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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 10-Q**

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2016

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-5667

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**Cabot Corporation**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

04-2271897  
(I.R.S. Employer  
Identification No.)

Two Seaport Lane  
Boston, Massachusetts  
(Address of principal executive offices)

02210-2019  
(Zip Code)

Registrant's telephone number, including area code: (617) 345-0100

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date.

**As of August 1, 2016 the Company had 62,377,934 shares of Common Stock, par value \$1.00 per share, outstanding.**

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CABOT CORPORATION

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Part I. Financial Information

Item 1. Financial Statements

**CABOT CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**UNAUDITED**

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(In millions, except per share amounts)			
Net sales and other operating revenues	\$ 621	\$ 694	\$ 1,792	\$ 2,200
Cost of sales	461	544	1,383	1,754
Gross profit	160	150	409	446
Selling and administrative expenses	64	67	197	216
Research and technical expenses	13	15	40	44
Purification Solutions long-lived assets impairment charge (Note B)	—	209	—	209
Purification Solutions goodwill impairment charge (Note B)	—	353	—	353
Income (loss) from operations	83	(494)	172	(376)
Interest and dividend income	1	1	4	3
Interest expense	(13)	(13)	(40)	(40)
Other income (expense)	3	(3)	(8)	(6)
Income (loss) from continuing operations before income taxes and equity in earnings of affiliated companies	74	(509)	128	(419)
(Provision) benefit for income taxes	(15)	64	(21)	47
Equity in earnings of affiliated companies, net of tax	1	1	2	4
Income (loss) from continuing operations	60	(444)	109	(368)
Income from discontinued operations, net of tax	—	1	—	1
Net income (loss)	60	(443)	109	(367)
Net income attributable to noncontrolling interests, net of tax	4	2	12	7
Net income (loss) attributable to Cabot Corporation	56	(445)	97	(374)
Weighted-average common shares outstanding:				
Basic	62.4	63.3	62.4	63.7
Diluted	62.9	63.3	62.9	63.7
Income (loss) per common share:				
Basic:				
Income (loss) from continuing operations attributable to Cabot Corporation	\$ 0.90	\$ (7.05)	\$ 1.55	\$ (5.89)
Income from discontinued operations	—	0.01	—	0.01
Net income (loss) attributable to Cabot Corporation	\$ 0.90	\$ (7.04)	\$ 1.55	\$ (5.88)
Diluted:				
Income (loss) from continuing operations attributable to Cabot Corporation	\$ 0.88	\$ (7.05)	\$ 1.53	\$ (5.89)
Income from discontinued operations	—	0.01	—	0.01
Net income (loss) attributable to Cabot Corporation	\$ 0.88	\$ (7.04)	\$ 1.53	\$ (5.88)
Dividends per common share	\$ 0.30	\$ 0.22	\$ 0.74	\$ 0.66

The accompanying notes are an integral part of these consolidated financial statements.

**CABOT CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**UNAUDITED**

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(In millions)			
Net income (loss)	\$ 60	\$ (443)	\$ 109	\$ (367)
Other comprehensive income (loss), net of tax				
Foreign currency translation adjustment (net of tax benefit of \$-, \$-, \$- and \$1)	(13)	18	5	(216)
Pension and other postretirement benefit liability adjustments				
Pension and other postretirement benefit liability adjustments arising during the period, net of tax	—	—	(1)	21
Amortization of net loss and prior service credit included in net periodic pension cost, net of tax	(1)	—	—	1
Other comprehensive (loss) income	(14)	18	4	(194)
Comprehensive income (loss)	46	(425)	113	(561)
Net income attributable to noncontrolling interests	4	2	12	7
Noncontrolling interests foreign currency translation adjustment, net of tax	(3)	—	(5)	(3)
Comprehensive income attributable to noncontrolling interests, net of tax	1	2	7	4
Comprehensive income (loss) attributable to Cabot Corporation	<u>\$ 45</u>	<u>\$ (427)</u>	<u>\$ 106</u>	<u>\$ (565)</u>

The accompanying notes are an integral part of these consolidated financial statements.

**CABOT CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
**ASSETS**  
**UNAUDITED**

	June 30, 2016	September 30, 2015
(In millions)		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 222	\$ 77
Accounts and notes receivable, net of reserve for doubtful accounts of \$8 and \$7	434	477
<b>Inventories:</b>		
Raw materials	67	69
Work in process	3	1
Finished goods	223	287
Other	37	40
Total inventories	330	397
Prepaid expenses and other current assets	44	54
Deferred income taxes	49	43
Total current assets	1,079	1,048
Property, plant and equipment, net	1,297	1,383
Goodwill	152	154
Equity affiliates	55	57
Intangible assets, net	142	153
Assets held for rent	95	86
Deferred income taxes	172	152
Other assets	41	42
Total assets	\$ 3,033	\$ 3,075

The accompanying notes are an integral part of these consolidated financial statements.

**CABOT CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
**LIABILITIES AND STOCKHOLDERS' EQUITY**  
**UNAUDITED**

	June 30, 2016	September 30, 2015
	(In millions, except share and per share amounts)	
Current liabilities:		
Notes payable	\$ 7	\$ 22
Accounts payable and accrued liabilities	332	389
Income taxes payable	20	28
Deferred income taxes	1	1
Current portion of long-term debt	301	1
Total current liabilities	<u>661</u>	<u>441</u>
Long-term debt	669	970
Deferred income taxes	67	59
Other liabilities	226	240
Redeemable preferred stock	27	27
Commitments and contingencies (Note G)		
Stockholders' equity:		
Preferred stock:		
Authorized: 2,000,000 shares of \$1 par value	—	—
Issued and Outstanding : None and none		
Common stock:		
Authorized: 200,000,000 shares of \$1 par value		
Issued: 62,530,702 and 62,704,966 shares		
Outstanding: 62,288,963 and 62,458,396 shares	63	63
Less cost of 241,739 and 246,570 shares of common treasury stock	(8)	(8)
Additional paid-in capital	—	—
Retained earnings	1,523	1,478
Accumulated other comprehensive loss	(290)	(299)
Total Cabot Corporation stockholders' equity	<u>1,288</u>	<u>1,234</u>
Noncontrolling interests	95	104
Total stockholders' equity	<u>1,383</u>	<u>1,338</u>
Total liabilities and stockholders' equity	<u>\$ 3,033</u>	<u>\$ 3,075</u>

The accompanying notes are an integral part of these consolidated financial statements.

**CABOT CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**UNAUDITED**

	Nine Months Ended June 30,	
	2016	2015
<b>Cash Flows from Operating Activities:</b>		
Net income (loss)	\$ 109	\$ (367)
Adjustments to reconcile net income (loss) to cash provided by operating activities:		
Depreciation and amortization	122	140
Long-lived asset impairment charge	23	209
Goodwill impairment charge	—	353
Deferred tax benefit	(13)	(75)
Employee benefit plan settlement	—	18
Equity in net income of affiliated companies	(2)	(4)
Non-cash compensation	13	9
Other non-cash expense (income)	3	(3)
Changes in assets and liabilities:		
Accounts and notes receivable	42	80
Inventories	61	33
Prepaid expenses and other current assets	9	4
Accounts payable and accrued liabilities	(56)	(84)
Income taxes payable	(10)	(22)
Other liabilities	(16)	(27)
Cash dividends received from equity affiliates	8	10
Other	2	4
Cash provided by operating activities	<u>\$ 295</u>	<u>\$ 278</u>
<b>Cash Flows from Investing Activities:</b>		
Additions to property, plant and equipment	(80)	(103)
Proceeds from the sale of land	16	—
Change in assets held for rent	(6)	(8)
Cash used in investing activities	<u>\$ (70)</u>	<u>\$ (111)</u>
<b>Cash Flows from Financing Activities:</b>		
Repayments under financing arrangements	(3)	(4)
Increase in notes payable, net	—	1
(Repayments of) proceeds from issuance of commercial paper, net	(11)	111
Repayments of long-term debt	(1)	(57)
Purchases of common stock	(27)	(85)
Proceeds from sales of common stock	8	6
Cash dividends paid to noncontrolling interests	(16)	(16)
Cash dividends paid to common stockholders	(47)	(42)
Cash used in financing activities	<u>\$ (97)</u>	<u>\$ (86)</u>
Effects of exchange rate changes on cash	17	(64)
Increase in cash and cash equivalents	145	17
Cash and cash equivalents at beginning of period	77	67
Cash and cash equivalents at end of period	<u>\$ 222</u>	<u>\$ 84</u>

The accompanying notes are an integral part of these consolidated financial statements.

**CABOT CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**June 30, 2016**  
**UNAUDITED**

**A. Basis of Presentation**

The consolidated financial statements include the accounts of Cabot Corporation (“Cabot” or the “Company”) and its wholly owned subsidiaries and majority-owned and controlled U.S. and non-U.S. subsidiaries. Additionally, Cabot considers consolidation of entities over which control is achieved through means other than voting rights. Intercompany transactions have been eliminated in consolidation.

The unaudited consolidated financial statements have been prepared in accordance with the requirements of Form 10-Q and consequently do not include all disclosures required by Form 10-K. Additional information may be obtained by referring to Cabot’s Annual Report on Form 10-K for the fiscal year ended September 30, 2015 (“2015 10-K”).

The financial information submitted herewith is unaudited and reflects all adjustments which are, in the opinion of management, necessary to provide a fair statement of the results for the interim periods ended June 30, 2016 and 2015. All such adjustments are of a normal recurring nature. The results for interim periods are not necessarily indicative of the results to be expected for the fiscal year.

**B. Significant Accounting Policies**

***Revenue Recognition and Accounts Receivable***

Cabot recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price is fixed or determinable and collectability is reasonably assured. Cabot generally is able to ensure that products meet customer specifications prior to shipment. If the Company is unable to determine that the product has met the specified objective criteria prior to shipment or if title has not transferred because of sales terms, the revenue is considered “unearned” and is deferred until the revenue recognition criteria are met.

Shipping and handling charges related to sales transactions are recorded as sales revenue when billed to customers or included in the sales price. Taxes collected on sales to customers are excluded from revenues.

The following table shows the relative size of the revenue recognized in each of the Company’s reportable segments.

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Reinforcement Materials	46%	52%	48%	55%
Performance Chemicals	38%	35%	38%	33%
Purification Solutions	13%	11%	12%	10%
Specialty Fluids	3%	2%	2%	2%

Cabot derives the substantial majority of its revenues from the sale of products in the Reinforcement Materials, Performance Chemicals, and Purification Solutions segments. Revenue from these products is typically recognized when the product is shipped and title and risk of loss have passed to the customer. The Company offers certain of its customers cash discounts and volume rebates as sales incentives. The discounts and volume rebates are recorded as a reduction in sales at the time revenue is recognized and are estimated based on historical experience and contractual obligations. Cabot periodically reviews the assumptions underlying its estimates of discounts and volume rebates and adjusts its revenues accordingly.

For major activated carbon injection systems projects in Purification Solutions, revenue is recognized using the percentage-of-completion method.

Revenue in Specialty Fluids arises primarily from the rental of cesium formate. This revenue is recognized throughout the rental period based on the contracted rental terms. Customers are also billed and revenue is recognized, typically at the end of the job, for cesium formate product that is not returned. The Company also generates revenues from cesium formate sold outside of a rental process and revenue is recognized upon delivery of the fluid.

Cabot maintains allowances for doubtful accounts based on an assessment of the collectability of specific customer accounts, the aging of accounts receivable and other economic information on both a historical and prospective basis. Customer account balances are charged against the allowance when it is probable the receivable will not be recovered. There were no material changes in the allowance for any of the years presented. There is no material off-balance sheet credit exposure related to customer receivable balances.

### ***Intangible Assets and Goodwill Impairment***

The Company records tangible and intangible assets acquired and liabilities assumed in business combinations under the acquisition method of accounting. Amounts paid for an acquisition are allocated to the assets acquired and liabilities assumed based on their fair values at the date of acquisition. Goodwill is comprised of the purchase price of business acquisitions in excess of the fair value assigned to the net tangible and identifiable intangible assets acquired. Goodwill is not amortized, but is reviewed for impairment annually as of May 31, or when events or changes in the business environment indicate that the carrying value of the reporting unit may exceed its fair value. A reporting unit, for the purpose of the impairment test, is at or below the operating segment level, and constitutes a business for which discrete financial information is available and regularly reviewed by segment management. The reporting units with goodwill balances are Reinforcement Materials, Purification Solutions, and Fumed Metal Oxides. The separate businesses included within Performance Chemicals are considered separate reporting units. As such, the goodwill balance relative to Performance Chemicals is recorded in the Fumed Metal Oxides reporting unit.

For the purpose of the goodwill impairment test, the Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an initial qualitative assessment identifies that it is more likely than not that the carrying value of a reporting unit exceeds its estimated fair value, an additional quantitative evaluation is performed under the two-step impairment test. Alternatively, the Company may elect to proceed directly to the quantitative goodwill impairment test. If based on the quantitative evaluation the fair value of the reporting unit is less than its carrying amount, the Company performs an analysis of the fair value of all assets and liabilities of the reporting unit. If the implied fair value of the reporting unit's goodwill is determined to be less than its carrying amount, an impairment is recognized for the difference. The fair value of a reporting unit is based on discounted estimated future cash flows. The fair value is also benchmarked against a market approach using the guideline public companies method. The assumptions used to estimate fair value include management's best estimates of future growth rates, operating cash flows, capital expenditures and discount rates over an estimate of the remaining operating period at the reporting unit level. Should the fair value of any of the Company's reporting units decline below its carrying amount because of reduced operating performance, market declines, changes in the discount rate, or other conditions, charges for impairment may be necessary.

When the Company performed its annual goodwill impairment test in the third quarter of fiscal 2015, the fair value of the Purification Solutions reporting unit was less than its carrying amount and the Company recorded impairment charges as a result. A discussion of this assessment and the charges recorded is included under "Purification Solutions Goodwill and Long-Lived Assets Impairment Charges".

Based on the Company's most recent annual goodwill impairment test performed as of May 31, 2016, the fair values of the Reinforcement Materials and Fumed Metal Oxides reporting units were substantially in excess of their carrying values. The fair value of the Purification Solutions reporting unit exceeded its carrying amount by 9%. The future growth of the Purification Solutions reporting unit is dependent on achieving the expected volumes and margins, which are generally driven by the macroeconomic environment, environmental regulations, and global and regional competition, and are highly impacted by the activated carbon based mercury removal business. The expected demand for mercury removal products significantly depends upon: (1) the volumes of activated carbon used in coal-fired energy units for the removal of pollutants and the utilization of these units for electricity generation and (2) other factors, such as environmental laws and regulations, particularly those that require U.S. based coal-fired electric utilities to reduce the quantity of air pollutants they release, including mercury, to comply with the Mercury and Air Toxics Standards ("MATS") issued by the U.S. Environmental Protection Agency ("EPA") continuing to be in effect and enforced.

The Company uses assumptions and estimates in determining the fair value of assets acquired and liabilities assumed in a business combination. The determination of the fair value of intangible assets requires the use of significant judgment with regard to

assumptions used in the valuation model. The Company estimates the fair value of identifiable acquisition-related intangible assets principally based on projections of cash flows that will arise from these assets. The projected cash flows are discounted to determine the fair value of the assets at the dates of acquisition.

Definite-lived intangible assets, which are comprised of trademarks, customer relationships and developed technologies, are amortized over their estimated useful lives and are reviewed for impairment when indication of potential impairment exists, such as a significant reduction in cash flows associated with the assets. The Company recognized an impairment on intangible assets associated with the Purification Solutions business in the third fiscal quarter of 2015 and no events have been subsequently identified that would require an additional impairment evaluation.

#### **Long-lived Assets Impairment**

The Company's long-lived assets primarily include property, plant and equipment, intangible assets, long-term investments and assets held for rent. The carrying values of long-lived assets are reviewed for impairment whenever events or changes in business circumstances indicate that the carrying amount of an asset may not be recoverable.

To test for impairment of assets, the Company generally uses a probability-weighted estimate of the future undiscounted net cash flows of the assets over their remaining lives to determine if the value of the asset is recoverable. Long-lived assets are grouped with other assets and liabilities at the lowest level for which independent identifiable cash flows are determinable.

An asset impairment is recognized when the carrying value of the asset is not recoverable based on the analysis described above, in which case the asset is written down to its fair value. If the asset does not have a readily determinable market value, a discounted cash flow model may be used to determine the fair value of the asset. In circumstances when an asset does not have separate identifiable cash flows, an impairment charge is recorded when the Company no longer intends to use the asset.

#### **Purification Solutions Goodwill and Long-Lived Assets Impairment Charges**

During the third quarter of fiscal 2015 and as a result of the impairment tests performed on goodwill and long-lived assets of the Purification Solutions reporting unit, the Company recorded impairment charges and an associated tax benefit in the Consolidated Statements of Operations as follows:

	June 30, 2015 (Dollars in millions)	
Goodwill impairment charge	\$	353
Long-lived assets impairment charge		209
Provision (benefit) for income taxes		(80)
Impairment charges, after tax	\$	<u>482</u>

In determining the fair value of the Purification Solutions reporting unit, the Company used an income approach (a discounted cash flow analysis) which incorporated significant estimates and assumptions related to future periods, including the timing of MATS implementation and its legal enforcement, the anticipated size of the mercury removal industry, and growth rates and pricing assumptions of activated carbon, among others. In addition, an estimate of the reporting unit's weighted average cost of capital ("WACC") was used to discount future estimated cash flows to their present value. The WACC was based upon externally available data considering market participants' cost of equity and debt, optimal capital structure and risk factors specific to the Purification Solutions reporting unit. Based on these estimates and as part of step one of the annual impairment test, the Company determined that the estimated fair value of the Purification Solutions reporting unit was lower than the reporting unit's carrying value. As such, the reporting unit failed step one of the goodwill impairment test. The Company then proceeded to step two.

Step two of the goodwill impairment test requires the Company to perform a theoretical purchase price allocation for the reporting unit to determine the implied fair value of goodwill and to compare the implied fair value of goodwill to the recorded amount of goodwill. The estimate of fair value is complex and requires significant judgment. Accounting guidance provides that a company should recognize an estimated impairment charge to the extent that it determines that it is probable that an impairment loss has occurred and such impairment can be reasonably estimated. Based on its best estimate as of June 30, 2015, the Company recorded a pre-tax goodwill impairment charge of \$353 million. The Company completed the step two analysis in the fourth quarter of fiscal 2015, which resulted in recording a credit of \$1 million to the pre-tax goodwill impairment charge.

