
**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): September 21, 2016

Air Products and Chemicals, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-4534
(Commission
File Number)

23-1274455
(I.R.S. Employer
Identification No.)

**7201 Hamilton Boulevard,
Allentown, Pennsylvania**
(Address of Principal Executive Offices)

18195-1501
(Zip Code)

(610) 481-4911
Registrant's telephone number, including area code

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

On September 21, 2016, Versum Materials, Inc. (“Versum”), a wholly-owned subsidiary of Air Products and Chemicals, Inc. (“Air Products”), issued a press release announcing the pricing of the previously announced offering under Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”), of \$425 million aggregate principal amount of 5.50% senior notes due 2024 (the “Notes”). The Notes will be sold at a price equal to 100.00% of their principal amount. In connection with the pricing of the Notes, Versum and the guarantors party thereto (the “Guarantors”), entered into an offering agreement, dated as of September 21, 2016 (the “Offering Agreement”), with the selling securityholders named therein and certain representatives of the initial purchasers named therein. The Offering Agreement contains customary representations, warranties and agreements by Versum and the Guarantors. The offering is expected to close on September 30, 2016, subject to the expected consummation of the previously announced Air Products’ proposed pro rata distribution of Versum common stock to its stockholders and other customary closing conditions.

The Notes and the related guarantees have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), and will not be offered or sold absent registration or an applicable exemption from registration requirements.

A copy of the Versum press release is furnished herewith as Exhibit 99.1. The information contained in Item 7.01, including Exhibit 99.1, of this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and it will not be incorporated by reference into any registration statement or other document filed by the Registrant under the Securities Act or the Exchange Act except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

99.1 Press Release, dated September 21, 2016*

* Furnished herewith.

SIGNATURE

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.

Air Products and Chemicals, Inc.

By: /s/ Mary T. Afflerbach

Name: Mary T. Afflerbach

Title: Corporate Secretary and Chief Governance Officer

Date: September 21, 2016

EXHIBIT INDEX

**Exhibit
No.**
99.1

Description of Exhibit

Press Release dated September 21, 2016



News Release

Air Products and Chemicals, Inc.
7201 Hamilton Boulevard, Allentown, PA 18195-1501
www.airproducts.com

Air Products' Electronic Materials Division Spin-off Company, Versum Materials, Announces Pricing of Senior Notes Offering

LEHIGH VALLEY, Pa. (September 21, 2016) – Versum Materials, Inc. (“Versum”), the planned Electronic Materials Division spin-off company from Air Products (NYSE:APD), today announced the pricing of an offering of \$425 million aggregate principal amount of 5.50% senior notes due 2024 (the “Notes”) at par.

The Notes are being issued in anticipation of Air Products' proposed pro rata distribution of Versum common stock to its stockholders (the “Separation”), and Versum's expected distribution of the Notes and approximately \$550 million in cash to Air Products prior to the Separation, as more fully described in Versum's amended Registration Statement on Form 10 filed by Versum with the Securities and Exchange Commission on September 12, 2016.

The Notes offering is expected to close on September 30, 2016, subject to the expected consummation of the Separation and other customary closing conditions.

The Notes will be guaranteed on an unsecured senior basis by each of Versum's subsidiaries that is a guarantor under its senior credit facilities. The Notes will be effectively subordinated to all of Versum's existing and future senior secured debt, including its senior credit facilities, to the extent of the value of the assets securing such debt.

The Notes and the related guarantees will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities law, and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act and applicable state securities laws. The Notes will be offered only to persons reasonably believed to be qualified institutional buyers under Rule 144A under the Securities Act and to non-U.S. persons in compliance with Regulation S under the Securities Act. This press release does not constitute an offer to sell any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer or sale would be unlawful.

About Versum Materials

With \$1 billion in sales in fiscal 2015, Versum Materials has approximately 1,900 employees, and 14 manufacturing and six research and development facilities in the Americas and Asia. Versum Materials is comprised of two primary business segments, Materials (74% of fiscal 2015 revenues) and Delivery Systems and Services (26% of fiscal 2015 revenues). It participates in six of seven key semiconductor process steps, supplying high purity specialty process gases, cleaners and etchants, slurries, organosilanes and organometallics deposition films, and equipment.

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About Air Products

Air Products (NYSE:APD) is a world-leading Industrial Gases company celebrating 75 years of operation. The company's core Industrial Gases business provides atmospheric and process gases and related equipment to manufacturing markets, including refining and petrochemical, metals, electronics, and food and beverage. Air Products is also the world's leading supplier of liquefied natural gas process technology and equipment. The company's Materials Technologies business serves the semiconductor, polyurethanes, cleaning and coatings, and adhesives industries.

The company had fiscal 2015 sales of \$9.9 billion and has a current market capitalization of more than \$30 billion. Approximately 19,000 employees in 50 countries strive to make Air Products the world's safest and best performing Industrial Gases company, providing sustainable offerings and excellent service to all customers. For more information, visit www.airproducts.com.

Note: This news release contains "forward-looking statements," including statements about the plans of Air Products and Versum for completion of the spin-off and the related Notes offering, the expected benefits of the spin-off, the tax free nature of the spin-off, the prospects for the independent companies following the spin-off and the timing of the spin-off transaction and related Notes offering. These forward-looking statements are based on management's reasonable expectations and assumptions as of the date of this release. Actual results may differ materially from the expectations expressed in the forward-looking statements because of many factors not anticipated by management, including, without limitation, Air Products' ability to obtain or delays in obtaining regulatory approvals, Air Products' decision not to consummate or decision to delay the spin-off or the related Notes offering due to market, economic or other events; the companies' ability to fully realize the anticipated benefits of the spin-off; negative effects of the announcement or the consummation of the proposed spin-off on the market price of Air Products' common stock; significant transaction costs and or unknown liabilities; general economic and business conditions that affect the companies in connection with the proposed spin-off; changes in capital market conditions; future opportunities that Air Products' board may determine present greater potential to increase shareholder value, the ability of the companies to operate independently following the spin-off; and other risk factors described in Versum's amended Registration Statement on Form 10. Both Air Products and Versum disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this document to reflect any change in assumptions, beliefs or expectations or any change in events, conditions, or circumstances upon which any such forward-looking statements are based.

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