

OLIN CORP  
Form DEF 14A  
March 06, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**OLIN CORPORATION**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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**190 CARONDELET PLAZA, SUITE 1530, CLAYTON, MISSOURI 63105**

March 12, 2013

Dear Olin Shareholder:

We cordially invite you to attend our 2013 annual meeting of shareholders on April 25, 2013.

This booklet includes the notice and proxy statement, which describes the business we will conduct at the meeting and provides information about Olin that you should consider when you vote your shares. We have not planned a communications segment or any presentations for the 2013 annual meeting.

Whether or not you plan to attend, it is important that your shares are represented and voted at the annual meeting. If you do not plan to attend the annual meeting, you may vote your shares on the Internet, by telephone or by completing and returning the proxy card in the enclosed envelope. If you plan to attend the annual meeting, you will need to bring the upper half of your proxy card to use as your admission ticket for the meeting.

At last year's annual meeting more than 89% of our shares were represented in person or by proxy. We hope for the same high level of representation at this year's meeting and we urge you to vote as soon as possible.

Sincerely,

**Joseph D. Rupp**  
*Chairman, President and  
Chief Executive Officer*

**YOUR VOTE IS IMPORTANT**

**We urge you to promptly vote the shares on the Internet, by  
telephone or by completing, signing, dating and returning  
your proxy card in the enclosed envelope.**

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**OLIN CORPORATION**

**Notice of Annual Meeting of Shareholders**

**Time:** 8:30 a.m. (Central Daylight Time)

**Date:** Thursday, April 25, 2013

**Place:** The Plaza in Clayton Office Tower  
190 Carondelet Plaza  
Ninth Floor, Room 9-H  
Clayton, MO 63105

**Purpose:** To consider and act upon the following:

- (1) The election of the three directors identified in the proxy statement to serve for three-year terms expiring in 2016.
- (2) Conduct an advisory vote to approve the compensation for named executive officers.
- (3) Ratification of the appointment of the independent registered public accounting firm for 2013.
- (4) Such other business that is properly presented at the meeting.

**Who May Vote:** You may vote if you were the record owner of Olin common stock at the close of business on February 28, 2013.

By Order of the Board of Directors:  
**George H. Pain**  
*Secretary*

Clayton, Missouri

March 12, 2013

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**OLIN CORPORATION**

**PROXY STATEMENT**

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**OLIN CORPORATION**

**PROXY STATEMENT**

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**ANNUAL MEETING OF SHAREHOLDERS**

**To be Held April 25, 2013**

**GENERAL QUESTIONS**

*Why did I receive this proxy statement?*

You received this proxy statement because you owned shares of Olin common stock, par value \$1 per share, which we sometimes refer to as common stock, at the close of business on February 28, 2013. Olin's board of directors is asking you to vote at the 2013 annual meeting FOR each of the director nominees identified in Item 1 and FOR Items 2 and 3 listed in the notice of the annual meeting of shareholders. This proxy statement describes the matters on which we would like you to vote and provides information so that you can make an informed decision.

*When was this proxy material mailed to shareholders?*

We began to mail the proxy statement and form of proxy to shareholders on or about March 12, 2013.

*What if I have questions?*

If you have questions, please write them down and send them to the Secretary at Olin's principal executive office at 190 Carondelet Plaza, Suite 1530, Clayton, MO 63105.

*What will I be voting on?*

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You will be voting on:

- (1) the election of the three directors identified in the proxy statement,
- (2) an advisory vote to approve the compensation for named executive officers,
- (3) the ratification of KPMG LLP (KPMG) as Olin's independent registered public accounting firm for 2013, and
- (4) any other business properly presented at the annual meeting.

The proposal to ratify the appointment of KPMG as Olin's independent registered public accounting firm for 2013 is considered a discretionary item for which a broker will have discretionary power if you do not give instructions with respect to this proposal. The proposals to elect directors and to conduct an advisory vote to approve the compensation for named executive officers are non-routine matters for which a broker will not have discretionary voting power and for which specific instructions from beneficial owners are required. As a result, a broker will not be allowed to vote on the election of directors or the proposal to approve the compensation for named executive officers on behalf of its beneficial owner customers if the customers do not return specific voting instructions. If you are a shareholder that holds shares through a broker, please provide specific voting instructions to your broker.

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*Could other matters be voted on at the annual meeting?*

As of March 12, 2013, the items listed in the preceding question are the only matters being considered. If any other matters are properly presented for action, the persons named in the accompanying form of proxy will vote the proxy in accordance with their good faith business judgment and opinion as to what is in the best interests of Olin.