Based on the same factors leading to the goodwill impairment, the Company also considered whether the reporting unit's carrying values of definite-lived intangible assets and property, plant and equipment may not be recoverable or whether the carrying value of certain indefinite-lived intangible assets were impaired. The Company used the income approach to determine the fair value of the indefinite-lived intangible assets, which are the trademarks of Purification Solutions, and determined that the fair value of these intangible assets was lower than their carrying value. As such, an impairment loss was recorded in the amount of \$39 million. Subsequent to this impairment analysis, the Company concluded that such assets no longer had an indefinite life and began amortizing these assets over their estimated useful life. The Company also performed an impairment analysis to assess if definite-lived intangible assets and property, plant and equipment were recoverable based on the estimated undiscounted cash flows of the reporting unit, and determined that these cash flows were not sufficient to recover the carrying value of the long-lived assets over their remaining useful lives. Accordingly, an impairment charge was recorded based on the lower of the carrying amount or fair value of the long-lived assets. The Company used the income approach to determine the fair value of the definite-lived intangible assets and a combination of the cost and market approaches to fair value its property, plant and equipment. The Company recorded impairment charges of \$119 million and \$51 million, to its definite-lived intangible assets and property, plant and equipment, respectively, in the quarter ended June 30, 2015.

In connection with the long-lived assets impairment charges, the Company recorded a deferred tax benefit of \$80 million to its income tax provision.

In the Consolidated Statements of Operations for the quarter ended June 30, 2015, the Purification Solutions long-lived assets and goodwill impairment charges were separately presented below the subtotal for income from operations. These charges should have been included in the subtotal for income from operations. The Company has corrected the presentation of these charges in the accompanying Consolidated Statements of Operations. These charges were correctly presented in the Consolidated Statements of Operations for the year ended September 30, 2015.

### ***Property, Plant and Equipment***

Property, plant and equipment are recorded at cost. Depreciation of property, plant and equipment is calculated using the straight-line method over the estimated useful lives. The depreciable lives for buildings, machinery and equipment, and other fixed assets are twenty to twenty-five years, ten to twenty-five years, and three to twenty-five years, respectively. The cost and accumulated depreciation for property, plant and equipment sold, retired, or otherwise disposed of are removed from the Consolidated Balance Sheets and resulting gains or losses are included in earnings in the Consolidated Statements of Operations. Expenditures for repairs and maintenance are charged to expenses as incurred. Expenditures for major renewals and betterments, which significantly extend the useful lives of existing plant and equipment, are capitalized and depreciated.

### ***Income Tax in Interim Periods***

The Company records its tax provision or benefit on an interim basis using an estimated annual effective tax rate. This rate is applied to the current period ordinary income or loss to determine the income tax provision or benefit allocated to the interim period. Losses from jurisdictions for which no benefit can be recognized and the income tax effects of unusual or infrequent items are excluded from the estimated annual effective tax rate and are recognized in the impacted interim period.

Valuation allowances are provided against the future tax benefits that arise from the deferred tax assets in jurisdictions for which no benefit can be recognized. The estimated annual effective tax rate may be significantly impacted by nondeductible expenses and the Company's projected earnings mix by tax jurisdiction. Adjustments to the estimated annual effective income tax rate are recognized in the period when such estimates are revised.

### ***Inventory Valuation***

Inventories are stated at the lower of cost or market. The cost of all carbon black inventories in the U.S. is determined using the last-in, first-out ("LIFO") method. Had the Company used the first-in, first-out ("FIFO") method instead of the LIFO method for such inventories, the value of those inventories would have been \$28 million and \$30 million higher as of June 30, 2016 and September 30, 2015, respectively. The cost of Specialty Fluids inventories, which are classified as assets held for rent, is determined using the average cost method. The cost of other U.S. and non-U.S. inventories is determined using the first-in, first-out ("FIFO") method.

Cabot reviews inventory for both potential obsolescence and potential declines in anticipated selling prices. In this review, the Company makes assumptions about the future demand for and market value of the inventory, and based on these assumptions estimates the amount of any obsolete, unmarketable, slow moving, or overvalued inventory. Cabot writes down the value of these inventories by an amount equal to the difference between the cost of the inventory and its estimated net realizable value.

#### ***Pensions and Other Postretirement Benefits***

The Company recognizes the funded status of defined benefit pension and other postretirement benefit plans as an asset or liability. This amount is defined as the difference between the fair value of plan assets and the benefit obligation. The Company is required to recognize as a component of other comprehensive income, net of tax, the actuarial gains/losses and prior service costs/credits that arise but were not previously required to be recognized as components of net periodic benefit cost. Other comprehensive income is adjusted as these amounts are later recognized in income as components of net periodic benefit cost.

#### ***Accumulated Other Comprehensive (Loss) Income***

Accumulated other comprehensive (loss) income, which is included as a component of stockholders' equity, includes unrealized gains or losses on available-for-sale marketable securities and derivative instruments, currency translation adjustments in foreign subsidiaries, translation adjustments on foreign equity securities and minimum pension liability adjustments.

#### ***Recent Accounting Pronouncements***

In May 2014, the FASB issued a new standard, "Revenue from Contracts with Customers", which amends the existing accounting standards for revenue recognition. The standard requires entities to recognize revenue when they transfer promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to in exchange for those goods or services. This standard is applicable for fiscal years beginning after December 15, 2017 and for interim periods within those years and early adoption is permitted for the fiscal years beginning after December 15, 2016. The Company expects to adopt this standard on October 1, 2018. The Company is currently evaluating the impact the adoption of this standard may have on its consolidated financial statements.

In April 2015, the FASB issued a new standard simplifying the presentation of debt issuance costs by requiring debt issuance costs to be presented as a reduction of the corresponding debt liability. This will make the presentation of debt issuance costs consistent with the presentation of debt discounts or premiums. This standard is applicable for fiscal years beginning after December 15, 2015 and for interim periods within those years and early adoption is permitted. The Company expects to adopt this standard on October 1, 2016. The adoption of this standard is not expected to materially impact the Company's consolidated financial statements.

In November 2015, the FASB issued a new standard that amends the existing accounting standard for income taxes and simplifies the presentation of deferred income taxes. This will require that deferred income tax assets and liabilities be classified as noncurrent on the balance sheet. This standard is applicable for fiscal years beginning after December 15, 2016 and for interim periods within those years and early adoption is permitted. The Company is evaluating this standard and the timing of its adoption. The adoption of this standard is not expected to materially impact the Company's consolidated financial statements.

In February 2016, the FASB issued a new standard for the accounting for leases. This new standard requires lessees to recognize assets and liabilities for most leases, but recognize expenses on their income statements in a manner that is similar to the current accounting treatment for leases. The standard is applicable for fiscal years beginning after December 15, 2018 and for interim periods within those years and early adoption is permitted. The Company expects to adopt the standard on October 1, 2019. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

In March 2016, the FASB issued a new standard that amends the accounting standard for stock compensation by simplifying several aspects of the accounting for employee share-based payment transactions, including the related accounting for income taxes, forfeitures, and the withholding of shares to satisfy the employer's tax withholding requirements, as well as classification in the statements of cash flows. The new standard is effective for fiscal years beginning after December 15, 2016, including interim periods within those years and early adoption is permitted. The Company is evaluating this standard and the timing of its adoption. The adoption of this standard is not expected to materially impact the Company's consolidated financial statements.

### C. Employee Benefit Plans

Net periodic defined benefit pension and other postretirement benefit costs include the following:

	Three Months Ended June 30,							
	2016				2015			
	Pension Benefits				Postretirement Benefits			
	U.S.	Foreign	U.S.	Foreign	U.S.	Foreign	U.S.	Foreign
	(Dollars in millions)							
Service cost	\$ 1	\$ 2	\$ —	\$ 2	\$ —	\$ —	\$ —	\$ —
Interest cost	1	2	2	3	1	—	—	1
Expected return on plan assets	(2)	(3)	(3)	(4)	—	—	—	—
Amortization of prior service credit	—	—	—	—	(1)	—	(1)	—
Amortization of actuarial loss	—	—	—	1	—	—	—	—
Net periodic (credit) benefit cost	<u>\$ —</u>	<u>\$ 1</u>	<u>\$ (1)</u>	<u>\$ 2</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (1)</u>	<u>\$ 1</u>

  

	Nine Months Ended June 30,							
	2016				2015			
	Pension Benefits				Postretirement Benefits			
	U.S.	Foreign	U.S.	Foreign	U.S.	Foreign	U.S.	Foreign
	(Dollars in millions)							
Service cost	\$ 1	\$ 6	\$ —	\$ 7	\$ —	\$ —	\$ —	\$ —
Interest cost	4	6	5	9	1	—	1	1
Expected return on plan assets	(8)	(10)	(8)	(12)	—	—	—	—
Amortization of prior service credit	—	—	—	—	(3)	—	(2)	—
Amortization of actuarial loss	—	2	—	3	—	—	—	—
Settlement and curtailment cost (credit)	—	—	—	18	(1)	—	—	—
Net periodic (credit) benefit cost	<u>\$ (3)</u>	<u>\$ 4</u>	<u>\$ (3)</u>	<u>\$ 25</u>	<u>\$ (3)</u>	<u>\$ —</u>	<u>\$ (1)</u>	<u>\$ 1</u>

#### Settlement of employee benefit plan

Effective October 1, 2014, the Company transferred the defined benefit obligations and pension plan assets in one of its foreign defined benefit plans to a multi-employer plan. As a result of the transfer, a pre-tax charge of \$18 million was recorded in the nine months ended June 30, 2015 as reflected in Settlement costs in the table above. The pre-tax charge consists of \$27 million released from Accumulated other comprehensive (loss) income ("AOCI") and \$2 million of employer contributions at the time of the settlement, partially offset by an \$11 million release of the pension liability. The settlement charge was recorded primarily in Cost of sales in the Consolidated Statements of Operations.

### D. Goodwill and Intangible Assets

Cabot had goodwill balances of \$152 million and \$154 million at June 30, 2016 and September 30, 2015, respectively. The carrying amount of goodwill attributable to each reportable segment with goodwill balances and the changes in those balances during the nine month period ended June 30, 2016 are as follows:

	Reinforcement Materials	Performance Chemicals	Purification Solutions	Total
	(Dollars in millions)			
Balance at September 30, 2015	\$ 55	\$ 9	\$ 90	\$ 154
Foreign currency impact	(2)	—	—	(2)
Balance at June 30, 2016	<u>\$ 53</u>	<u>\$ 9</u>	<u>\$ 90</u>	<u>\$ 152</u>

The following table provides information regarding the Company's intangible assets:

	June 30, 2016			September 30, 2015		
	Gross Carrying Value	Accumulated Amortization	Net Intangible Assets	Gross Carrying Value	Accumulated Amortization	Net Intangible Assets
(Dollars in millions)						
Intangible assets with finite lives						
Developed technologies	\$ 47	\$ (3)	\$ 44	\$ 48	\$ (1)	\$ 47
Trademarks	16	(1)	15	16	—	16
Customer relationships	91	(8)	83	96	(6)	90
Total intangible assets	<u>\$ 154</u>	<u>\$ (12)</u>	<u>\$ 142</u>	<u>\$ 160</u>	<u>\$ (7)</u>	<u>\$ 153</u>

Intangible assets are amortized over their estimated useful lives, which range from fourteen to twenty-five years, with a weighted average amortization period of approximately nineteen years. Amortization expense for the three months ended June 30, 2016 and 2015 was \$1 million and \$3 million, respectively, and is included in Cost of sales and Selling and administrative expenses in the Consolidated Statements of Operations. Amortization expense for the nine months ended June 30, 2016 and 2015 was \$5 million and \$12 million, respectively, and is included in Cost of sales and Selling and administrative expenses in the Consolidated Statements of Operations. Total amortization expense is estimated to be approximately \$9 million each year for the next five fiscal years.

#### E. Stockholders' Equity

In fiscal 2007, the Board of Directors authorized Cabot to repurchase up to ten million shares of Cabot's common stock in the open market or in privately negotiated transactions. This authorization did not have a set expiration date. During the first nine months of fiscal 2015, Cabot repurchased 925,700 shares of its common stock under this authorization.

In January 2015, the Board of Directors authorized Cabot to repurchase up to five million shares of its common stock in the open market or in privately negotiated transactions and cancelled the previous authorization. Cabot has repurchased 1,875,676 shares of its common stock under this authorization. As of June 30, 2016, 3,124,324 shares remain available for repurchase under the current authorization. The Company retired the repurchased shares and recorded the excess of the purchase price over par value to additional paid-in capital until such amount was reduced to zero and then charged the remainder against retained earnings.

During the first nine months of fiscal 2016 and 2015, Cabot paid cash dividends in the aggregate amount of \$0.74 and \$0.66, respectively, per share of common stock, with a total cost of \$47 million and \$42 million, respectively.

#### Noncontrolling interest

The following table illustrates the noncontrolling interest activity for the periods presented:

	2016	2015
	(Dollars in millions)	
Balance at September 30	\$ 104	\$ 122
Net income attributable to noncontrolling interests	12	7
Noncontrolling interest foreign currency translation adjustment	(5)	(3)
Noncontrolling interest dividends declared	(16)	(22)
Balance at June 30	<u>\$ 95</u>	<u>\$ 104</u>

During the nine months ended June 30, 2016, \$16 million of dividends were declared to noncontrolling interests, all of which were paid in cash during that time. During the nine months ended June 30, 2015, \$22 million of dividends were declared to noncontrolling interests, \$16 million of which were paid during that time with the remaining \$6 million paid later in the fiscal year.

## F. Accumulated Other Comprehensive Loss

Comprehensive income combines net (loss) income and other comprehensive income items, which are reported as components of stockholders' equity in the accompanying Consolidated Balance Sheets.

Changes in each component of AOCI, net of tax, are as follows:

	Currency Translation Adjustment	Unrealized Gains on Investments	Pension and Other Postretirement Benefit Liability Adjustments	Total
(Dollars in millions)				
Balance at September 30, 2015, attributable to Cabot Corporation	\$ (239)	\$ 2	\$ (62)	\$ (299)
Other comprehensive loss before reclassifications	(47)	—	—	(47)
Amounts reclassified from accumulated other comprehensive loss	—	—	(1)	(1)
Net other comprehensive items	(286)	2	(63)	(347)
Less: Noncontrolling interest	(3)	—	—	(3)
Balance at December 31, 2015, attributable to Cabot Corporation	\$ (283)	\$ 2	\$ (63)	\$ (344)
Other comprehensive income before reclassifications	65	—	—	65
Amounts reclassified from accumulated other comprehensive loss	—	—	1	1
Net other comprehensive items	(218)	2	(62)	(278)
Less: Noncontrolling interest	1	—	—	1
Balance at March 31, 2016, attributable to Cabot Corporation	\$ (219)	\$ 2	\$ (62)	\$ (279)
Other comprehensive loss before reclassifications	(13)	—	—	(13)
Amounts reclassified from accumulated other comprehensive loss	—	—	(1)	(1)
Net other comprehensive items	(232)	2	(63)	(293)
Less: Noncontrolling interest	(3)	—	—	(3)
Balance at June 30, 2016, attributable to Cabot Corporation	\$ (229)	\$ 2	\$ (63)	\$ (290)

The amounts reclassified out of AOCI and into the Consolidated Statements of Operations in the three months and nine months ended June 30, 2016 and 2015 are as follows:

Affected Line Item in the Consolidated Statements of Operations	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
(Dollars in millions)				
<b>Pension and other postretirement benefit liability adjustment</b>				
Amortization of actuarial losses	\$ —	\$ 1	\$ 2	\$ 3
Amortization of prior service credit	(1)	(1)	(3)	(2)
Settlement and curtailment (credit) cost	—	—	(1)	27
Total before tax	(1)	—	(2)	28
Tax impact	—	—	1	(6)
Total after tax	\$ (1)	\$ —	\$ (1)	\$ 22

## G. Commitments and Contingencies

### Purchase Commitments

Cabot has entered into long-term purchase agreements primarily for the purchase of raw materials. Under certain of these agreements the quantity of material being purchased is fixed, but the price paid changes as market prices change. For those commitments, the amounts included in the table below are based on market prices at June 30, 2016.

	Payments Due by Fiscal Year						
	Remainder of Fiscal 2016	2017	2018	2019	2020	Thereafter	Total
	(Dollars in millions)						
Reinforcement Materials	\$ 40	\$ 134	\$ 125	\$ 122	\$ 86	\$ 1,260	\$ 1,767
Performance Chemicals	14	52	38	33	30	153	320
Purification Solutions	3	9	3	—	—	—	15
Total	<u>\$ 57</u>	<u>\$ 195</u>	<u>\$ 166</u>	<u>\$ 155</u>	<u>\$ 116</u>	<u>\$ 1,413</u>	<u>\$ 2,102</u>

### Guarantee Agreements

Cabot has provided certain indemnities pursuant to which it may be required to make payments to an indemnified party in connection with certain transactions and agreements. In connection with certain acquisitions and divestitures, Cabot has provided routine indemnities with respect to such matters as environmental, tax, insurance, product and employee liabilities. In connection with various other agreements, including service and supply agreements with customers, Cabot has provided indemnities for certain contingencies and routine warranties. Cabot is unable to estimate the maximum potential liability for these types of indemnities as a maximum obligation is not explicitly stated in most cases and the amounts, if any, are dependent upon the outcome of future contingent events, the nature and likelihood of which cannot be reasonably estimated. The duration of the indemnities vary, and in many cases are indefinite. Cabot has not recorded any liability for these indemnities in the consolidated financial statements, except as otherwise disclosed.

### Contingencies

Cabot is a defendant, or potentially responsible party, in various lawsuits and environmental proceedings wherein substantial amounts are claimed or at issue.

### Environmental Matters

As of June 30, 2016 and September 30, 2015, Cabot had \$14 million and \$16 million, respectively, reserved for environmental matters. These environmental matters mainly relate to former operations. These reserves represent Cabot's best estimates of the probable costs to be incurred at those sites where costs are reasonably estimable based on the Company's analysis of the extent of clean up required, alternative clean-up methods available, abilities of other responsible parties to contribute and its interpretation of laws and regulations applicable to each site. Cash payments related to these environmental matters were \$2 million and \$1 million in the first nine months of fiscal 2016 and 2015, respectively. Cabot reviews the adequacy of the reserves as circumstances change at individual sites and adjusts the reserves as appropriate. Almost all of Cabot's environmental issues relate to sites that are mature and have been investigated and studied and, in many cases, are subject to agreed upon remediation plans. However, depending on the results of future testing, changes in risk assessment practices, remediation techniques and regulatory requirements, newly discovered conditions, and other factors, it is reasonably possible that the Company could incur additional costs in excess of environmental reserves currently recorded. Management estimates, based on the latest available information, that any such future environmental remediation costs that are reasonably possible to be in excess of amounts already recorded would be immaterial to the Company's consolidated financial statements.

