DOW CHEMICAL CO /DE/
Form S-8 POS
October 28, 2015

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 to

Form S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

THE DOW CHEMICAL COMPANY

(a Delaware corporation)

Executive Offices 2030 Dow Center

Midland, Michigan 48674

(Name, state of incorporation and address of principal executive office of registrant)

I.R.S. Employer Identification No. 38-1285128

THE DOW CHEMICAL COMPANY

2012 Employee Stock Purchase Plan

(Full title of the plan)

Charles J. Kalil

Executive Vice President and General Counsel

THE DOW CHEMICAL COMPANY

2030 Dow Center

Midland, Michigan 48674

(Name and address of agent for service)

Telephone: (989) 636-1000

This Post-Effective Amendment No. 1 is being filed to amend Registration Statement No. 333-191979 on Form S-8 pursuant to which the Registrant registered 10,000,000 shares of its Common Stock, par value $2.50 per share (the Stock), for sale through the 2014 tranche of The Dow Chemical Company 2012 Employees Stock Purchase Plan (the Plan). After the Registration Statement was filed and became effective, eligible employees purchased 3,620,747 shares of the Stock under the provisions of the Plan. Accordingly, the Registrant hereby deregisters the remaining 6,379,253 shares of the Stock by filing this Post-Effective Amendment No. 1 to amend Registration Statement No. 333-191979.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this amendment to Registration Statement No. 333-191979 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, State of Michigan, on October 28, 2015.

THE DOW CHEMICAL COMPANY
(Registrant)

By: /s/ RONALD C. EDMONDS
Ronald C. Edmonds
Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

A. BANGA*	
A. Banga	Director
J. K. BARTON*	
J. K. Barton	Director
J. A BELL*	
J. A. Bell	Director
R. K. DAVIS*	
R. K. Davis	Director
J. M. FETTIG*	
J. M. Fettig	Lead Director

A. N. LIVERIS*	
A. N. Liveris	Director, Chairman, President and Chief Executive Officer
M. LOUGHRIDGE*	
M. Loughridge	Director
R. J. MILCHOVICH*	
R. J. Milchovich	Director
R. S. MILLER*	
R. S. Miller	Director
P. POLMAN*	
P. Polman	Director
D. H. REILLEY*	
D. H. Reilley	Director
J. M. RINGLER*	
J. M. Ringler	Director
R. G. SHAW*	
R. G. Shaw	Director
/S/ R. C. EDMONDS	Vice President and
R. C. Edmonds	Controller (Principal Accounting Officer)
H. I. UNGERLEIDER*	
H. I. Ungerleider	Chief Financial Officer

*By: /S/ RONALD C. EDMONDS
Ronald C. Edmonds
Attorney-in-Fact
October 28, 2015

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
24	Power of Attorney