*How does the board recommend I vote on the proposals?*

The board recommends a vote FOR each of the director nominees identified in Item 1 and FOR Items 2 and 3.

*How can I obtain directions to be able to attend the annual meeting and vote in person?*

You may obtain directions to The Plaza in Clayton Office Tower in Clayton, MO by contacting The Plaza in Clayton Office Tower at 314-290-5039 or by accessing their website at [http:// www.theplazainclaytonoffice.com/Directions.axis](http://www.theplazainclaytonoffice.com/Directions.axis).

**VOTING**

*Who can vote?*

All shareholders of record at the close of business on February 28, 2013 are entitled to vote at the annual meeting.

*How many votes can be cast by all shareholders?*

At the close of business on February 28, 2013, the record date for voting, we had outstanding 80,241,006 shares of common stock. Each shareholder on the record date may cast one vote for each full share owned. The presence in person or by proxy of the holders of a majority of such outstanding shares constitutes a quorum. If a share is present for any purpose at the meeting, it is deemed to be present for the transaction of all business. Abstentions, withheld votes in the election of directors and shares held in street name that are voted on any matter will be included in determining the number of votes present. Shares held in street name that are not voted on any matter at the meeting will not be included in determining whether a quorum is present.

*How do I vote?*

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You may vote either in person at the annual meeting or by proxy. To vote by proxy, you must select one of the following options:

- **Vote by telephone (telephone voting instructions are printed on the proxy card):**
  - Call the toll-free voting telephone number: 1-800-560-1965.
  - Have the proxy card in hand.
  - Follow and comply with the recorded instructions by the applicable deadline (11:59 p.m. Central Daylight Time on April 24, 2013 for shareholders and 11:59 p.m. Central Daylight Time on April 23, 2013 for participants in the Olin Corporation Contributing Employee Ownership Plan (CEOP)).
  - If you are not the shareholder of record but hold shares through a custodian, broker or other agent, such agent may have special voting instructions that you should follow.

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- **Vote on the Internet (Internet voting instructions are printed on the proxy card):**
  - Access <http://www.eproxy.com/oln>.
  - Have the proxy card in hand.
  - Follow the instructions provided on the site.
  - Submit the electronic proxy before the required deadline (11:59 p.m. Central Daylight Time on April 24, 2013 for shareholders and 11:59 p.m. Central Daylight Time on April 23, 2013 for CEOP participants).
  - If you are not the shareholder of record but hold shares through a custodian, broker or other agent, such agent may have special voting instructions that you should follow.
- **Complete the enclosed proxy card:**
  - Complete all of the required information on the proxy card.
  - Sign and date the proxy card.
  - Return the proxy card in the enclosed postage-paid envelope. We must **receive** the proxy card no later than April 24, 2013 for shareholders and before 11:59 p.m. Central Daylight Time on April 23, 2013 for CEOP participants for your proxy to be valid and for your vote to count.
  - If you are not the shareholder of record but hold shares through a custodian, broker or other agent, such agent may have special voting instructions that you should follow.

If you vote in a timely manner by the Internet or telephone, you do **not** have to return the proxy card for your vote to count. The Internet and telephone voting procedures appear in the upper right of the enclosed proxy card. You may also log on to change your vote or to confirm that your vote has been properly recorded.

If you want to vote in person at the annual meeting, and you own your common stock through a custodian, broker or other agent, you must obtain a proxy from that party in their capacity as owner of record for your shares and bring the proxy to the annual meeting.

*Where can I access an electronic copy of the Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2012?*

**Important Notice Regarding Availability of Proxy Materials for the Shareholder Meeting to Be Held on April 25, 2013**

## Edgar Filing: OLIN CORP - Form DEF 14A

You may access an electronic, searchable copy of the Proxy Statement and the Annual Report on Form 10-K for the year ended December 31, 2012 at <http://olin.mobular.net/olin/oln>.

### *How are votes counted?*

If you specifically mark the proxy card (or vote by telephone or Internet) and indicate how you want your vote to be cast regarding any matter, your directions will be followed. If you sign and submit the proxy card but do not specifically mark it with your instructions as to how you want to vote, the proxy will be voted FOR the election of the directors named in this proxy statement in Item 1 and FOR Items 2 and 3 listed in the proxy.

Wells Fargo Shareowner Services tabulates the shareholder votes and provides an independent inspector of election as part of its services as our registrar and transfer agent. If you submit a proxy card marked "abstain" on any item (other than election of directors), your shares will not be voted on.

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the item so marked and your vote will not be included in determining the number of votes cast on that matter. Shares held in street name that are not voted in the election of directors or on Item 2 will not be included in determining the number of votes cast on those matters.