### Other Matters

#### Respirator Liabilities

Cabot has exposure in connection with a safety respiratory products business that a subsidiary acquired from American Optical Corporation ("AO") in an April 1990 asset purchase transaction. The subsidiary manufactured respirators under the AO brand and

disposed of that business in July 1995. In connection with its acquisition of the business, the subsidiary agreed, in certain circumstances, to assume a portion of AO's liabilities, including costs of legal fees together with amounts paid in settlements and judgments, allocable to AO respiratory products used prior to the 1990 purchase by the Cabot subsidiary. In exchange for the subsidiary's assumption of certain of AO's respirator liabilities, AO agreed to provide to the subsidiary the benefits of: (i) AO's insurance coverage for the period prior to the 1990 acquisition and (ii) a former owner's indemnity of AO holding it harmless from any liability allocable to AO respiratory products used prior to May 1982. As more fully described in the 2015 10-K, the respirator liabilities generally involve claims for personal injury, including asbestosis, silicosis and coal worker's pneumoconiosis, allegedly resulting from the use of respirators that are alleged to have been negligently designed and/or labeled. Neither Cabot, nor its past or present subsidiaries, at any time manufactured asbestos or asbestos-containing products. At no time did this respiratory product line represent a significant portion of the respirator market.

As of June 30, 2016 and September 30, 2015, there were approximately 37,000 and 38,000 claimants, respectively, in pending cases asserting claims against AO in connection with respiratory products. Cabot has a reserve to cover its expected share of liability for existing and future respirator liability claims. At June 30, 2016 and September 30, 2015, the reserve was \$8 million and \$11 million, respectively. Cash payments related to this liability were \$3 million in the first nine months of fiscal 2016 and \$2 million in the first nine months of fiscal 2015.

#### **Other**

The Company has various other lawsuits, claims and contingent liabilities arising in the ordinary course of its business and with respect to the Company's divested businesses. In the opinion of the Company, although final disposition of some or all of these other suits and claims may impact the Company's consolidated financial statements in a particular period, they are not expected, in the aggregate, to have a material adverse effect on the Company's consolidated financial statements.

### **H. Income Tax**

#### **Effective Tax Rate**

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Provision (benefit) for income taxes	\$ 15	\$ (64)	\$ 21	\$ (47)
Effective tax rate	21%	13%	17%	11%

During the three and nine months ended June 30, 2016, the Company recorded tax provisions of \$15 million and \$21 million, resulting in effective tax rates of 21% and 17%, respectively. These amounts included a net discrete tax expense of \$3 million and a net discrete tax benefit of \$2 million, respectively, for the three and nine months ended June 30, 2016. During the three and nine months ended June 30, 2015, the Company recorded tax benefits of \$64 million and \$47 million, resulting in an effective tax rate of 13% and 11%, respectively. These amounts included a net discrete tax expense of \$1 million and a net discrete tax benefit of \$7 million, respectively, for the three and nine months ended June 30, 2015.

#### **Uncertainties**

Cabot files U.S. federal and state and non-U.S. income tax returns in jurisdictions with varying statutes of limitations. The U.S. tax returns for fiscal 2013 through fiscal 2015 remain subject to examination by the United States Internal Revenue Service ("IRS") and various state tax returns for fiscal 2005 through fiscal 2015 remain subject to examination by the respective state tax authorities. In significant non-U.S. jurisdictions, various tax returns for fiscal 2004 through fiscal 2015 remain subject to examination by their respective tax authorities. Cabot's significant non-U.S. jurisdictions include China, France, Germany, Italy, Japan, and the Netherlands.

Certain Cabot subsidiaries are under audit in jurisdictions outside of the U.S. In addition, certain statutes of limitations are scheduled to expire in the near future. It is reasonably possible that a change in the unrecognized tax benefits may also occur within the next twelve months related to the settlement of one or more of these audits, however, an estimated range of the impact on the unrecognized tax benefits cannot be quantified at this time.

During the three and nine months ended June 30, 2016, Cabot released uncertain tax positions of less than \$1 million and \$3 million, respectively, due to the expirations of statutes of limitations in various jurisdictions. During the three and nine months ended June 30, 2015, Cabot released uncertain tax positions of less than \$1 million and \$13 million, respectively, due to the expirations of statutes of limitations in various jurisdictions.

## I. Earnings Per Share

The following tables summarize the components of the basic and diluted earnings per common share computations:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
(Dollars and shares in millions, except per share amounts)				
<b>Basic EPS:</b>				
Net income (loss) attributable to Cabot Corporation	\$ 56	\$ (445)	\$ 97	\$ (374)
Less: Dividends and dividend equivalents to participating securities	—	—	—	—
Less: Undistributed earnings allocated to participating securities <sup>(1)</sup>	—	—	—	—
Earnings (loss) allocated to common shareholders (numerator)	\$ 56	\$ (445)	\$ 97	\$ (374)
Weighted average common shares and participating securities outstanding	62.9	63.8	62.9	64.2
Less: Participating securities <sup>(1)</sup>	0.5	0.5	0.5	0.5
Adjusted weighted average common shares (denominator)	62.4	63.3	62.4	63.7
Amounts per share - basic:				
Income (loss) from continuing operations attributable to Cabot Corporation	\$ 0.90	\$ (7.05)	\$ 1.55	\$ (5.89)
Income from discontinued operations	—	0.01	—	0.01
Net income (loss) attributable to Cabot Corporation	\$ 0.90	\$ (7.04)	\$ 1.55	\$ (5.88)
<b>Diluted EPS:</b>				
Earnings (loss) allocated to common shareholders	\$ 56	\$ (445)	\$ 97	\$ (374)
Plus: Earnings allocated to participating securities	—	—	—	—
Less: Adjusted earnings allocated to participating securities <sup>(2)</sup>	—	—	(1)	—
Earnings (loss) allocated to common shareholders (numerator)	\$ 56	\$ (445)	\$ 96	\$ (374)
Adjusted weighted average common shares outstanding	62.4	63.3	62.4	63.7
Effect of dilutive securities:				
Common shares issuable <sup>(3)</sup>	0.5	—	0.5	—
Adjusted weighted average common shares (denominator)	62.9	63.3	62.9	63.7
Amounts per share - diluted:				
Income (loss) from continuing operations attributable to Cabot Corporation	\$ 0.88	\$ (7.05)	\$ 1.53	\$ (5.89)
Income from discontinued operations	—	0.01	—	0.01
Net income (loss) attributable to Cabot Corporation	\$ 0.88	\$ (7.04)	\$ 1.53	\$ (5.88)

(1) Participating securities consist of shares of unvested time-based restricted stock units.

Undistributed earnings are the earnings which remain after dividends declared during the period are assumed to be distributed to the common and participating shareholders. Undistributed earnings are allocated to common and participating shareholders on the same basis as dividend distributions. The calculation of undistributed earnings is as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
(Dollars in millions)				
<b>Calculation of undistributed earnings (loss):</b>				
Net income (loss) attributable to Cabot Corporation	\$ 56	\$ (445)	\$ 97	\$ (374)
Less: Dividends declared on common stock	19	14	47	42
Less: Dividends declared on participating securities	—	—	—	—
Undistributed earnings (loss)	<u>\$ 37</u>	<u>\$ (459)</u>	<u>\$ 50</u>	<u>\$ (416)</u>
<b>Allocation of undistributed earnings (loss):</b>				
Undistributed earnings (loss) allocated to common shareholders	\$ 37	\$ (459)	\$ 50	\$ (416)
Undistributed earnings (loss) allocated to participating shareholders	—	—	—	—
Undistributed earnings (loss)	<u>\$ 37</u>	<u>\$ (459)</u>	<u>\$ 50</u>	<u>\$ (416)</u>

- (2) Undistributed earnings are adjusted for the assumed distribution of dividends to the dilutive securities, which are described in (3) below, and then reallocated to participating securities.
- (3) Represents incremental shares of common stock from the (i) assumed exercise of stock options issued under Cabot's equity incentive plans; (ii) assumed issuance of shares to employees pursuant to the Company's Deferred Compensation and Supplemental Retirement Plan; and (iii) assumed issuance of shares under outstanding performance-based restricted stock unit awards issued under Cabot's equity incentive plans. For the three and nine months ended June 30, 2016, 338,854 and 726,589 incremental shares of common stock, respectively, were not included in the calculation of diluted earnings per share because the inclusion of these shares would have been antidilutive. For the three and nine months ended June 30, 2015, 492,172 and 508,991 incremental shares of common stock, respectively, were not included in the calculation of diluted earnings per share because the inclusion of these shares would have been antidilutive.

#### J. Restructuring

Cabot's restructuring activities were recorded in the Consolidated Statements of Operations as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
(Dollars in millions)				
Cost of sales	\$ 1	\$ 1	\$ 32	\$ 4
Selling and administrative expenses	1	1	8	10
Research and technical expenses	—	—	5	—
Total	<u>\$ 2</u>	<u>\$ 2</u>	<u>\$ 45</u>	<u>\$ 14</u>

Details of all restructuring activities and the related reserves during the three months ended June 30, 2016 are as follows:

	Severance and Employee Benefits	Environmental Remediation	Asset Sales	Asset Impairment and Accelerated Depreciation	Other	Total
(Dollars in millions)						
Reserve at March 31, 2016	\$ 11	\$ 2	\$ —	\$ —	\$ —	\$ 13
Charges	—	1	—	—	1	2
Costs charged against assets	—	—	—	—	—	—
Cash paid	(7)	(1)	—	—	(1)	(9)
Reserve at June 30, 2016	<u>\$ 4</u>	<u>\$ 2</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 6</u>

Details of all restructuring activities and the related reserves during the nine months ended June 30, 2016 are as follows:

	Severance and Employee Benefits	Environmental Remediation	Asset Sales	Asset Impairment and Accelerated Depreciation	Other	Total
(Dollars in millions)						
Reserve at September 30, 2015	\$ 5	\$ 2	\$ —	\$ —	\$ 2	\$ 9
Charges (credit)	26	1	(9)	23	4	45
Costs charged against assets	—	—	(7)	(23)	—	(30)
Cash (paid) received	(27)	(1)	16	—	(6)	(18)
Reserve at June 30, 2016	<u>\$ 4</u>	<u>\$ 2</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 6</u>

#### 2016 Plan

In October 2015, in response to challenging macroeconomic conditions, the Company announced its intention to restructure its operations subject to local consultation requirements and processes in certain locations. Cabot's plan has resulted in a reduction of approximately 300 positions across the Company's global locations. These actions are intended to result in a more competitive cost structure.

The Company has recorded pre-tax charges of approximately \$2 million for the three months ended June 30, 2016 and \$28 million for the first nine months of fiscal 2016 related to this plan. The Company expects to record less than \$1 million through the rest of fiscal 2016 and approximately \$1 million thereafter related to these actions. The charges recorded and anticipated are comprised of severance, employee benefits and other transition costs.

Cumulative net cash outlays related to these actions are expected to be approximately \$29 million, comprised of severance, employee benefits and other transition costs. Through June 30, 2016, the Company has made \$25 million in cash payments related to this plan and expects to make \$2 million in cash payments through the remainder of fiscal 2016 and \$2 million thereafter.

As of June 30, 2016, Cabot has \$3 million of accrued restructuring costs in the Consolidated Balance Sheet related to these actions, which is mainly comprised of accrued severance charges.

Additionally, in November 2015, Cabot announced that it had committed to closing its carbon black manufacturing facility in Merak, Indonesia. The decision to close this plant and to consolidate production in Asia using the Company's Cilegon, Indonesia and other Asian and global carbon black production sites to meet regional demand was driven by the financial performance at the Merak facility in the past several years. Manufacturing operations ceased at the end of January 2016 and approximately 50 employees were affected.

The Company has recorded pre-tax charges of less than \$1 million in the three months ended June 30, 2016, and approximately \$25 million in the first nine months of fiscal 2016 related to this closure, comprised of \$22 million of asset impairments and accelerated depreciation and \$3 million of severance and employee benefits.

Future anticipated site closure costs for the Merak facility, comprised mainly of site demolition, clearing and environmental remediation charges, and other miscellaneous costs, are expected to total less than \$1 million in the remainder of fiscal 2016 and approximately \$4 million in fiscal 2017.

Net cash outlays related to this closure are expected to be approximately \$7 million, comprised of \$4 million of site demolition, clearing and environmental remediation costs, \$3 million of severance payments, and less than \$1 million for other charges. Through June 30, 2016, the Company has made \$2 million in cash payments related to this plan, mainly for severance and other miscellaneous charges and expects to pay \$1 million through the remainder of fiscal 2016 mainly for severance and other charges, and expects to pay an additional \$4 million in fiscal 2017 mainly for site demolition, clearing and environmental remediation costs.

As of June 30, 2016, Cabot has approximately \$1 million of accrued severance costs in the Consolidated Balance Sheet related to the Merak facility closure.

Details of the 2016 restructuring activities, including the Merak facility closure, during the three and nine months ended June 30, 2016 are as follows:

	Severance and Employee Benefits	Asset Impairment and Accelerated Depreciation	Other	Total
(Dollars in millions)				
Reserve at September 30, 2015	\$ —	\$ —	\$ —	\$ —
Charges	25	22	1	48
Costs charged against liabilities / (assets)	1	(22)	—	(21)
Cash paid	(10)	—	(1)	(11)
Reserve at December 31, 2015	<u>\$ 16</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 16</u>
Charges	—	1	2	3
Costs charged against assets / liabilities	—	(1)	—	(1)
Cash paid	(7)	—	(2)	(9)
Reserve at March 31, 2016	<u>\$ 9</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 9</u>
Charges	1	—	1	2
Costs charged against liabilities / (assets)	—	—	—	—
Cash paid	(6)	—	(1)	(7)
Reserve at June 30, 2016	<u>\$ 4</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 4</u>

#### **Business Service Center Transition**

In January 2014, the Company announced its intention to open a new Europe, Middle East and Africa (“EMEA”) business service center in Riga, Latvia, and to close its Leuven, Belgium site, subject to the Belgian information and consultation process, which was successfully completed in June 2014. These actions were developed following an extensive evaluation of the Company’s business service capabilities in the EMEA region and a determination that the future EMEA business service center will enable the Company to provide the highest quality of service at the most competitive cost.

The actions related to the transition of the business service center have been completed and have resulted in total charges of approximately \$24 million, comprised of \$16 million of severance charges and \$8 million of other transition costs including training costs and redundant salaries. There were no charges related to this plan recorded in the first nine months of fiscal 2016 and \$5 million was recorded related to this plan in the first nine months of fiscal 2015 comprised of severance charges of \$1 million and \$4 million of other transition costs including training costs and redundant salaries.

Through June 30, 2016, the Company has made \$21 million in cash payments related to this plan, comprised of \$14 million of severance payments and \$7 million of other transition related costs, and expects to make cash payments of less than \$1 million, comprised mainly of severance, in the remainder of fiscal 2016. The difference between the initial accrual and subsequent cash payments was due to changes in foreign exchange rates.

As of June 30, 2016, Cabot has less than \$1 million of accrued severance charges in the Consolidated Balance Sheet related to this transaction.

#### ***Closure of Port Dickson, Malaysia Manufacturing Facility***

In April 2013, the Company announced that the Board of its carbon black joint venture, Cabot Malaysia Sdn. Bhd. ("CMSB"), decided to cease production at its Port Dickson, Malaysia facility. The facility ceased production in June 2013. The Company holds a 50.1 percent equity share in CMSB. The decision, which affected approximately 90 carbon black employees, was driven by the facility's manufacturing inefficiencies and raw materials costs.

Through June 30, 2016, the Company recorded cumulative net pre-tax restructuring charges related to this plan of \$19 million, comprised mainly of accelerated depreciation and asset write-offs of \$16 million, severance charges of \$2 million, site demolition, clearing and environmental remediation charges of \$2 million, and other closure related charges of \$1 million, partially offset by the gain from the sale of land of \$2 million in the first quarter of fiscal 2016. CMSB's net income or loss is attributable to Cabot Corporation and to the noncontrolling interest in the joint venture.

The Company has recorded a net pre-tax charge of less than \$1 million in both of the three month periods ended June 30, 2016 and 2015, and a net pre-tax gain of approximately \$1 million and a net pre-tax charge of less than \$1 million in the nine month periods ended June 30, 2016 and 2015, respectively. The portion of the charges that are allocable to the noncontrolling interest in CMSB (49.9%) are recorded within Net income attributable to noncontrolling interests, net of tax, in the Consolidated Statements of Operations. The majority of actions related to closure of the plant were completed in fiscal 2014.

Cumulative net cash received related to this plan is \$3 million, comprised of \$7 million received from the sale of land, partially offset by approximately \$2 million paid for severance, \$1 million paid for site demolition, clearing and environmental remediation, and \$1 million paid for other closure related charges.

CMSB expects to make cash payments of less than \$1 million during the remainder of fiscal 2016 and fiscal 2017 mainly for site demolition, clearing and environmental remediation costs.

As of June 30, 2016, Cabot has less than \$1 million of accrued restructuring costs in the Consolidated Balance Sheets related to this closure, which is mainly for accrued environmental charges.

#### ***Other Activities***

The Company has recorded other pre-tax restructuring charges of less than \$1 million and charges of \$1 million during the three month periods ended June 30, 2016 and 2015, respectively, and approximately \$1 million and \$6 million during the nine month periods ended June 30, 2016 and 2015, respectively. Fiscal 2016 activity is comprised mainly of accelerated depreciation and severance adjustments whereas fiscal 2015 charges are comprised of severance costs. No future charges related to these actions are expected.

As of June 30, 2016, Cabot has less than \$1 million of accrued severance and other closure related costs in the Consolidated Balance Sheets related to these activities which are expected to be paid through early fiscal 2017.

#### ***Previous Actions and Sites Pending Sale***

Beginning in fiscal 2009, the Company entered into several different restructuring plans which have been substantially completed, pending the sale of a former manufacturing site in Thane, India. The Company has incurred total cumulative pre-tax charges of approximately \$158 million related to these plans through June 30, 2016, comprised of \$67 million for severance charges, \$66 million for accelerated depreciation and asset impairments, \$10 million for environmental, demolition and site clearing costs, and \$23 million of other closure related charges, partially offset by gains on asset sales of \$8 million.

Pre-tax restructuring charges were less than \$1 million in the three month periods ended June 30, 2016 and 2015 related to these actions.

