEC on September 2, 2015 pursuant to Rule 424(b)(3), by exchanging 420,835 shares of common stock of The Dow Chemical Company for 420,835 shares of common stock of Blue Cube Spinco Inc., which in turn were converted into 1,279,265 shares of Common Stock in the Merger described therein. ACPGP, ACA and Messrs. Atchinson or Gross control the investing and trading in securities of ACP. None of ACPGP, ACA or Messrs. Atchinson or Gross directly hold any shares of Common Stock.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended and restated as follows:

See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentages of the shares of Common Stock beneficially owned by each of the Reporting Persons. The percentages used in this Schedule 13D are calculated based upon 165,010,196 shares of Common Stock, consisting of (i) 77,527,437 shares of Common Stock reported to be outstanding, as of August 5, 2015, in the Issuer's Prospectus–Offer to Exchange filed with the SEC on September 2, 2015 pursuant to Rule 424(b)(3) and (ii) 87,482,759 shares of Common Stock issued on October 5, 2015 in connection with the closing of the Merger, as disclosed in the Issuer's Current Report on Form 8-K filed with the SEC on October 5, 2015.

See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.

- Since the filing of Amendment No. 2 ACP participated in the transactions described in the Issuer's Prospectus–Offer to Exchange filed with the SEC on September 2, 2015 pursuant to Rule 424(b)(3) as described in Item 3 and
- (c) entered into the transactions in the shares of Common Stock, as set forth in Schedule A, which are incorporated herein by reference. The other Reporting Persons did not enter into any transactions in the shares of Common Stock within the past sixty days.
 - (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such shares of Common Stock.
 - (e) As of October 5, 2015, the Reporting Persons ceased to beneficially own more than five percent of the shares of Common Stock. Accordingly, this Amendment No. 2 constitutes an exit filing for the Reporting Persons.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 13, 2015

ADAGE CAPITAL PARTNERS, L.P.
By: Adage Capital Partners GP, L.L.C.,
its general partner

By: Adage Capital Advisors, L.L.C.,
its managing member

/s/ Robert Atchinson
Name: Robert Atchinson
Title: Managing Member

ADAGE CAPITAL PARTNERS GP,
L.L.C.
By: Adage Capital Advisors, L.L.C.,
its managing member

/s/ Robert Atchinson
Name: Robert Atchinson
Title: Managing Member

ADAGE CAPITAL ADVISORS, L.L.C.

/s/ Robert Atchinson
Name: Robert Atchinson
Title: Managing Member

ROBERT ATCHINSON

/s/ Robert Atchinson
ROBERT ATCHINSON, individually

PHILLIP GROSS

/s/ Phillip Gross
PHILLIP GROSS, individually

Schedule A

This Schedule sets forth information with respect to each purchase and sale of shares of Common Stock which were effectuated by ACP since the filing of Amendment No. 2. All transactions were effectuated in the open market through a broker.

| <u>Trade Date</u> | <u>Shares Purchased (Sold)</u> | <u>Price Per Share (\$)*</u> |
|-------------------|--------------------------------|------------------------------|
| 09/23/2015 | 39,550 | 17.05 |
| 09/23/2015 | 35,700 | 17.11 |
| 09/23/2015 | 24,750 | 17.09 |
| 09/24/2015 | 50,000 | 16.74 |
| 09/24/2015 | 100,000 | 16.80 |
| 09/28/2015 | 50,000 | 16.13 |
| 09/28/2015 | 111,905 | 15.98 |
| 09/28/2015 | 88,095 | 15.90 |
| 10/01/2015 | 9,500 | 16.89 |
| 10/01/2015 | 190,500 | 16.94 |
| 10/07/2015 | 100,000 | 17.41 |
| 10/07/2015 | 50,000 | 17.27 |
| 10/07/2015 | 50,000 | 17.39 |
| 10/12/2015 | 45,000 | 17.60 |
| 10/12/2015 | 76,700 | 17.54 |
| 10/12/2015 | 35,631 | 17.50 |
| 10/12/2015 | 42,569 | 17.51 |
| 10/13/2015 | 50,000 | 17.49 |

* Excluding commissions.