### *Can I change my vote?*

Yes. Whether you vote by Internet or telephone or submit a proxy card with your voting instructions, you may revoke or change your vote by:

- casting a new vote on the Internet or by telephone,
- submitting another written proxy with a later date,
- sending a written notice of the change in your voting instructions to the Secretary if **received** no later than April 24, 2013 for shareholders or by 11:59 p.m. Central Daylight Time on April 23, 2013 for CEOP participants, or
- revoking the grant of a previously submitted proxy and voting in person at the annual meeting. Please note that your attendance at the annual meeting itself will not revoke a proxy.

### *When are the votes due?*

Proxies submitted by shareholders by Internet or by telephone will be counted in the vote only if they are **received** by 11:59 p.m. Central Daylight Time on April 24, 2013. Shares represented by proxies on the enclosed proxy card will be counted in the vote only if we **receive** your proxy card by 11:59 p.m. Central Daylight Time on April 24, 2013. Proxies submitted by CEOP participants will be counted in the vote only if they are **received** by 11:59 p.m. Central Daylight Time on April 23, 2013.

### *How do I vote my shares held in the Olin Contributing Employee Ownership Plan?*

On February 28, 2013, the CEOP held 3,363,110 shares of our common stock. ING National Trust serves as the Trustee of the CEOP. If you are a participant in the CEOP, you may instruct the CEOP Trustee on how to vote shares of common stock credited to you on the items of business listed on the proxy card by voting on the Internet or telephone or by indicating your instructions on your proxy card and returning it to us. The Trustee will vote shares of common stock held in the CEOP for which they do **not** receive voting instructions in the same manner proportionately as they vote the shares of common stock for which they **do** receive instructions.

### *How do I vote my shares held in the Automatic Dividend Reinvestment Plan?*

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Wells Fargo Shareowner Services is our registrar and transfer agent and administers the Automatic Dividend Reinvestment Plan. If you participate in our Automatic Dividend Reinvestment Plan, Wells Fargo Shareowner Services will vote any shares of common stock that it holds for you in accordance with your instructions indicated on the proxy card you return or the vote you make by Internet or telephone. If you do not submit a proxy card for your shares of record or vote by Internet or telephone, Wells Fargo Shareowner Services will not vote your dividend reinvestment shares.

### **MISCELLANEOUS**

*Can I contact board members directly?*

Our audit committee has established the following methods for shareholders or other interested parties to communicate directly with the board and/or its members.



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· Mail Letters may be addressed to the board or to an individual board member as follows:  
The Olin Board or (Name of the director)

c/o Office of the Secretary

Olin Corporation

190 Carondelet Plaza, Suite 1530

Clayton, MO 63105

- E-mail You may send an e-mail message to Olin's board at the following address: *directors@olin.com*. In addition, you may send an e-mail message to an individual board member by addressing the e-mail using the first initial of the director's first name combined with his last name in front of @olin.com.
- Telephone Olin has established a safe and confidential process for reporting, investigating and resolving employee and other third party concerns. Shareholders or other interested parties may also use this Help-Line to communicate with one or more directors on any Olin matter. The Help-Line is operated by an independent, third party service 24 hours a day, 7 days a week. In the United States and Canada, the Help-Line can be reached by dialing toll-free 800-362-8348. Callers outside the United States or Canada should call the United States collect at 203-750-3100. You may also access the Help-Line on the Internet at [www.olinhelp.com](http://www.olinhelp.com).

### ***Who pays for this proxy solicitation?***

Olin will pay the entire expense of this proxy solicitation.

### ***Who solicits the proxies and what is the cost of this proxy solicitation?***

Our board is soliciting the proxies. We have hired The Proxy Advisory Group, LLC (Proxy Advisory Group), a proxy solicitation firm, to assist us with the distribution of proxy materials and vote solicitation. We will pay Proxy Advisory Group approximately \$10,000 for its services and will reimburse Proxy Advisory Group for payments made to brokers and other nominees for their expenses in forwarding proxy solicitation materials.

### ***How will the proxies be solicited?***

Proxy Advisory Group will solicit proxies by personal interview, mail, and telephone, and will request brokerage houses and other custodians, brokers and other agents to forward proxy solicitation materials to the beneficial owners of Olin common stock for whom they hold shares. Our directors, officers and employees may also solicit proxies by personal interview and telephone.

### ***How can I submit a shareholder proposal at the 2014 annual meeting?***

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If you want to present a proposal to be considered for inclusion in the proxy statement for the 2014 annual meeting, you must deliver the proposal in writing (and include the information required by Olin's Bylaws) to the Secretary at Olin Corporation, 190 Carondelet Plaza, Suite 1530, Clayton, MO 63105 no later than November 12, 2013. You must then present your proposal in person at the 2014 annual meeting.