The net pre-tax restructuring gain related to these plans was \$7 million for the nine months ended June 30, 2016 driven by the sale of land, whereas charges of \$2 million were recorded during the nine months ended June 30, 2015. Since fiscal 2009, Cabot has

made net cash payments of \$79 million related to these plans comprised of \$63 million for severance payments, \$10 million for environmental, demolition and site clearing costs, and \$25 million for other closure related charges, partially offset by cash proceeds from asset sales of \$19 million. The Company expects to pay approximately \$2 million for environmental and other closure related costs in the remainder of fiscal 2016 and thereafter.

As of June 30, 2016, Cabot has approximately \$2 million of accrued environmental and other closure related costs in the Consolidated Balance Sheets related to these activities.

#### **K. Financial Instruments and Fair Value Measurements**

The FASB authoritative guidance on fair value measurements defines fair value, provides a framework for measuring fair value in generally accepted accounting principles, and requires certain disclosures about fair value measurements. The disclosures focus on the inputs used to measure fair value. The guidance establishes the following hierarchy for categorizing these inputs:

- Level 1 — Quoted market prices in active markets for identical assets or liabilities
- Level 2 — Significant other observable inputs (e.g., quoted prices for similar items in active markets, quoted prices for identical or similar items in markets that are not active, inputs other than quoted prices that are observable such as interest rate and yield curves, and market-corroborated inputs)
- Level 3 — Significant unobservable inputs

There were no transfers of financial assets or liabilities measured at fair value between Level 1 and Level 2 and there were no Level 3 investments during the first nine months of either fiscal 2016 or 2015.

At both June 30, 2016 and September 30, 2015, the fair value of Guaranteed investment contracts, included in Other assets on the Consolidated Balance Sheets, was \$12 million. Guaranteed investment contracts were classified as Level 2 instruments within the fair value hierarchy as the fair value determination was based on other observable inputs.

At June 30, 2016 and September 30, 2015, the fair values of cash and cash equivalents, accounts and notes receivable, accounts payable and accrued liabilities, and notes payable and variable rate debt approximated their carrying values due to the short-term nature of these instruments. The carrying value and fair value of the long-term fixed rate debt were \$0.96 billion and \$1.02 billion, respectively, as of both June 30, 2016 and September 30, 2015. The fair values of Cabot's fixed rate long-term debt and capital lease obligations are estimated based on comparable quoted market prices at the respective period ends. The carrying amounts of Cabot's floating rate long-term debt and capital lease obligations approximate their fair values. All such measurements are based on observable inputs and are classified as Level 2 within the fair value hierarchy. The valuation technique used is the discounted cash flow model.

#### **L. Derivatives**

##### ***Foreign Currency Risk Management***

Cabot's international operations are subject to certain risks, including currency exchange rate fluctuations and government actions. Cabot endeavors to match the currency in which its debt is issued to the currency of the Company's major, stable cash receipts. In some situations Cabot has issued debt denominated in U.S. dollars and then entered into cross currency swaps that exchange the dollar principal and interest payments into a currency where the Company expects long-term, stable cash receipts.

Additionally, the Company has foreign currency exposure arising from its net investments in foreign operations. Cabot, from time to time, enters into cross-currency swaps to mitigate the impact of currency rate changes on the Company's net investments.

The Company also has foreign currency exposure arising from the denomination of monetary assets and liabilities in foreign currencies other than the functional currency of a given subsidiary as well as the risk that currency fluctuations could affect the dollar value of future cash flows generated in foreign currencies. Accordingly, Cabot uses short-term forward contracts to minimize the exposure to foreign currency risk. In certain situations where the Company has forecasted purchases under a long-term commitment or forecasted sales denominated in a foreign currency, Cabot may enter into appropriate financial instruments in accordance with the Company's risk management policy to hedge future cash flow exposures.

The following table provides details of the derivatives held as of June 30, 2016 and September 30, 2015 to manage foreign currency risk.

<u>Description</u>	<u>Borrowing</u>	<u>Notional Amount, net</u>		<u>Hedge Designation</u>
		<u>June 30, 2016</u>	<u>September 30, 2015</u>	
Forward Foreign Currency Contracts (1)	N/A	USD 4 million	USD 2 million	No designation

(1) Cabot's forward foreign exchange contracts are denominated primarily in the British pound sterling, Czech koruna, and Indonesian rupiah.

#### ***Accounting for Derivative Instruments and Hedging Activities***

The Company determines the fair value of financial instruments using quoted market prices whenever available. When quoted market prices are not available for various types of financial instruments (such as forwards, options and swaps), the Company uses standard models with market-based inputs, which take into account the present value of estimated future cash flows and the ability of the financial counterparty to perform. For interest rate and cross-currency swaps, the significant inputs to these models are interest rate curves for discounting future cash flows. For forward foreign currency contracts, the significant inputs are interest rate curves for discounting future cash flows, and exchange rate curves of the foreign currency for translating future cash flows.

#### *Cash Flow Hedge*

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is recorded in Accumulated other comprehensive (loss) income and reclassified to earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current period earnings.

#### *Derivative Instruments*

From time to time, the Company may enter into certain derivative instruments that may not be designated as hedges for accounting purposes, which include cross currency swaps, foreign currency forward contracts and commodity derivatives. For cross currency swaps and foreign currency forward contracts not designated as hedges, the Company uses standard models with market-based inputs. The significant inputs to these models are interest rate curves for discounting future cash flows, and exchange rate curves of the foreign currency for translating future cash flows. In determining the fair value of the commodity derivatives, the significant inputs to valuation models are quoted market prices of similar instruments in active markets. Although these derivatives do not qualify for hedge accounting, Cabot believes that such instruments are closely correlated with the underlying exposure, thus managing the associated risk. The gains or losses from changes in the fair value of derivative instruments that are not accounted for as hedges are recognized in current period earnings.

As of both June 30, 2016 and September 30, 2015, the fair value of derivative instruments were immaterial and were presented in Prepaid expenses and other current assets and Accounts payable and accrued liabilities on the Consolidated Balance Sheets.

#### **M. Venezuela**

Cabot owns 49% of an operating carbon black affiliate in Venezuela, which is accounted for as an equity affiliate, through wholly-owned subsidiaries that carry the investment and receive its dividends. As of June 30, 2016, these subsidiaries carried the operating affiliate investment of \$13 million and held 15 million bolivars (less than \$1 million) in cash.

During the nine month periods ended June 30, 2016 and 2015, the Company received dividends in the amounts of \$2 million and \$5 million, respectively, which were paid in U.S. dollars.

A significant portion of the Company's operating affiliate's sales are exports denominated in U.S. dollars. The Venezuelan government mandates that a certain percentage of the dollars collected from these sales be converted into bolivars. As of June 30, 2016, the exchange rate that was made available to the Company when converting these dollars to bolivars was 626 bolivars to the U.S. dollar as compared to 270 bolivars to the U.S. dollar as of March 31, 2016. The operating affiliate and the Company's wholly-

owned subsidiaries remeasured their bolivar denominated monetary accounts to reflect the current rate. The impact of the exchange rate devaluation on the operating affiliate and the Company's wholly-owned subsidiaries' results was a net gain of less than \$1 million during both the three months ended and the nine months ended June 30, 2016.

The operating entity has generally been profitable. The Company continues to closely monitor developments in Venezuela and their potential impact on the recoverability of its equity affiliate investment. Any future change in the exchange rate made available to the Company or opening of additional parallel markets could cause the Company to change the exchange rate it uses and result in gains or losses on the bolivar denominated assets held by its operating affiliate and wholly-owned subsidiaries.

#### N. Financial Information by Segment

The Company identifies a business as an operating segment if: i) it engages in business activities from which it may earn revenues and incur expenses; ii) its operating results are regularly reviewed by the Chief Operating Decision Maker ("CODM") to make decisions about resources to be allocated to the segment and assess its performance; and iii) it has available discrete financial information. The Company has determined that all of its businesses are operating segments. The CODM reviews financial information at the operating segment level to allocate resources and to assess the operating results and financial performance for each operating segment. Operating segments are aggregated into a reportable segment if the operating segments are determined to have similar economic characteristics and if the operating segments are similar in the following areas: i) nature of products and services; ii) nature of production processes; iii) type or class of customer for their products and services; iv) methods used to distribute the products or provide services; and v) if applicable, the nature of the regulatory environment.

The Company has four reportable segments: Reinforcement Materials, Performance Chemicals, Purification Solutions and Specialty Fluids.

The Reinforcement Materials segment represents the rubber blacks and elastomer composites product lines.

Performance Chemicals is comprised of two businesses: (i) our Specialty Carbons and Formulations business, which manufactures and sells specialty grades of carbon black, specialty compounds and inkjet colorants, and (ii) our Metal Oxides business, which manufactures and sells fumed silica, fumed alumina and dispersions thereof and aerogel. The net sales from each of these businesses for the three and nine months ended June 30, 2016 and 2015 are as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)			
Specialty Carbons and Formulations	\$ 152	\$ 159	\$ 437	\$ 478
Metal Oxides	76	75	214	222
Total Performance Chemicals	<u>\$ 228</u>	<u>\$ 234</u>	<u>\$ 651</u>	<u>\$ 700</u>

The Purification Solutions segment represents the Company's activated carbon business and the Specialty Fluids segment includes cesium formate oil and gas drilling fluids and high-purity fine cesium chemicals product lines.

Reportable segment income (loss) before interest and taxes ("Segment EBIT") is presented for each reportable segment in the financial information by reportable segment table below on the line entitled Income (loss) from continuing operations before taxes. Certain items are items that management does not consider to be representative of ongoing operating segment results and they are, therefore, excluded from Segment EBIT. In addition, Segment EBIT includes Equity in earnings of affiliated companies, net of tax, the full operating results of a contractual joint venture in Purification Solutions, royalties, Net income attributable to noncontrolling interests, net of tax, and discounting charges for certain notes receivable, but excludes Interest expense, foreign currency transaction gains and losses, interest income, dividend income, unearned revenue, the effects of LIFO accounting for inventory, general unallocated expense and unallocated corporate costs.

Financial information by reportable segment is as follows:

	Reinforcement Materials	Performance Chemicals	Purification Solutions	Specialty Fluids	Segment Total	Unallocated and Other <sup>(1)</sup>	Consolidated Total
(Dollars in millions)							
<b>Three Months Ended June 30, 2016</b>							
Revenues from external customers <sup>(2)</sup>	\$ 270	\$ 228	\$ 77	\$ 19	\$ 594	\$ 27	\$ 621
Income (loss) from continuing operations before taxes <sup>(3)</sup>	\$ 35	\$ 59	\$ —	\$ 10	\$ 104	\$ (30)	\$ 74
<b>Three Months Ended June 30, 2015</b>							
Revenues from external customers <sup>(2)</sup>	\$ 351	\$ 234	\$ 72	\$ 12	\$ 669	\$ 25	\$ 694
Income (loss) from continuing operations before taxes <sup>(3)</sup>	\$ 32	\$ 48	\$ 3	\$ 3	\$ 86	\$ (595)	\$ (509)
<b>Nine Months Ended June 30, 2016</b>							
Revenues from external customers <sup>(2)</sup>	\$ 819	\$ 651	\$ 210	\$ 32	\$ 1,712	\$ 80	\$ 1,792
Income (loss) from continuing operations before taxes <sup>(3)</sup>	\$ 95	\$ 167	\$ (7)	\$ 8	\$ 263	\$ (135)	\$ 128
<b>Nine Months Ended June 30, 2015</b>							
Revenues from external customers <sup>(2)</sup>	\$ 1,169	\$ 700	\$ 219	\$ 36	\$ 2,124	\$ 76	\$ 2,200
Income (loss) from continuing operations before taxes <sup>(3)</sup>	\$ 112	\$ 129	\$ 3	\$ 8	\$ 252	\$ (671)	\$ (419)

(1) Unallocated and Other includes certain items and eliminations necessary to reflect management's reporting of operating segment results. These items are reflective of the segment reporting presented to the Chief Operating Decision Maker.

(2) "Unallocated and Other revenues from external customers" reflects royalties, other operating revenues, external shipping and handling costs, the impact of unearned revenue, the removal of 100% of the sales of an equity method affiliate and discounting charges for certain Notes receivable. Details are provided in the table below:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
(Dollars in millions)				
Royalties, other operating revenues, the impact of unearned revenue, the removal of 100% of the sales of an equity method affiliate and discounting charges for certain notes receivable	\$ —	\$ (5)	\$ —	\$ (9)
Shipping and handling fees	27	30	80	85
Total	\$ 27	\$ 25	\$ 80	\$ 76

(3) Income (loss) from continuing operations before taxes that are categorized as Unallocated and Other includes:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
(Dollars in millions)				
Interest expense	\$ (13)	\$ (13)	\$ (40)	\$ (40)
Total certain items, pre-tax <sup>(a)</sup>	(6)	(567)	(63)	(599)
Equity in earnings of affiliated companies, net of tax <sup>(b)</sup>	(1)	(1)	(2)	(4)
Unallocated corporate costs <sup>(c)</sup>	(11)	(12)	(36)	(35)
General unallocated income (expense) <sup>(d)</sup>	1	(2)	6	7
Total	\$ (30)	\$ (595)	\$ (135)	\$ (671)

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- (a) Certain items are items of expense and income that management does not consider representative of the Company's fundamental on-going segment results and they are, therefore, excluded from Segment EBIT. Certain items, pre-tax, for the three months ended June 30, 2016 include charges of \$2 million related to global restructuring activities, \$1 million related to legal and environmental matters and reserves, and \$3 million related to executive transition costs. Certain items, pre-tax, for the nine months ended June 30, 2016 include charges of \$45 million related to global restructuring activities, \$11 million related to net foreign currency impacts related to a loss on the devaluation of the Argentine peso, which was partially offset by a gain on the devaluation of the Venezuelan bolivar, \$4 million related to legal and environmental matters and reserves, and \$3 million related to executive transition costs. Certain items, pre-tax, for the three months ended June 30, 2015 include charges of \$563 million related to goodwill and long-lived asset impairment charges for the Purification Solutions business, \$2 million related to global restructuring activities, and \$2 million related to foreign currency loss on revaluations. Certain items, pre-tax, for the nine months ended June 30, 2015 include charges of \$563 million related to goodwill and long-lived asset impairment charges for the Purification Solutions business, \$14 million related to global restructuring activities, \$2 million for acquisition and integration-related charges, \$18 million related to an employee benefit plan settlement charge, and \$2 million related to foreign currency loss on revaluations.
- (b) Equity in earnings of affiliated companies, net of tax, is included in Segment EBIT and is removed from Unallocated and other to reconcile to income (loss) from operations before taxes.
- (c) Unallocated corporate costs are not controlled by the segments and primarily benefit corporate interests.
- (d) General unallocated income (expense) consists of gains (losses) arising from foreign currency transactions, net of other foreign currency risk management activities, the impact of accounting for certain inventory on a LIFO basis, the profit or loss related to the corporate adjustment for unearned revenue, and the impact of including the full operating results of an equity affiliate in Purification Solutions Segment EBIT.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Critical Accounting Policies**

The preparation of our financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses and related disclosure of contingent assets and liabilities. We consider an accounting estimate to be critical to the financial statements if (i) the estimate is complex in nature or requires a high degree of judgment and (ii) different estimates and assumptions were used, the results could have a material impact on the consolidated financial statements. On an ongoing basis, we evaluate our estimates and the application of our policies. We base our estimates on historical experience, current conditions and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Our critical accounting policies have not substantially changed from those described in the 2015 Form 10-K. We have updated the description of the policies included below to reflect recent events.

### **Intangible Assets and Goodwill Impairment**

We record tangible and intangible assets acquired and liabilities assumed in business combinations under the acquisition method of accounting. Amounts paid for an acquisition are allocated to the assets acquired and liabilities assumed based on their fair values at the date of acquisition. Goodwill is comprised of the purchase price of business acquisitions in excess of the fair value assigned to the net tangible and identifiable intangible assets acquired. Goodwill is not amortized, but is reviewed for impairment annually as of May 31, or when events or changes in the business environment indicate that the carrying value of the reporting unit may exceed its fair value. A reporting unit, for the purpose of the impairment test, is at or below the operating segment level, and constitutes a business for which discrete financial information is available and regularly reviewed by segment management. The separate businesses included within Performance Chemicals are considered separate reporting units. The goodwill balance relative to this segment is recorded in the Metal Oxides reporting unit.

For the purpose of the goodwill impairment test, we first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an initial qualitative assessment identifies that it is more likely than not that the carrying value of a reporting unit exceeds its estimated fair value, an additional quantitative evaluation is performed under the two-step impairment test. Alternatively, we may elect to proceed directly to the quantitative goodwill impairment test. If based on the quantitative evaluation the fair value of the reporting unit is less than its carrying amount, we perform an analysis of the fair value of all assets and liabilities of the reporting unit. If the implied fair value of the reporting unit's goodwill is determined to be less than its carrying amount, an impairment is recognized for the difference. The fair value of a reporting unit is based on discounted estimated future cash flows. The fair value is also benchmarked against a market approach using the guideline public companies method. The assumptions used to estimate fair value include management's best estimates of future growth rates, operating cash flows, capital expenditures and discount rates over an estimate of the remaining operating period at the reporting unit level. Should the fair value of any of our reporting units decline below its carrying amount because of reduced operating performance, market declines, changes in the discount rate, or other conditions, charges for impairment may be necessary.

When we performed our annual goodwill impairment test in the third quarter of fiscal 2015, the fair value of the Purification Solutions reporting unit was less than its carrying amount and we recorded impairment charges as a result. A discussion of this assessment and the charges recorded is included under "Purification Solutions Goodwill and Long-Lived Assets Impairment Charges".

Based on our most recent annual goodwill impairment test performed as of May 31, 2016, the fair values of the Reinforcement Materials and Fumed Metal Oxides reporting units were substantially in excess of their carrying values. The fair value of the Purification Solutions reporting unit exceeded its carrying amount by 9%. The future growth of the Purification Solutions reporting unit is dependent on achieving the expected volumes and margins, which are generally driven by the macroeconomic environment, environmental regulations, and global and regional competition, and are highly impacted by the activated carbon based mercury removal business. The expected demand for mercury removal products significantly depends upon: (1) the volume of activated carbon used in coal-fired energy units for the removal of pollutants and the utilization of these units for electricity generation and (2) other factors, such as environmental laws and regulations, particularly those that require U.S. based coal-fired electric utilities to reduce the quantity of air pollutants they release, including mercury, to comply with the Mercury and Air Toxics Standards ("MATS") issued by the U.S. Environmental Protection Agency ("EPA") continuing to be in effect and enforced.

We use assumptions and estimates in determining the fair value of assets acquired and liabilities assumed in a business combination. The determination of the fair value of intangible assets requires the use of significant judgment with regard to assumptions used in the valuation model. We estimate the fair value of identifiable acquisition-related intangible assets principally based on projections of cash flows that will arise from these assets. The projected cash flows are discounted to determine the fair value of the assets at the dates of acquisition.

Definite-lived intangible assets, which are comprised of trademarks, customer relationships and developed technologies, are amortized over their estimated useful lives and are reviewed for impairment when indication of potential impairment exists, such as a significant reduction in cash flows associated with the assets. We recognized an impairment on intangible assets associated with the Purification Solutions business in the third fiscal quarter of 2015 and no events have been subsequently identified that would require an additional impairment evaluation.

#### **Long-lived Assets Impairment**

Our long-lived assets primarily include property, plant and equipment, intangible assets, long-term investments and assets held for rent. The carrying values of long-lived assets are reviewed for impairment whenever events or changes in business circumstances indicate that the carrying amount of an asset may not be recoverable.

To test for impairment of assets we generally use a probability-weighted estimate of the future undiscounted net cash flows of the assets over their remaining lives to determine if the value of the asset is recoverable. Long-lived assets are grouped with other assets and liabilities at the lowest level for which independent identifiable cash flows are determinable.

An asset impairment is recognized when the carrying value of the asset is not recoverable based on the analysis described above, in which case the asset is written down to its fair value. If the asset does not have a readily determinable market value, a discounted cash flow model may be used to determine the fair value of the asset. In circumstances when an asset does not have separate identifiable cash flows, an impairment charge is recorded when we no longer intend to use the asset.

#### **Purification Solutions Goodwill and Long-Lived Assets Impairment Charges**

During the third quarter of fiscal 2015 and as a result of the impairment tests performed on goodwill and long-lived assets of the Purification Solutions reporting unit, we recorded impairment charges and an associated tax benefit in the Consolidated Statements of Operations as follows:

	<b>June 30, 2015</b>
	<b>(Dollars in millions)</b>
Goodwill impairment charge	\$ 353
Long-lived assets impairment charge	209
Provision (benefit) for income taxes	(80)
Impairment charges, after tax	<u>\$ 482</u>

In determining the fair value of the Purification Solutions reporting unit, we used an income approach (a discounted cash flow analysis) which incorporated significant estimates and assumptions related to future periods, including the timing of MATS implementation and its legal enforcement, the anticipated size of the mercury removal industry, and growth rates and pricing assumptions of activated carbon, among others. In addition, an estimate of the reporting unit's weighted average cost of capital ("WACC") was used to discount future estimated cash flows to their present value. The WACC was based upon externally available data considering market participants' cost of equity and debt, optimal capital structure and risk factors specific to the Purification Solutions reporting unit. Based on these estimates and as part of step one of the annual impairment test, we determined that the estimated fair value of the Purification Solutions reporting unit was lower than the reporting unit's carrying value. As such, the reporting unit failed step one of the goodwill impairment test. We then proceeded to step two.

Step two of the goodwill impairment test requires us to perform a theoretical purchase price allocation for the reporting unit to determine the implied fair value of goodwill and to compare the implied fair value of goodwill to the recorded amount of goodwill. The estimate of fair value is complex and requires significant judgment. Accounting guidance provides that we should recognize an estimated impairment charge to the extent that it determines that it is probable that an impairment loss has occurred and such impairment can be reasonably estimated. Based on our best estimate as of June 30, 2015, we recorded a pre-tax goodwill

impairment charge of \$353 million. We completed the step two analysis in the fourth quarter of fiscal 2015, which resulted in recording a credit of \$1 million to the pre-tax goodwill impairment charge.

Based on the same factors leading to the goodwill impairment, we also considered whether the reporting unit's carrying values of definite-lived intangible assets and property, plant and equipment may not be recoverable or whether the carrying value of certain indefinite-lived intangible assets were impaired. We used the income approach to determine the fair value of the indefinite-lived intangible assets, which are the trademarks of Purification Solutions, and determined that the fair value of these intangible assets was lower than their carrying value. As such, an impairment loss was recorded in the amount of \$39 million. Subsequent to this impairment analysis, we concluded that such assets no longer had an indefinite life and began amortizing these assets over their estimated useful life. We also performed an impairment analysis to assess if definite-lived intangible assets and property, plant and equipment were recoverable based on the estimated undiscounted cash flows of the reporting unit, and determined that these cash flows were not sufficient to recover the carrying value of the long-lived assets over their remaining useful lives. Accordingly, an impairment charge was recorded based on the lower of the carrying amount or fair value of the long-lived assets. We used the income approach to determine the fair value of the definite-lived intangible assets and a combination of the cost and market approaches to fair value our property, plant and equipment. We recorded impairment charges of \$119 million and \$51 million, to our definite-lived intangible assets and property, plant and equipment, respectively, in the quarter ended June 30, 2015.

In connection with the long-lived assets impairment charges, we recorded a deferred tax benefit of \$80 million to our income tax provision.

In the Consolidated Statements of Operations for the quarter ended June 30, 2015, the Purification Solutions long-lived assets and goodwill impairment charges were separately presented below the subtotal for income from operations. These charges should have been included in the subtotal for income from operations. We have corrected the presentation of these charges in the accompanying Consolidated Statements of Operations. These charges were correctly presented in the Consolidated Statements of Operations for the year ended September 30, 2015

### ***Property, Plant and Equipment***

Property, plant and equipment are recorded at cost. Depreciation of property, plant and equipment is calculated using the straight-line method over the estimated useful lives. The depreciable lives for buildings, machinery and equipment, and other fixed assets are twenty to twenty-five years, ten to twenty-five years, and three to twenty-five years, respectively. The cost and accumulated depreciation for property, plant and equipment sold, retired, or otherwise disposed of are removed from the Consolidated Balance Sheets and resulting gains or losses are included in earnings in the Consolidated Statements of Operations. Expenditures for repairs and maintenance are charged to expenses as incurred. Expenditures for major renewals and betterments, which significantly extend the useful lives of existing plant and equipment, are capitalized and depreciated.

### ***Income Taxes***

Our business operations are global in nature, and we are subject to taxes in numerous jurisdictions. Tax laws and tax rates vary substantially in these jurisdictions and are subject to change based on the political and economic climate in those countries. We file our tax returns in accordance with our interpretations of each jurisdiction's tax laws.

Significant judgment is required in determining our worldwide provision for income taxes and recording the related tax assets and liabilities. In the ordinary course of our business, there are operational decisions, transactions, facts and circumstances, and calculations which make the ultimate tax determination uncertain. Furthermore, our tax positions are periodically subject to challenge by taxing authorities throughout the world. We have recorded reserves for taxes and associated interest and penalties that may become payable in future years as a result of audits by tax authorities. Any significant impact as a result of changes in underlying facts, law, tax rates, tax audit, or review could lead to adjustments to our income tax expense, our effective tax rate, and/or our cash flow.

We record our tax provision or benefit on an interim basis using an estimated annual effective tax rate. This rate is applied to the current period ordinary income or loss to determine the income tax provision or benefit allocated to the interim period. Losses from jurisdictions for which no benefit can be recognized and the income tax effects of unusual or infrequent items are excluded from the estimated annual effective tax rate and are recognized in the impacted interim period. The estimated annual effective tax rate may be significantly impacted by nondeductible expenses and our projected earnings mix by tax jurisdiction. Adjustments to the estimated annual effective income tax rate are recognized in the period when such estimates are revised.

We record benefits for uncertain tax positions based on an assessment of whether the position is more likely than not to be sustained by the taxing authorities. If this threshold is not met, no tax benefit of the uncertain tax position is recognized. If the threshold is met, the tax benefit that is recognized is the largest amount that is greater than 50% likely of being realized upon ultimate settlement. This analysis presumes the taxing authorities' full knowledge of the positions taken and all relevant facts, but does not consider the time value of money. We also accrue for interest and penalties on these uncertain tax positions and include such charges in the income tax provision in the Consolidated Statements of Operations.

Additionally, we have established valuation allowances against a variety of deferred tax assets, including net operating loss carry forwards, foreign tax credits, and other income tax credits. Valuation allowances take into consideration our ability to use these deferred tax assets and reduce the value of such items to the amount that is deemed more likely than not to be recoverable. Our ability to utilize these deferred tax assets is dependent on achieving our forecast of future taxable operating income over an extended period of time. We review our forecast in relation to actual results and expected trends on a quarterly basis. Failure to achieve our operating income targets may change our assessment regarding the recoverability of our net deferred tax assets and such change could result in a valuation allowance being recorded against some or all of our net deferred tax assets. An increase in a valuation allowance would result in additional income tax expense, while a release of valuation allowances in periods when these tax attributes become realizable would reduce our income tax expense.

## Results of Operations

Cabot is organized into four reportable business segments: Reinforcement Materials, Performance Chemicals, Purification Solutions and Specialty Fluids. Cabot is also organized for operational purposes into three geographic regions: the Americas; Europe, Middle East and Africa; and Asia Pacific. The discussions of our results of operations for the periods presented reflect these structures.

Our analysis of our financial condition and operating results should be read with our consolidated financial statements and accompanying notes.

### ***Definition of Terms and Non-GAAP Financial Measures***

When discussing our results of operations, we use several terms as described below.

The term "product mix" refers to the mix of types and grades of products sold or the mix of geographic regions where products are sold, and the positive or negative impact this has on the revenue or profitability of the business and/or segment.

The term "LIFO" includes two factors: (i) the impact of current inventory costs being recognized immediately in Cost of sales under a last-in first-out method, compared to the older costs that would have been included in Cost of sales under a first-in first-out method ("Cost of sales impact"); and (ii) the impact of reductions in inventory quantities, causing historical inventory costs to flow through Cost of sales ("liquidation impact").

Our discussion under the heading "Provision for Income Taxes and Reconciliation of Effective Tax Rate to Operating Tax Rate" includes a discussion of our "effective tax rate" and our "operating tax rate" and includes a reconciliation of the two rates. Our operating tax rate is a non-GAAP financial measure and should not be considered as an alternative to our effective tax rate, the most comparable GAAP financial measure. In calculating our operating tax rate, we exclude discrete tax items, which include: i) unusual or infrequent items, such as a significant release of a valuation allowance, ii) items related to uncertain tax positions, such as the tax impact of audit settlements, interest on tax reserves, and the release of tax reserves from the expiration of statutes of limitations, and iii) other discrete tax items, such as the tax impact of legislative changes and, on a quarterly basis, the timing of losses in certain jurisdictions and the cumulative rate adjustment, if applicable. We also exclude the tax impact of certain items, as defined below in the discussion of Total segment EBIT, on both operating income and the tax provision. Our definition of the operating tax rate may not be comparable to the definition used by other companies. Management believes that this non-GAAP financial measure is useful supplemental information because it helps our investors compare our tax rate year to year on a consistent basis and to understand what our tax rate on current operations would be without the impact of these items.

Our discussion under the heading "Third Quarter and First Nine Months of Fiscal 2016 versus Third Quarter and First Nine Months of Fiscal 2015—By Business Segment" includes a discussion of Total segment EBIT, which is a non-GAAP financial measure. Our Chief Operating Decision Maker uses "segment EBIT", which we define as segment income (loss) from continuing operations before interest and taxes, to evaluate the operating results of each segment and to allocate resources to them. We believe Total

segment EBIT, which reflects the sum of EBIT from our four reportable segments, provides useful supplemental information for our investors as it is an important indicator of the Company's operational strength and performance, allows investors to see our results through the eyes of management, and provides context for our discussion of individual business segment performance. Total segment EBIT should not be considered an alternative for Income from continuing operations before income taxes and equity in earnings (loss) of affiliated companies, which is the most directly comparable GAAP financial measure. A reconciliation of Total segment EBIT to Income from continuing operations before income taxes and equity in earnings (loss) of affiliated companies is provided with the discussion of Total segment EBIT. Investors should consider the limitations associated with this non-GAAP measure, including the potential lack of comparability of this measure from one company to another.

In calculating Total segment EBIT, we exclude (i) items of expense and income that management does not consider representative of our fundamental on-going segment results, which we refer to as "certain items", and (ii) items that, because they are not controlled by the business segments and primarily benefit corporate objectives, are not allocated to our business segments, such as interest expense and other corporate costs, which include unallocated corporate overhead expenses such as certain corporate salaries and headquarter expenses, plus costs related to special projects and initiatives, which we refer to as "other unallocated items". Management believes excluding the items identified as certain items facilitates operating performance comparisons from period to period by eliminating differences caused by the existence and timing of certain expense and income items that would not otherwise be apparent on a GAAP basis and also facilitates an evaluation of the Company's operating performance without the impact of these costs or benefits. The calculations of Total segment EBIT for the periods presented exclude the impact of the following items that are included in our GAAP Income (loss) from continuing operations before income taxes and equity in earnings (loss) of affiliated companies:

- Global restructuring activities include costs or benefits associated with cost reduction initiatives or plant closures and are primarily related to (i) employee termination costs, (ii) asset impairment charges associated with restructuring actions, (iii) costs to close facilities, including environmental costs and contract termination penalties and (iv) gains realized on the sale of land or equipment associated with restructured plants or locations.
- Foreign currency loss on devaluation represents the impact of controlled currency devaluations on the Company's net monetary assets denominated in that currency. Most recently this has applied to currency exchange rate changes in Argentina and Venezuela.
- Legal and environmental reserves and matters consist of costs or benefits for matters typically related to former businesses or that are otherwise incurred outside of the ordinary course of business.
- Executive transition costs include incremental charges, including stock compensation charges, associated with the retirement or termination of employment of senior executives of the Company.
- Asset impairment charges primarily include charges associated with an impairment of goodwill or other long-lived assets.
- Acquisition and integration-related charges include transaction costs, redundant costs incurred during the period of integration, and costs associated with transitioning certain management and business processes to Cabot's processes.
- Employee benefit plan settlement charges consist of the costs associated with transferring the obligations and assets held by one of the Company's defined benefit plans to a multi-employer plan.

#### **Overview**

The significant difference in Income (loss) from continuing operations before income taxes and equity in earnings of affiliated companies reflected in the comparative periods presented is largely attributable to the goodwill and long-lived asset impairment charges related to the Purification Solutions segment that we recorded in the third quarter of fiscal 2015. In addition, our results for the third quarter of fiscal 2016 reflect an increase in volumes as compared with results for the same period of fiscal 2015, and our results for the first nine months of fiscal 2016 reflect restructuring charges that we recorded during the first half of fiscal 2016.

#### **Third Quarter of Fiscal 2016 versus Third Quarter of Fiscal 2015—Consolidated**

*Net Sales and other operating revenues and Gross Profit*

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Net sales and other operating revenues	\$ 621	\$ 694	\$ 1,792	\$ 2,200
Gross profit	\$ 160	\$ 150	\$ 409	\$ 446

The \$73 million decrease in net sales in the third quarter of fiscal 2016 compared to the third quarter of fiscal 2015 was due to a less favorable price and product mix (combined \$93 million) partially offset by higher volumes (\$19 million). The higher volumes were due to increases in the Performance Chemicals, Purification Solutions and Specialty Fluids segments. For the first nine months of fiscal 2016, net sales decreased by \$408 million compared to the first nine months of fiscal 2015 due to a less favorable price and product mix (combined \$341 million), an unfavorable impact from foreign currency translation (\$62 million), and lower volumes (\$8 million). The less favorable price and product mix in both comparative periods was primarily due to lower selling prices from price adjustments to customers for decreases in raw material costs.

Gross profit increased by \$10 million in the third quarter of fiscal 2016 compared to the third quarter of fiscal 2015 primarily due to higher volumes. For the first nine months of fiscal 2016, gross profit decreased by \$37 million primarily due to charges taken in the first half of fiscal 2016 associated with restructuring plans, including the closure of our Merak, Indonesia carbon black manufacturing plant. The plans resulted in charges of \$45 million during the first nine months of fiscal 2016 of which \$32 million were included in cost of goods sold.

*Selling and Administrative Expenses*

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Selling and administrative expenses	\$ 64	\$ 67	\$ 197	\$ 216

Selling and administrative expenses decreased by \$3 million in the third quarter of fiscal 2016 and \$19 million in the first nine months of fiscal 2016 compared to the same periods of fiscal 2015. The decline in both periods is primarily as a result of restructuring actions taken to reduce fixed costs across the Company.

*Research and Technical Expenses*

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Research and technical expenses	\$ 13	\$ 15	\$ 40	\$ 44

Research and technical expenses decreased by \$2 million in the third quarter of fiscal 2016 and \$4 million in the first nine months of fiscal 2016 compared to the same periods of fiscal 2015. The decline in both periods is primarily as a result of restructuring actions taken to reduce fixed costs across the Company.

*Interest and Dividend Income, Interest Expense and Other Income (Expense)*

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Interest and dividend income	\$ 1	\$ 1	\$ 4	\$ 3
Interest expense	\$ (13)	\$ (13)	\$ (40)	\$ (40)
Other income (expense)	\$ 3	\$ (3)	\$ (8)	\$ (6)

Interest and dividend income was consistent in the third quarter of fiscal 2016 compared to the third quarter of fiscal 2015. Interest and dividend income increased by \$1 million in first nine months of fiscal 2016 compared to the same period of fiscal 2015 due to interest earned on higher cash balances.

Interest expense was consistent in the third quarter of fiscal 2016 and the first nine months of 2016 as compared to the same periods in fiscal 2015.

Other income (expense) changed by \$6 million in the third quarter of fiscal 2016 compared to the third quarter of fiscal 2015. The change is primarily due to a favorable comparison of foreign currency movements. Other income (expense) changed by \$2 million in the first nine months of 2016 compared to the same period of fiscal 2015. The change is primarily due to an unfavorable comparison of foreign currency movements, most notably the impact of the devaluation of the Argentine peso in the first quarter of fiscal 2016.