If you want to present a proposal for consideration at the 2014 annual meeting without including your proposal in the proxy statement, you must deliver a written notice (containing the information required by Olin's Bylaws) to the Secretary at Olin Corporation, 190 Carondelet Plaza, Suite 1530, Clayton, MO 63105 no later than January 24, 2014. You must also present your proposal in person at the 2014 annual meeting.

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*How can I directly nominate a director for election to the board at the 2014 annual meeting?*

According to Olin's Bylaws, if you are a shareholder you may directly nominate an individual for election to the board if you deliver a written notice of the nomination to Olin's Secretary no later than January 24, 2014. Your notice must include:

- your name and address;
- the name and address of the person you are nominating;
- a statement that you are entitled to vote at the annual meeting (stating the number of shares you hold of record) and intend to appear at the annual meeting in person, or by proxy, to make the nomination;
- a description of arrangements or understandings between you and others (and naming any such other persons), if any, pursuant to which you are making the nomination;
- such other information about the nominee as would be required in a proxy statement filed under the Securities and Exchange Commission (SEC) proxy rules; and
- the written consent of the nominee to actually serve as a director, if elected.

Although a shareholder may directly nominate an individual for election as a director, the board is not required to include such nominee in the proxy statement.

*How can I recommend a director for the slate of candidates to be nominated by Olin's board for election at the 2014 annual meeting?*

In addition to directly nominating an individual for election to the board as discussed above, you can suggest that our directors and corporate governance committee consider a person for inclusion in the slate of candidates to be proposed by the board for election at the 2014 annual meeting. You can recommend a person by delivering written notice to Olin's board no later than October 13, 2013. The notice must include the information described under the heading "What is Olin's director nomination process?" on page 17, and must be sent to the address indicated under that heading. As noted above, the board is not required to include such nominee in the proxy statement.

*How can I obtain shareholder information?*

Shareholders may contact Wells Fargo Shareowner Services, our registrar and transfer agent, who also manages our Automatic Dividend Reinvestment Plan at:

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Wells Fargo Shareowner Services

PO Box 64874

St. Paul, MN 55164-0854

Telephone: (800) 468-9716

Internet: [www.shareowneronline.com](http://www.shareowneronline.com), click on [contact us](#)

Shareholders can sign up for online account access through Wells Fargo Shareowner Services for fast, easy and secure access 24 hours a day, 7 days a week for future proxy materials, investment plan statements, tax documents and more. To sign up log on to [www.shareowneronline.com](http://www.shareowneronline.com) where step-by-step instructions will prompt you through enrollment or you may call (800) 468-9716 for customer service.

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Except as listed below, to our knowledge, no person beneficially owned more than five percent of our common stock as of February 28, 2013.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
BlackRock, Inc. 40 East 52 <sup>nd</sup> Street New York, NY 10022	12,300,817(a)	15.4
State Street Corporation State Street Financial Center One Lincoln Street Boston, MA 02111	6,471,262(b)	8.1
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	4,366,618(c)	5.5

- (a) Based on Amendment No. 3 to a Schedule 13G filing by BlackRock, Inc. dated January 11, 2013, as of December 31, 2012, BlackRock, Inc. had sole voting and dispositive power for all such shares.
- (b) Based on a Schedule 13G filing dated February 12, 2013, as of December 31, 2012, State Street Corporation had shared voting and dispositive power with respect to all such shares, and State Street Bank and Trust Company (acting in various capacities) had shared voting and dispositive power with respect to 6,038,088 of such shares. All such shares are beneficially owned by State Street Corporation and its direct and indirect subsidiaries in their various fiduciary and other capacities, including approximately 4.4% of the shares of our outstanding stock held in the Olin Corporation Contributing Employee Ownership Plan (CEOP) as of December 31, 2012.
- (c) Based on a Schedule 13G filing dated February 13, 2013, as of December 31, 2012, The Vanguard Group held sole voting power over 116,570 shares, sole dispositive power over 4,254,448 shares, and shared dispositive power over 112,170 shares. The Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, is the beneficial owner of 112,170 shares as a result of its serving as investment manager of collective trust accounts, and Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, is the beneficial owner of 4,400 shares as a result of its serving as an investment manager of Australian investment offerings.

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**ITEM 1 PROPOSAL FOR THE ELECTION OF DIRECTORS**

*Who are the individuals nominated by the board to serve as directors?*

The board of directors is divided into three classes. Each class has a term of office for three years, and the term of each class ends in a different year. The board has nominated Messrs. Bunch, Larrimore