*Provision for Income Taxes and Reconciliation of Effective Tax Rate to Operating Tax Rate*

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Provision (benefit) for income taxes	\$ 15	\$ (64)	\$ 21	\$ (47)
Effective tax rate	21%	13%	17%	11%
Impact of discrete tax items (see below):				
(1) Unusual or infrequent items	—%	—%	1%	(1)%
(2) Items related to uncertain tax positions	—%	—%	1%	(2)%
(3) Other discrete tax items	1%	—%	—%	1%
Impact of certain items	2%	14%	5%	18%
Operating tax rate	24%	27%	24%	27%

During the three and nine months ended June 30, 2016, we recorded tax provisions of \$15 million and \$21 million, respectively, resulting in effective tax rates of 21% and 17%, respectively. These amounts included a net discrete tax expense unrelated to the tax effect of certain items of less than \$1 million and a net discrete tax benefit unrelated to the tax effect of certain items of \$2 million, respectively, for the three and nine months ended June 30, 2016. The operating tax rate for both the three and nine months ended June 30, 2016 was 24%. During the three and nine months ended June 30, 2015, we recorded a tax benefit of \$64 million and \$47 million, resulting in effective tax rates of 13% and 11%, respectively. These amounts included a net discrete tax expense unrelated to the tax effect of certain items of \$1 million and a net discrete tax benefit unrelated to the tax effect of certain items of \$7 million, respectively, for the three and nine months ended June 31, 2015. The operating tax rate for both the three and nine months ended June 30, 2015 was 27%. The year-over-year decrease in the operating tax rate for both comparative periods is the result of a change in the geographic mix of earnings and the full year inclusion of the U.S. Research and Experimental credit.

The nature of the discrete tax items for the periods ended June 30, 2016 and 2015 were as follows:

Three months ended June 30, 2016:

- (i) Unusual or infrequent items included the tax impact of excludible foreign exchange gains/(losses) in certain jurisdictions.
- (ii) Items related to uncertain tax positions included a tax charge for the accrual of interest on uncertain tax positions, partially offset by tax benefits from the reversal of accruals for uncertain tax positions due to the expiration of statutes of limitations.
- (iii) Other discrete tax items included tax charges primarily for various return to provision true ups related to tax return filings.

Nine months ended June 30, 2016:

- (i) Unusual or infrequent items included tax benefits from the renewal of the U.S. Research and Experimental credit and extraordinary dividends from subsidiaries, partially offset by a tax charge from excludible foreign exchange gains/(losses) in certain jurisdictions.
- (ii) Items related to uncertain tax positions included tax benefits from the reversal of accruals for uncertain tax positions due to the expiration of statutes of limitations and the settlement of tax audits, partially offset by a tax charge for the accrual of interest on uncertain tax positions.
- (iii) Other discrete tax items included tax charges for various return to provision true ups related to tax return filings, partially offset by tax benefits for changes in tax laws.

Three months ended June 30, 2015:

- (i) Unusual or infrequent items included a tax charge from the refinement of the tax benefit from the renewal of U.S. Research and Experimental credit.
- (ii) Items related to uncertain tax positions included a tax charge for the accrual of interest on uncertain tax positions, partially offset by tax benefits from the reversal of accruals for uncertain tax positions due to the expiration of statutes of limitations.
- (iii) Other discrete tax items included tax charges primarily for various return to provision true ups related to tax return filings, partially offset by a tax benefit from excludible foreign exchange gains/(losses) in certain jurisdictions.

Nine months ended June 30, 2015:

- (i) Unusual or infrequent items included a tax benefit from the renewal of the U.S. Research and Experimental credit and a net tax benefit from other non-routine items.
- (ii) Items related to uncertain tax positions included tax benefits from the reversal of accruals for uncertain tax positions due to the expiration of statutes of limitations and the settlement of tax audits, partially offset by a tax charge for the accrual of interest on uncertain tax positions.
- (iii) Other discrete tax items included tax charges primarily for various return to provision true ups related to tax return filings.

We are currently under audit in a number of jurisdictions outside of the U.S. It is possible that some of these audits will be resolved in fiscal 2016, which may impact our tax expense and effective tax rate going forward.

*Equity in Earnings of Affiliated Companies and Net Income Attributable to Noncontrolling Interests*

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Equity in earnings of affiliated companies, net of tax	\$ 1	\$ 1	\$ 2	\$ 4
Net income attributable to noncontrolling interests, net of tax	\$ 4	\$ 2	\$ 12	\$ 7

Equity in earnings of affiliated companies, net of tax, remained consistent in the third quarter fiscal 2016 compared to the third quarter of fiscal 2015. Equity in earnings of affiliated companies, net of tax, decreased by \$2 million in the first nine months of fiscal 2016 compared to the same periods in 2015 due to lower earnings from our Venezuelan equity affiliate.

Net income attributable to noncontrolling interests, net of tax, increased by \$2 million in the third quarter of fiscal 2016 and by \$5 million in the first nine months of fiscal 2016 as compared to the same periods in fiscal 2015 due to higher profitability at our joint ventures, primarily driven by favorable comparison of foreign currency movements.

### Net Income Attributable to Cabot Corporation

In the third quarter and first nine months of fiscal 2016, we reported net income attributable to Cabot Corporation of \$56 million and \$97 million, respectively (\$0.88 and \$1.53 per diluted common share, respectively). This is compared to net income (loss) attributable to Cabot Corporation of \$(445) million and \$(374) million, respectively ((\$7.04) and (\$5.88) per diluted common share, respectively) in the third quarter and first nine months of fiscal 2015.

### Third Quarter and First Nine Months of Fiscal 2016 versus Third Quarter and First Nine Months of Fiscal 2015—By Business Segment

Total segment EBIT, certain items, other unallocated items and Income from continuing operations before income taxes and equity in earnings (loss) of affiliated companies for the three and nine months ended June 30, 2016 and 2015 are set forth in the table below. The details of certain items and other unallocated items are shown below and in Note N of our consolidated financial statements.

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Total segment EBIT	\$ 104	\$ 86	\$ 263	\$ 252
Certain items	(6)	(567)	(63)	(599)
Other unallocated items	(24)	(28)	(72)	(72)
Income (loss) from continuing operations before income taxes and equity in earnings (loss) of affiliated companies	\$ 74	\$ (509)	\$ 128	\$ (419)

In the third quarter of fiscal 2016, total segment EBIT increased by \$18 million when compared to the same period of fiscal 2015. The increase was primarily driven by higher volumes (\$15 million) and lower fixed costs (\$12 million) partially offset by the unfavorable impact from reducing inventory levels in the Purification Solutions segment (\$9 million).

In the first nine months of fiscal 2016, total segment EBIT increased by \$11 million when compared to the same period of fiscal 2015. The increase was driven by lower fixed costs (\$46 million) and the favorable impact of foreign currency translation (\$8 million) partially offset by lower volumes (\$3 million), the unfavorable impact from reducing inventory levels in the Purification Solutions segment (\$24 million), and lower unit margins (\$14 million).

### Certain Items

Details of the certain items for the third quarter and first nine months of fiscal 2016 and 2015 are as follows:

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Global restructuring activities	\$ (2)	\$ (2)	\$ (45)	\$ (14)
Acquisition and integration-related charges	—	—	—	(2)
Employee benefit plan settlement	—	—	—	(18)
Net foreign currency loss on devaluations	—	(2)	(11)	(2)
Legal and environmental matters and reserves	(1)	—	(4)	—
Executive transition costs	(3)	—	(3)	—
Impairment of goodwill and long-lived assets	—	(563)	—	(563)
Total certain items, pre-tax	(6)	(567)	(63)	(599)
<b>Tax-related certain items</b>				
Tax impact of certain items	3	81	22	90
Discrete tax items	(1)	(1)	2	7
Total tax-related certain items	2	80	24	97
Total certain items, after tax	(4)	(487)	(39)	(502)

Certain items for the third quarter and first nine months of fiscal 2016 include charges primarily related to restructuring activities, legal and environmental matters and reserves, executive transition costs, and tax-related certain items. Details of restructuring activities are included in Note J of the consolidated financial statements. Tax-related certain items include the tax impact of certain items and discrete tax items unrelated to the tax effect of certain items.

The tax impact of certain items is determined by (1) starting with the current and deferred income tax expense or benefit, included in Net income attributable to Cabot Corporation, and (2) subtracting the tax expense or benefit on "adjusted earnings". Adjusted earnings is defined as the pre-tax income attributable to Cabot Corporation excluding certain items. The tax expense or benefit on adjusted earnings is calculated by applying the operating tax rate, as defined under the section Definition of Terms and Non-GAAP Financial Measures, to adjusted earnings.

#### Other Unallocated Items

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Interest expense	\$ (13)	\$ (13)	\$ (40)	\$ (40)
Equity in earnings of affiliated companies	(1)	(1)	(2)	(4)
Unallocated corporate costs	(11)	(12)	(36)	(35)
General unallocated income (expense)	1	(2)	6	7
Total other unallocated items	\$ (24)	\$ (28)	\$ (72)	\$ (72)

Other unallocated items include Interest expense, Equity in earnings of affiliated companies, net of tax, Unallocated corporate costs, and General unallocated income (expense). The balances of Unallocated corporate costs are primarily comprised of expenditures related to managing a public company that are not allocated to the segments and corporate business development costs related to new technology efforts. The balances of General unallocated expense primarily include foreign currency transaction gains (losses), interest income, dividend income, the elimination of profit related to unearned revenue, and the cost of sales impact of LIFO accounting.

Costs from Total other unallocated items decreased by \$4 million in the third quarter of fiscal 2016 as compared to the same period in fiscal 2015. General unallocated income (expense) changed by \$3 million primarily due to a decrease in the benefit from the cost of sales impact of LIFO accounting (\$5 million).

Costs from Total other unallocated items remained consistent in the first nine months of fiscal 2016 as compared to the same period in fiscal 2015.

#### Reinforcement Materials

Sales and EBIT for Reinforcement Materials for the third quarter and first nine months of fiscal 2016 and fiscal 2015 are as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Reinforcement Materials Sales	\$ 270	\$ 351	\$ 819	\$ 1,169
Reinforcement Materials EBIT	\$ 35	\$ 32	\$ 95	\$ 112

In the third quarter of fiscal 2016, sales in Reinforcement Materials decreased by \$81 million when compared to the third quarter of fiscal 2015. The decrease was principally driven by a less favorable price and product mix (combined \$71 million), unfavorable comparison from foreign currency translation (\$3 million), and lower volumes (\$6 million). The less favorable price and product mix impact was primarily due to lower selling prices in the quarter from price adjustments to customers for decreases in raw material costs. Lower volumes were driven by lower demand in Asia due to a challenging macro-economic environment and the closure of our Merak, Indonesia manufacturing plant.

In the first nine months of fiscal 2016, sales in Reinforcement Materials decreased by \$350 million when compared to the third quarter of fiscal 2015. The decrease was principally driven by a less favorable price and product mix (combined \$294 million), unfavorable comparison from foreign currency translation (\$37 million), and lower volumes (\$17 million). The less favorable price and product mix impact was primarily due to lower selling prices from price adjustments to customers for decreases in raw material costs. Lower volumes were driven by lower demand in South America and Asia due to a challenging macro-economic environment and the closure of our Merak, Indonesia manufacturing plant.

EBIT in Reinforcement Materials increased by \$3 million in the third quarter of fiscal 2016 when compared to the same period of fiscal 2015. The increase was principally driven by lower fixed costs (\$6 million) partially offset by lower volumes (\$2 million). Lower fixed costs were due to cost reductions as a result of restructuring actions.

EBIT in Reinforcement Materials decreased by \$17 million in the first nine months of fiscal 2016 when compared to the same period of fiscal 2015. The decrease was principally driven by lower unit margins (\$33 million) and lower volumes (\$7 million), partially offset by a favorable comparison from foreign currency translation (\$10 million) and lower fixed costs (\$13 million). Lower unit margins were driven primarily from impacts in the first quarter of fiscal 2016, which included lower calendar year 2015 contract pricing and increased competition in Asia, unfavorable feedstock-related effects, and lower benefits generated from our energy efficiency investments as a result of lower energy prices. The favorable foreign currency impact was mainly due to the translation benefit of changes in currencies in South America on our fixed costs. Lower fixed costs were due to cost reductions as a result of restructuring actions and reduced maintenance costs.

### Performance Chemicals

Sales and EBIT for Performance Chemicals for the third quarter and first nine months of fiscal 2016 and fiscal 2015 are as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Specialty Carbons and Formulations Sales	\$ 152	\$ 159	\$ 437	\$ 478
Metal Oxides Sales	76	75	214	222
Performance Chemicals Sales	\$ 228	\$ 234	\$ 651	\$ 700
Performance Chemicals EBIT	\$ 59	\$ 48	\$ 167	\$ 129

In the third quarter of fiscal 2016, sales in Performance Chemicals decreased by \$6 million when compared to the third quarter of fiscal 2015. The decrease was due to a less favorable price and product mix (combined \$14 million) partially offset by higher volumes (\$6 million). The change in price and product mix was mainly driven by price adjustments to customers for decreases in raw material costs. Volumes increased by 3% in the Specialty Carbons and Formulations business and 9% in the Metal Oxides business.

In the first nine months of fiscal 2016, sales in Performance Chemicals decreased by \$49 million when compared to the same period of fiscal 2015. The decrease was due to a less favorable price and product mix (combined \$39 million) and the unfavorable impact of foreign currency translation (\$19 million) partially offset by higher volumes (\$8 million). The change in price and product mix was mainly driven by price adjustments to customers for decreases in raw material costs.

EBIT in Performance Chemicals increased by \$11 million in the third quarter of fiscal 2016 when compared to the same quarter of fiscal 2015 principally due to favorable unit margins (\$7 million), higher volumes (\$2 million), lower fixed costs (\$1 million), and the favorable impact of foreign currency translation (\$1 million). Unit margins improved primarily due to lower raw material costs. Lower fixed costs were primarily due to cost reductions as a result of restructuring actions taken earlier in the fiscal year.

EBIT in Performance Chemicals increased by \$38 million in the first nine months of fiscal 2016 when compared to the same period of fiscal 2015 principally due to favorable unit margins (\$29 million) and lower fixed costs (\$12 million) partially offset by an unfavorable comparison from foreign currency translation (\$3 million). Unit margins improved primarily due to lower raw material costs. Lower fixed costs were primarily due to cost reductions as a result of restructuring actions taken earlier in the fiscal year.

### Purification Solutions

Sales and EBIT for Purification Solutions for the third quarter and the first nine months of fiscal 2016 and fiscal 2015 are as follows:

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Purification Solutions Sales	\$ 77	\$ 72	\$ 210	\$ 219
Purification Solutions EBIT	\$ —	\$ 3	\$ (7)	\$ 3

Sales in Purification Solutions increased by \$5 million in the third quarter of fiscal 2016 when compared to the same period of fiscal 2015 due to higher volumes (\$9 million) and the favorable impact of foreign currency translation (\$1 million) partially offset by a less favorable price and product mix (combined \$5 million). Sales in Purification Solutions decreased by \$9 million in the first nine months of fiscal 2016 when compared to the same period of fiscal 2015 due to a less favorable product and price mix (\$6 million) and the unfavorable impact of foreign currency translation (\$5 million) partially offset by higher volumes (\$2 million). The less favorable price and product mix in both periods were due to lower selling prices as well as a less favorable product mix. Higher volumes in both periods were driven by higher demand for activated carbon in gas and air applications as coal fired utilities were required to be in compliance with the U.S. Mercury and Air Toxics Standards regulation in April 2016.

EBIT in Purification Solutions decreased by \$3 million in the third quarter of fiscal 2016 when compared to the same quarter of fiscal 2015 due to an unfavorable impact from reducing inventory levels (\$9 million) and lower unit margins (\$4 million). These unfavorable impacts were partially offset by lower fixed costs (\$4 million) due to cost reduction efforts and higher volumes (\$5 million).

EBIT in Purification Solutions decreased by \$10 million in the first nine months of fiscal 2016 when compared to the same period of fiscal 2015 due to an unfavorable impact from reducing inventory levels (\$24 million) and lower unit margins (\$6 million). These unfavorable impacts were partially offset by lower fixed costs (\$17 million) due to cost reduction efforts over the past two years, higher volumes (\$2 million) and the favorable impact of foreign currency translation (\$2 million).

### Specialty Fluids

Sales and EBIT for Specialty Fluids for the third quarter of fiscal 2016 and 2015 are as follows:

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
	(Dollars in millions)		(Dollars in millions)	
Specialty Fluids Sales	\$ 19	\$ 12	\$ 32	\$ 36
Specialty Fluid EBIT	\$ 10	\$ 3	\$ 8	\$ 8

Sales in Specialty Fluids increased by \$7 million in the third quarter of fiscal 2016 when compared to the same period of fiscal 2015, primarily due to higher volumes (\$10 million) partially offset by a less favorable price and product mix (\$3 million). Sales in Specialty Fluids decreased by \$4 million in the first nine months of fiscal 2016 when compared to the same period of fiscal 2015, primarily due to a less favorable price and product mix. The increase in volumes in both periods was driven by a higher level of project activity during the third quarter of fiscal 2016. The less favorable price and product mix was due to the mix of customer projects in the current year as compared to the prior year.

EBIT in Specialty Fluids increased by \$7 million in the third quarter of fiscal 2016 when compared to the same period of fiscal 2015. The increase was due to higher volumes (\$10 million) partially offset by lower unit margins (\$3 million). EBIT in Specialty Fluids remained consistent in the first nine months of fiscal 2016 when compared to the same period of fiscal 2015.

## **Outlook**

For our fourth quarter of fiscal 2016 as compared to our third quarter of fiscal 2016, we expect results for the Performance Chemicals and Specialty Fluids segments to moderate and results for the Reinforcement Materials and Purification Solutions segments to strengthen.

## **Cash Flows and Liquidity**

### **Overview**

Our liquidity position, as measured by cash and cash equivalents plus borrowing availability, increased by \$407 million during the first nine months of fiscal 2016. The increase was largely attributable to increasing the size of our credit facility. At June 30, 2016, we had cash and cash equivalents of \$222 million, and current availability under our revolving credit agreement of \$1 billion. We had no outstanding balance of commercial paper as of June 30, 2016.

Borrowings under the revolving credit agreement may be used for working capital, letters of credit and other general corporate purposes. The revolving credit agreement contains affirmative and negative covenants, a single financial covenant (debt-to-EBITDA) and events of default customary for financings of this type. At June 30, 2016, we were in compliance with this financial covenant.

We generally manage our cash and debt on a global basis to provide for working capital requirements as needed by region or site. Cash and debt are generally denominated in the local currency of the subsidiary holding the assets or liabilities, except where there are operational cash flow reasons to hold non-functional currency or debt. The vast majority of our cash and cash equivalent holdings tend to be held outside the U.S., as cash balances in the U.S. are generally used to pay dividends, repurchase shares and repay commercial paper.

We anticipate sufficient liquidity from (i) cash on hand; (ii) cash flows from operating activities; and (iii) cash available from our revolving credit agreement and our commercial paper program to meet our operational and capital investment needs and financial obligations for the foreseeable future. Our liquidity derived from cash flows from operations is, to a large degree, predicated on our ability to collect our receivables in a timely manner, the cost of our raw materials, and our ability to manage inventory levels.

We issued \$300 million of 5% fixed rate debt in fiscal 2009 that matures on October 1, 2016. Our intention is to refinance these securities prior to maturity.

The following discussion of the changes in our cash balance refers to the various sections of our Consolidated Statements of Cash Flows.

### **Cash Flows from Operating Activities**

Cash provided by operating activities, which consists of net income adjusted for the various non-cash items included in income, changes in working capital and changes in certain other balance sheet accounts, totaled \$295 million in the first nine months of fiscal 2016 compared to \$278 million during the same period of fiscal 2015.

Cash provided by operating activities in the first nine months of fiscal 2016 was driven primarily by net income excluding the non-cash impact of certain long-lived asset write-offs of \$23 million and depreciation and amortization of \$122 million. In addition, there was a decrease in accounts receivable and inventories, largely driven by lower raw material costs and associated price reductions as well as overall lower volumes. Partially offsetting these cash inflows were lower accounts payable and accrued liabilities.

Cash provided by operating activities in the first nine months of fiscal 2015 was driven primarily by net income excluding the impact of non-cash impairment charges and depreciation and amortization (net \$335 million). In addition, there was a net decrease in working capital driven primarily by lower accounts receivable and inventory, partially offset by lower accounts payable and accrued liabilities. The inventory reduction was largely driven by lower raw material costs.

### **Cash Flows from Investing Activities**

In the nine months ended June 30, 2016, investing activities consumed \$70 million of cash which was primarily driven by capital expenditures of \$80 million, offset by \$16 million of proceeds from the sale of land. In the nine months ended June 30, 2015, investing activities consumed \$111 million of cash and were primarily driven by capital expenditures of \$103 million. In the first nine months of fiscal 2016, capital expenditures were primarily attributed to sustaining and compliance capital projects at our operating facilities.

Capital expenditures for fiscal 2016 are expected to be between \$115 million and \$120 million. Our planned capital spending program for fiscal 2016 is primarily for sustaining and compliance capital projects at our operating facilities.

### **Cash Flows from Financing Activities**

Financing activities consumed \$97 million of cash in the first nine months of fiscal 2016 compared to \$86 million of cash in the first nine months of fiscal 2015. In the first nine months of fiscal 2016, we used our cash for share repurchases, dividend distributions and to repay debt.

In the first nine months of fiscal 2015, we used our cash for share repurchases and dividend distributions, partially offset by an increase in our net debt balance of \$51 million.

### **Purchase Commitments**

We have entered into long-term purchase agreements primarily for the purchase of raw materials. Under certain of these agreements the quantity of material being purchased is fixed, but the price paid changes as market prices change. For those commitments, the amounts included in the table below are based on market prices at June 30, 2016.

	Payments Due by Fiscal Year						Total
	Remainder of Fiscal 2016	2017	2018	2019	2020	Thereafter	
	(Dollars in millions)						
Reinforcement Materials	\$ 40	\$ 134	\$ 125	\$ 122	\$ 86	\$ 1,260	\$ 1,767
Performance Chemicals	14	52	38	33	30	153	320
Purification Solutions	3	9	3	—	—	—	15
Total	<u>\$ 57</u>	<u>\$ 195</u>	<u>\$ 166</u>	<u>\$ 155</u>	<u>\$ 116</u>	<u>\$ 1,413</u>	<u>\$ 2,102</u>

### **Off-balance sheet arrangements**

We have no material transactions that meet the definition of an off-balance sheet arrangement.

### **Forward-Looking Information**

This report on Form 10-Q contains “forward-looking statements” under the Federal securities laws. These forward-looking statements address expectations or projections about the future, including our expectations for future financial performance; the benefits we expect to achieve from our restructuring plans; demand for our products and our overall expectations for segment results in the fourth quarter of fiscal 2016; the amount and timing of the charge to earnings we will record and the cash outlays we will make in connection with the closing of certain manufacturing facilities and restructuring initiatives; our estimated future amortization expenses for our intangible assets; the sufficiency of our cash on hand, cash provided from operations and cash available under our credit facilities to fund our cash requirements; uses of available cash including anticipated capital spending and future cash outlays associated with long-term contractual obligations; and the possible outcome of legal and environmental proceedings. From time to time, we also provide forward-looking statements in other materials we release to the public and in oral statements made by authorized officers.

Forward-looking statements are based on our current expectations, assumptions, estimates and projections about Cabot’s businesses and strategies, market trends and conditions, economic conditions and other factors. These statements are not guarantees of future performance and are subject to risks, uncertainties, potentially inaccurate assumptions, and other factors,

some of which are beyond our control or difficult to predict. If known or unknown risks materialize, or should underlying assumptions prove inaccurate, our actual results could differ materially from those expressed in the forward-looking statements.

In addition to factors described elsewhere in this report, the following are some of the factors that could cause our actual results to differ materially from those expressed in the forward-looking statements: changes in raw material costs; lower than expected demand for our products; the loss of one or more of our important customers; our inability to complete capacity expansions or other development projects; the availability of raw materials; our failure to develop new products or to keep pace with technological developments; fluctuations in currency exchange rates; patent rights of others; stock and credit market conditions; the timely commercialization of products under development (which may be disrupted or delayed by technical difficulties, market acceptance, competitors' new products, as well as difficulties in moving from the experimental stage to the production stage); demand for our customers' products; competitors' reactions to market conditions; delays in the successful integration of structural changes, including acquisitions or joint ventures; severe weather events that cause business interruptions, including plant and power outages or disruptions in supplier or customer operations; the accuracy of the assumptions we used in establishing reserves for environmental matters and for our share of liability for respirator claims; and the outcome of pending litigation. Other factors and risks are discussed in our 2015 10-K.

### **Recently Issued Accounting Pronouncements**

In May 2014, the FASB issued a new standard, the "Revenue from Contracts with Customers", which amends the existing accounting standards for revenue recognition. The standard requires entities to recognize revenue when they transfer promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to in exchange for those goods or services. This standard is applicable for fiscal years beginning after December 15, 2017 and for interim periods within those years and early adoption is permitted for the fiscal years beginning after December 15, 2016. We expect to adopt this standard on October 1, 2018. We are currently evaluating the impact the adoption of this standard may have on our consolidated financial statements.

In April 2015, the FASB issued a new standard simplifying the presentation of debt issuance costs by requiring debt issuance costs to be presented as a reduction of the corresponding debt liability. This will make the presentation of debt issuance costs consistent with the presentation of debt discounts or premiums. This standard is applicable for fiscal years beginning after December 15, 2015 and for interim periods within those years and early adoption is permitted. We expect to adopt this standard on October 1, 2016. The adoption of this standard is not expected to materially impact our consolidated financial statements.

In November 2015, the FASB issued a new standard that amends the existing accounting standard for income taxes and simplifies the presentation of deferred income taxes. This will require that deferred income tax assets and liabilities be classified as noncurrent on the balance sheet. This standard is applicable for fiscal years beginning after December 15, 2016 and for interim periods within those years and early adoption is allowed. We are evaluating this standard and the timing of its adoption. The adoption of this standard is not expected to materially impact our consolidated financial statements.

In February 2016, the FASB issued a new standard for the accounting for leases. This new standard requires lessees to recognize assets and liabilities for most leases, but recognize expenses on their income statements in a manner that is similar to the current accounting treatment for leases. The standard is applicable for fiscal years beginning after December 15, 2018 and for interim periods within those years and early adoption is permitted. We expect to adopt the standard on October 1, 2019. We are currently evaluating the impact of the adoption of this standard on our consolidated financial statements.

In March 2016, the FASB issued a new standard that amends the accounting standard for stock compensation by simplifying several aspects of the accounting for employee share-based payment transactions, including the related accounting for income taxes, forfeitures, and the withholding of shares to satisfy the employer's tax withholding requirements, as well as classification in the statements of cash flows. The new standard is effective for fiscal years beginning after December 15, 2016, including interim periods within those years and early adoption is permitted. We are evaluating this standard and the timing of its adoption. The adoption of this standard is not expected to materially impact our consolidated financial statements.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Information about market risks for the period ended June 30, 2016 does not differ materially from that discussed under Item 7A of our 2015 10-K.

**Item 4. Controls and Procedures**

As of June 30, 2016, we carried out an evaluation, under the supervision and with the participation of our management, including our Principal Executive Officer and our Executive Vice President and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, our Principal Executive Officer and our Executive Vice President and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of that date.

There were no changes in our internal control over financial reporting that occurred during our fiscal quarter ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Part II. Other Information

### Item I. Legal Proceedings

#### Respirator Liabilities

We have exposure in connection with a safety respiratory products business that a subsidiary acquired from American Optical Corporation ("AO") in an April 1990 asset purchase transaction. The subsidiary manufactured respirators under the AO brand and disposed of that business in July 1995. In connection with its acquisition of the business, the subsidiary agreed, in certain circumstances, to assume a portion of AO's liabilities, including costs of legal fees together with amounts paid in settlements and judgments, allocable to AO respiratory products used prior to the 1990 purchase by the Cabot subsidiary. In exchange for the subsidiary's assumption of certain of AO's respirator liabilities, AO agreed to provide to the subsidiary the benefits of: (i) AO's insurance coverage for the period prior to the 1990 acquisition and (ii) a former owner's indemnity of AO holding it harmless from any liability allocable to AO respiratory products used prior to May 1982. As more fully described in our 2015 10-K, the respirator liabilities generally involve claims for personal injury, including asbestosis, silicosis and coal worker's pneumoconiosis, allegedly resulting from the use of respirators that are alleged to have been negligently designed and/or labeled.

As of June 30, 2016 and September 30, 2015, there were approximately 37,000 and 38,000 claimants, respectively, in pending cases asserting claims against AO in connection with respiratory products. We have a reserve to cover our expected share of liability for existing and future respirator liability claims. At June 30, 2016 and September 30, 2015, the reserve was \$8 million and \$11 million, respectively. Cash payments related to this liability were \$3 million in the first nine months of fiscal 2016 and \$2 million in the first nine months of fiscal 2015.

#### Other Matters

We are subject to various other lawsuits, claims and contingent liabilities arising in the ordinary course of our business and with respect to our divested businesses. In our opinion, although final disposition of some or all of these other suits and claims may impact our consolidated financial statements in a particular period, they are not expected, in the aggregate, to have a material adverse effect on our financial position.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The table below sets forth information regarding Cabot's purchases of its equity securities during the quarter ended June 30, 2016:

#### Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(1)</sup>
April 1, 2016 - April 30, 2016	—	\$ —	—	3,299,324
May 1, 2016 - May 31, 2016	30,000	\$ 45.60	30,000	3,269,324
June 1, 2016 - June 30, 2016	145,000	\$ 46.53	145,000	3,124,324
Total	175,000		175,000	

(1) On January 13, 2015, the Company announced that the Board of Directors authorized us to repurchase up to five million shares of our common stock on the open market or in privately negotiated transactions. This authorization does not have a set expiration date.

**Item 6. Exhibits**

The following Exhibits are filed herewith:

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 10.1*†	Transition and Separation Agreement dated May 13, 2016 between Cabot Corporation and Patrick M. Prevost.
Exhibit 31.1*	Certification of Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.
Exhibit 31.2*	Certification of Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.
Exhibit 32**	Certifications of the Principal Executive Officer and the Principal Financial Officer pursuant to 18 U.S.C. Section 1350.
Exhibit 101.INS*	XBRL Instance Document.
Exhibit 101.SCH*	XBRL Taxonomy Extension Schema Document.
Exhibit 101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
Exhibit 101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
Exhibit 101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.
Exhibit 101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

\* Filed herewith.

\*\* Furnished herewith.

† Management contract or compensatory plan or arrangement.

Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations for the three and nine months ended June 30, 2016 and 2015; (ii) the Consolidated Statements of Comprehensive (Loss) Income for the three and nine months ended June 30, 2016 and 2015; (iii) the Consolidated Balance Sheets at June 30, 2016 and September 30, 2015; (iv) the Consolidated Statements of Cash Flows for the nine months ended June 30, 2016 and 2015; and (v) Notes to Consolidated Financial Statements, June 30, 2016.

**SIGNATURES**

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 thereunto duly authorized.

***Cabot Corporation***

Date: August 4, 2016

By: /s/ Eduardo E. Cordeiro  
Eduardo E. Cordeiro  
*Executive Vice President and Chief Financial Officer*  
*(Duly Authorized Officer)*

Date: August 4, 2016

By: /s/ James P. Kelly  
James P. Kelly  
*Vice President and Controller*  
*(Chief Accounting Officer)*

## Exhibit Index

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**W:** cabotcorp.com

Cabot Corporation  
Two Seaport Lane  
Suite 1300  
Boston, MA 02210-2019  
USA

May 13, 2016

**By Hand**

Patrick Prevost  
[Address]

Dear Patrick:

This transition and separation agreement (the "Agreement") is to confirm the terms of the remainder of your employment with Cabot Corporation ("Cabot" or the "Company") and the termination of your employment with the Company. You may accept this offer only by signing a copy of this letter where indicated below and returning it to Brian A. Berube at Cabot Corporation, 2 Seaport Lane, Boston, MA 02210, so that Mr. Berube receives it not later than June 3, 2016, and by not thereafter revoking this agreement; otherwise this offer shall be null and void.

You resigned from your position as President and Chief Executive Officer of the Company on and effective as of March 11, 2016 (the "Transition Date"). You acknowledge and agree that as of the Transition Date you resigned from any and all (i) officer positions you held with the Company or any of its Affiliates (as defined below), (ii) memberships you held on any boards of directors, boards of managers or other governing boards or bodies of the Company or any of its Affiliates, other than the Board of Directors of the Company, and (iii) memberships you held on any of the committees of any such boards or bodies (all such resignations, together with your resignation from your position as President and Chief Executive Officer, the "Resignations"). The Company, on its own behalf and on behalf of its Affiliates has accepted the Resignations, as of the Transition Date. You agree to execute such documents confirming the Resignations as the Company may reasonably request.

From Transition Date through the date that your employment terminates (the "Separation Date"), you will continue to be employed by the Company as an advisor to the Company. Provided that you comply in full with your obligations hereunder, it is expected that the Separation Date will be July 15, 2016. The period beginning on the Transition Date and concluding on the Separation Date is hereinafter referred to as the "Transition Period".

During the Transition Period you will continue to receive your base salary, payable at the rate in effect as of the date hereof, and to participate in all employee benefit plans of the Company (including, but not limited to, the Company's medical, dental, life insurance and supplemental life insurance plans) in accordance with the terms of those plans. During the Transition Period, you will perform such duties as may be assigned to you from time to time by the Non-Executive Chairman of the Board of Directors of the Company or by the President and Chief Executive Officer of the Company (the "CEO") or his designee, including but not limited to assisting with an orderly transition of your duties and responsibilities to the CEO, meeting with customers and other constituents of the Company to facilitate this transition and providing advice to the Company based on your knowledge of the Company and its business. You agree to continue to devote your best professional efforts to the Company, and to abide by all Company policies and procedures as in effect from time to time.

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During the Transition Period you will remain an at-will employee of the Company. If your employment terminates prior to July 15, 2016, the date of such termination of employment will be the "Separation Date" for purposes of this Agreement; it being understood that if the Company terminates your employment prior to July 15, 2016 for any reason other than "Cause", as defined below, you shall be entitled, in addition to the Severance Benefits described below, to receive payment of your base salary through and including July 15, 2016, subject to your execution and non-revocation of the Release, as defined below, which payment shall be made within 30 days following the Separation Date. Notwithstanding the foregoing, if the Company terminates your employment for Cause, you will not be eligible to receive the Severance Benefits (as defined below). For purposes of this Agreement, "Cause", as determined by the Company in its good faith, reasonable judgment, shall mean only (i) your material breach of this Agreement, the Employee Agreement (as defined below) or any material written policy of the Company or its Affiliates which material breach, if susceptible to cure, remains uncured fourteen (14) days after the Company has provided written notice to you specifying in reasonable detail the nature of the alleged breach or (ii) your commission of a felony or other crime involving moral turpitude. For purposes of this Agreement, "Affiliates" means all persons and entities directly or indirectly controlling, controlled by or under common control with the Company, where control may be by management authority, equity interest or otherwise.

You will receive, on the Separation Date, any base salary earned, but unpaid, as of the Separation Date, as well as pay, at your final base rate of pay, for any vacation days you earned but had not used as of the Separation Date, determined in accordance with Company policy and as reflected on the books of the Company (together, the "Final Compensation"). You will receive the payments described in this paragraph regardless of whether or not you decide to accept the additional payments and benefits offered by Cabot in this Agreement.

Except as otherwise stated herein, this Agreement does not modify or supersede any obligations that you have to Cabot by law or otherwise, and you understand that you must return all written and other materials belonging to Cabot (whether hardcopy, in electronic form or otherwise) and in your possession or control, together with all copies of such materials, upon termination of your employment, other than such materials provided to and utilized by you incident to your performance of services as a member of the Board of Directors of the Company.

In consideration of your acceptance of this Agreement and subject to your meeting in full your obligations hereunder, including your obligation to execute a post-employment general release and waiver of claims in the form attached hereto as Exhibit A (the "Release") on or after the Separation Date (and within the time period described therein), the Company will provide you with the following payments and benefits. If you do not timely execute the Release, or if the Release does not become effective in accordance with its terms, you shall not receive any of the payments or benefits described in paragraphs (1) through (6) below (collectively, the "Severance Benefits"). The Severance Benefits shall only be made, commence, or become effective, as applicable, on the expiration of the seven-day period provided for in the Release, and only if such revocation rights are not timely exercised by you (such date, the "Effective Date").

1. Within 30 days following the Separation Date, Cabot will (a) pay to you an amount equal to \$1,412,653, which represents (i) a separation and transition payment of \$246,653 and (ii) a payment of \$1,166,000, which represents your fiscal year 2016 annual Short-Term Incentive award, payable at target, and (b) make a contribution of \$116,600 to the Company's Supplemental 401(k) Plan in respect of the annual Short-Term Incentive award payment described in subparagraph (a)(ii) above, in each case, reduced by any deductions and withholding that Cabot determines is required by law or otherwise.

2. With respect to equity awards granted to you under the Cabot Corporation 2009 Long-Term Incentive Plan (the "LTIP"), as of the Effective Date:
  - a. any stock options that are outstanding and unvested on the Separation Date shall vest and become exercisable;
  - b. any time-based restricted stock units that are outstanding on the Separation Date shall vest;
  - c. any performance-based restricted stock units that are outstanding on the Separation Date for which the performance period has not been completed shall vest, with the number of such units to be determined assuming that the performance metrics applicable to such awards had been achieved at target; and
  - d. any performance-based restricted stock units that are outstanding on the Separation Date for which the performance period has been completed and that remain subject to time-based vesting shall vest to the extent previously earned.

A summary of the options and restricted stock units that will vest pursuant to these provisions is set forth in Exhibit B attached to this Agreement.

Except as specifically modified by the preceding sentences and Paragraph 3 below, the equity awards granted to you shall continue to be administered in accordance with the terms of the LTIP and the terms of award agreements evidencing such awards. Awards of restricted stock units shall be settled in accordance with the terms of the LTIP and the award agreements under which they were granted. Upon the vesting or settlement of the restricted stock units described above, unless you instruct the Company otherwise, to satisfy any tax withholding requirements arising in connection with the vesting or settlement of such awards, the Company will withhold shares of Company common stock from the shares otherwise deliverable to you in accordance with the terms of the applicable award agreements evidencing such equity awards.

3. Cabot agrees that the period of time during which you shall be able to exercise any vested options to purchase Company common stock held by you at the Separation Date, after taking into account any acceleration under paragraph 2(a) above, shall be the earlier of (i) October 15, 2019 and (ii) the original expiration date of such option. Except as specifically modified by the preceding sentence, any such exercise of vested stock options by you shall be in accordance with the terms of the LTIP and the terms of the award agreements under which such stock options were granted.
4. Your benefits under the Cabot Corporation Deferred Compensation Plan and the Supplemental 401(k) Plan (together, the "Deferred Compensation Plans") shall be paid in accordance with the terms of the Deferred Compensation Plans; provided that in no event shall any benefits under the Deferred Compensation Plans be paid earlier than six months following the Separation Date.
5. If you timely elect to continue medical and/or dental coverage in accordance with COBRA (as outlined in the materials being provided to you), then from the Separation Date until the earlier of (i) the 18-month anniversary of the Separation Date, or (ii) the termination of such coverage in compliance with COBRA, you will pay the same cost of such medical and/or dental coverage as paid from time-to-time by active employees of the Company generally; Cabot shall pay the balance of such cost. Upon conclusion of this 18-month period, Cabot will cease paying the balance of such COBRA cost. At such time, you will be responsible for paying the entire cost of the COBRA coverage for the remaining amount of time (if any) you are legally entitled to it. Following your COBRA coverage period, you shall be eligible to participate in Cabot's retiree medical program in accordance with its terms. Cabot reserves the right to amend, modify, terminate or discontinue the medical and dental coverage or benefits provided to its employees or former employees, or the costs associated therewith, at any time. Likewise, if the benefits described in this paragraph are in violation of any laws or regulations that go into effect subsequent to the date first set forth above, in whole or in part, Cabot reserves the

right to amend, modify, terminate or discontinue the benefits described in this paragraph in accordance with such laws or regulations.

6. Cabot will reimburse you for reasonable legal expenses incurred by you in connection with negotiating the terms and conditions of this Agreement, up to a maximum of \$15,000.
7. For and in consideration of the payments and benefits provided to you under this Agreement, which are conditioned on your signing the Release, and to which you acknowledge you would not otherwise be entitled, and other good and valuable consideration, the receipt and sufficiency of which you hereby acknowledge, you, on your own behalf and that of your heirs, executors, administrators, beneficiaries, representatives, successors and assigns, and any other person or entity claiming through or under you, hereby release and forever discharge the Company and its subsidiaries and other Affiliates, and all of their respective past, present and future directors, shareholders, officers, members, managers, general and limited partners, insurers, employees, agents, representatives, consultants, successors and assigns, any employee benefit plans maintained by or on behalf of the Company or its subsidiaries, Affiliates, or successors, or any of the trustees or administrators thereof, and all others connected with any of the foregoing, in their official and individual capacities (collectively, the "Releasees"), from any and all causes of action, suits, rights and claims, demands, damages and compensation of any kind and nature whatsoever, whether at law or in equity, whether now known or unknown, suspected or unsuspected, contingent or otherwise, which you now have or ever have had against the Releasees, or any of them, in any way related to, connected with or arising out of your employment and/or other relationship with the Company or any of its Affiliates, or pursuant to Title VII of the Civil Rights Act of 1964, the Americans with Disabilities Act, the Family Medical and Leave Act, the Age Discrimination in Employment Act (as amended by the Older Workers Benefit Protection Act), the Employee Retirement Income Security Act, the wage and hour, wage payment or fair employment practices laws of the Commonwealth of Massachusetts and any other state or states in which you have provided services to the Company or its Affiliates (each as amended from time to time) and/or any other federal, state or local law, regulation, or other requirement (collectively, the "Claims") through the date that you sign this Agreement, and hereby waive all such Claims.

Notwithstanding the foregoing, this release does not include and will not preclude a claim for or with respect to: (a) base salary payable through the Separation Date, or accrued, unused vacation time as recorded on the Company's books as of the Separation Date; (b) vested benefits under any Company employee benefit plan; (c) your COBRA rights; (d) payments and benefits under this Agreement; (e) any claim which, as a matter of law, cannot be released by private agreement; and (f) rights to be indemnified by Cabot under Cabot's By-Laws and/or Cabot's Restated Certificate of Incorporation or as an officer or former officer of Cabot to insurance coverage under Cabot's directors' and officers' insurance program in accordance with its terms.

- a. **Notwithstanding the generality of the foregoing, nothing herein is intended to or shall preclude you from filing a complaint and/or charge with any appropriate federal, state, or local government agency and/or cooperating with said agency in its investigation.** Nonetheless, you acknowledge that you shall not be entitled to receive any relief, recovery, or monies in connection with any complaint or charge brought against the Releasees, without regard as to who brought said complaint or charge.
8. You affirm and warrant that you have not filed any complaints, charges or claims for relief against Cabot with any local, state or federal court or administrative agency. You also affirm that you have been paid and/or have received all leave (paid or unpaid), compensation, wages, bonuses, commissions, and/or benefits to which you may be entitled and that no other leave (paid or unpaid), compensation, wages, bonuses, commissions and/or benefits are due to you, except as expressly provided in this Agreement. You acknowledge that, upon receiving the Final Compensation, you will have received pay for all work you have performed for the Company. You will not continue to earn vacation or other paid time off after the Separation Date. You further affirm that you have not been

retaliated against for reporting any allegations of wrongdoing by the Releasees, including any allegations of fraud or impropriety.

9. You understand and agree that, except as otherwise provided in paragraph 5 above, your participation in all employee benefit plans of the Company will end as of the Separation Date, in accordance with the terms of those plans.
10. You acknowledge that you continue to be bound by your obligations under the Employee Agreement between you and the Company dated as of November 30, 2007 (the "Employee Agreement"), including without limitation your non-disclosure, non-competition and non-solicitation obligations set forth in Sections 4, 5, 10, 11 and 12 thereof. For the avoidance of doubt, nothing contained herein and or in the Employee Agreement will limit, or in any other way affects, your communicating with any governmental agency or entity, or communicating with any official or staff person of a governmental agency or entity, concerning matters relevant to the governmental agency or entity. Further, nothing in this Agreement is intended to preclude you from continuing to serve as a Director of General Cable, and, should you wish to join the Board of any other company, such opportunity will be discussed with and reviewed by the Governance and Nominating Committee of the Board, all in accordance with the Company's Corporate Governance Guidelines.
11. You acknowledge that you have carefully read and considered all the terms and conditions of this Agreement. You understand and agree that these restraints are necessary for the reasonable and proper protection of the legitimate business interests of Cabot (including, for purposes of this paragraph 11, Cabot, its Affiliates and its subsidiaries), and that a breach by you of any one of these restraints would cause irreparable harm and damage to Cabot. You further acknowledge that damages would not be an adequate remedy for a breach or threatened breach by you of any one of the covenants referenced in paragraph 10. You therefore agree that Cabot shall be entitled to the enforcement of this Agreement by injunction, specific performance or other equitable relief, without need of posting a bond and without prejudice to any other rights and remedies that Cabot may have under this Agreement or under applicable law. You further agree that in the event that any provision of this Agreement shall be determined by any court of competent jurisdiction to be unenforceable by reason of its being extended over too great a time, too large a geographic area or too great a range of activities, such provision shall be deemed to be modified to permit its enforcement to the maximum extent permitted by law. In the event of any breach, or alleged or threatened breach, of this Agreement, you hereby consent and submit to the jurisdiction of the federal and state courts in and of the Commonwealth of Massachusetts, and this Agreement shall be governed by and interpreted in accordance with the laws of the Commonwealth of Massachusetts, without regard to the conflict of laws principles thereof.
12. You agree to offer reasonable cooperation to the Company hereafter with respect to all matters arising during or related to your employment with the Company, including, but not limited to, all matters in connection with any governmental investigation, litigation, arbitration or other proceeding which may have arisen as of, or which may arise following, the Separation Date, and the filing and prosecution of any patent application(s) worldwide. Cabot will reimburse you your out-of-pocket expenses incurred in complying with Company requests hereunder, provided that such expenses are authorized by the Company in advance.
13. This Agreement does not affect, modify or alter your rights to be indemnified by Cabot under Section 14 of Cabot's By-laws and/or Article Eight of Cabot's Restated Certificate of Incorporation. Furthermore, this Agreement does not affect, modify or alter your individual rights as an officer or former officer of Cabot to insurance coverage under Cabot's directors' and officers' insurance program in accordance with its terms.
14. You hereby represent and acknowledge that in executing this Agreement, you do not rely and have not relied upon any representation or statement (other than the express terms of this Agreement) made by Cabot or by any agents, representatives or attorneys of Cabot with regard to the subject

matter, basis or effect of this Agreement. This Agreement (including Exhibits A and B) constitutes the entire agreement between you and Cabot and replaces all prior and contemporaneous agreements, communications and understandings, whether written or oral, with respect to your employment at Cabot and its termination and all related matters. In addition, your rights and obligations under Cabot's benefit plans, including but not limited to the Deferred Compensation Plans, shall be governed by the terms of such plans.

15. This Agreement may not be modified, altered or changed except upon express written consent of both parties wherein specific reference is made to this Agreement.
16. The parties agree that neither this Agreement nor the furnishing of any consideration herein shall be deemed or construed at any time for any purposes as an admission by Cabot of any liability or unlawful conduct of any kind.
17. You agree that you have been given at least 21 calendar days within which to consider this Agreement (the "consideration period") and that the consideration period will end on June 3, 2016 (though you may sign this Agreement prior to June 3, 2016 if you voluntarily choose to do so), that you fully understand and have voluntarily agreed to all of the terms of this Agreement and that Cabot has advised you to consult with an attorney concerning this Agreement (including without limitation the release of claims contained herein), which creates legally binding obligations.
18. Amounts payable under this Agreement will be reduced by all applicable tax and other required withholdings.
19. THIS AGREEMENT SPECIFICALLY WAIVES ALL RIGHTS AND CLAIMS YOU MAY HAVE UNDER THE AGE DISCRIMINATION IN EMPLOYMENT ACT AND THE OLDER WORKERS' BENEFIT PROTECTION ACT. In accordance with these statutes, the Company advises you to consult with counsel prior to your execution of this Agreement. You acknowledge that you have had ample opportunity to consult with counsel prior to your execution of this Agreement, and were encouraged and advised in writing to do so. By signing this Agreement, you acknowledge and agree that you are not waiving any rights or claims under the Age Discrimination in Employment Act which may arise after this Agreement is executed. Your waiver of claims under the Age Discrimination in Employment Act is in exchange for consideration that is in addition to anything of value to which you were already entitled. By signing this Agreement, you acknowledge that you have carefully read and fully understand all of its provisions, and knowingly and voluntarily intend to be legally bound by all of the terms in this Agreement. You further acknowledge that you have relied solely and completely upon your own judgment and/or the advice of counsel in entering into this Agreement.

If the terms of this Agreement are acceptable to you, please sign and return a copy of this letter to Brian A. Berube at Cabot Corporation, 2 Seaport Lane, Boston, MA 02210, within 21 days, that is, by June 3, 2016. If you sign this Agreement prior to the end of this 21-day period, you certify that you knowingly and voluntarily decided to sign it after considering it for less than 21 days, and your decision to do so was not induced by the Company through fraud, misrepresentation, or a threat to withdraw or alter the offers herein.

If you accept the foregoing offer, you shall have the right to revoke this Agreement by delivering or sending to Mr. Berube at the address above written notice of revocation so that your notice of revocation is received by Mr. Berube within seven calendar days after the date that this letter is signed by you. If you revoke within this time period, this Agreement shall be null and void in its entirety and you will not be entitled to any additional payments and benefits set forth in this Agreement. Otherwise this Agreement shall be binding upon you, your heirs and representatives and shall inure to the benefit of, and be binding upon, Cabot and its successors and assigns.

This Agreement shall be treated as a contract under seal for purposes of Massachusetts law.

Notwithstanding anything in this Agreement to the contrary, the Company shall have the right to terminate the Severance Benefits and require that you repay or forfeit, as applicable, any Severance Benefits previously paid or provided to you hereunder (or any gains in respect of LTIP awards the vesting of which accelerates as provided in paragraph 2 hereof) at any time if the Company determines that you have breached any of the terms and conditions of this Agreement or the Employee Agreement, but any such termination of Severance Benefits shall not relieve you of your obligations and undertakings under this Agreement (including without limitation your release of claims under this Agreement).

Very truly yours,

CABOT CORPORATION

By: /s/ Sean D. Keohane  
Sean D. Keohane  
President and Chief Executive Officer

Having carefully read and fully understanding the provisions and effects of this Agreement, the foregoing offer by Cabot Corporation is knowingly and voluntarily accepted and agreed to this 17<sup>th</sup> day of May, 2016.

/s/ Patrick Prevost  
Patrick Prevost

**Post-Employment General Release and Waiver of Claims**

For and in consideration of certain benefits to be provided to me under the Separation and Transition Agreement between me and Cabot Corporation (the "Company"), dated as of May 13, 2016 (the "Agreement"), which are conditioned on my signing this General Release and Waiver of Claims (this "Release of Claims"), and to which I am not otherwise entitled, and other good and valuable consideration, the receipt and sufficiency of which I hereby acknowledge, on my own behalf and on behalf of my heirs, executors, administrators, beneficiaries, representatives, successors and assigns, and any other person or entity claiming through or under me, I hereby release and forever discharge the Company and its subsidiaries and other affiliates, and all of their respective past, present and future directors, shareholders, officers, members, managers, general and limited partners, insurers, employees, agents, representatives, consultants, successors and assigns, any employee benefit plans maintained by or on behalf of the Company or its subsidiaries, affiliates, or successors, or any of the trustees or administrators thereof, and all others connected with any of the foregoing, in their official and individual capacities (collectively, the "Releasees"), from any and all causes of action, suits, rights and claims, demands, damages and compensation of any kind and nature whatsoever, whether at law or in equity, whether now known or unknown, suspected or unsuspected, contingent or otherwise, which I now have or ever have had against the Releasees, or any of them, in any way related to, connected with or arising out of my employment and/or other relationship with the Company or any of its affiliates, or pursuant to Title VII of the Civil Rights Act, the Americans With Disabilities Act, the Family and Medical Leave Act, the Age Discrimination in Employment Act (as amended by the Older Workers Benefit Protection Act), the Employee Retirement Income Security Act, the wage and hour, wage payment or fair employment practices laws of the Commonwealth of Massachusetts and any other state or states in which I have provided services to the Company or its affiliates (each as amended from time to time) and/or any other federal, state or local law, regulation, or other requirement (collectively, the "Claims") through the date that I sign this Release of Claims, and I hereby waive all such Claims.

I understand that nothing contained in this Release of Claims shall be construed to prohibit me from filing a charge with or participating in any investigation or proceeding conducted by the federal Equal Employment Opportunity Commission or a comparable state or local agency, provided, however, that I hereby agree to waive my right to recover monetary damages or other individual relief in any charge, complaint or lawsuit filed by me or by anyone else on my behalf. Further, this release does not include and will not preclude a claim for or with respect to: (a) base salary payable through the Separation Date; or accrued, unused vacation time as recorded on the Company's books as of the Separation Date; (b) vested benefits under any Company employee benefit plan; (c) my COBRA rights; (d) payments and benefits under the Agreement; (e) any claim which, as a matter of law, cannot be released by private agreement; and (f) my rights to be indemnified by Cabot under Cabot's By-Laws and/or Cabot's Restated Certificate of Incorporation or as an officer or former officer of Cabot to insurance coverage under Cabot's directors' and officers' insurance program in accordance with its terms.

I acknowledge that this Release of Claims creates legally binding obligations, and that the Company hereby advises me to consult an attorney before signing it. I further acknowledge that I may not sign this Release of Claims prior to the Separation Date (as such term is defined in the Agreement), but must sign this Release of Claims by the later of (i) five (5) days following the Separation Date (as defined in the Agreement) and (ii) twenty-one (21) days following the date hereof. In signing this Release of Claims, I give the Company assurance that I have signed it voluntarily and with a full understanding of its terms; that I have had sufficient opportunity of not less than twenty-one (21) days before signing this Release of Claims to consider its terms and to consult with an attorney, if I wished to do so, or to consult with any person of my choosing; and that I have not relied on any promises or representations, express or implied, that are not set forth expressly in this Release of Claims. I understand that I will have seven (7) days after signing this Release of Claims to revoke my signature, and that, if I intend to revoke my signature, I must do so in writing addressed and delivered to Brian A. Berube at Cabot Corporation prior to the end of the seven (7)-day revocation period. I understand that this Release of Claims will become effective upon

the eighth (8th) day following the date that I sign it, provided that I do not revoke my acceptance in accordance with the immediately preceding sentence.

I represent and warrant that I have (i) returned to the Company any and all non-public documents, materials and information (whether in hardcopy, on electronic media or otherwise) related to Company business (whether present or otherwise) and all keys, access cards, credit cards, computer hardware and software, telephones and telephone-related equipment and all other property of the Company or any of its affiliates in my possession or control, and (ii) not retained any copy of any non-public Company documents, materials or information (whether in hardcopy, on electronic media or otherwise), other than such materials provided to and utilized by me incident to my performance of services as a member of the Board of Directors of the Company. I agree that I will not, for any purpose, attempt to access or use any Company computer or computer network or system, including without limitation its electronic mail system. Further, I acknowledge that I have disclosed to the Company all passwords necessary or desirable to enable the Company to access all information which I have password-protected on any of its computer equipment or on its computer network or system.

Accepted and agreed:

Signature: /s/ Patrick Prevost  
Patrick Prevost

Date: 7/15/2016

Exhibit B

**Time-Based Restricted Stock Units (TSUs)**

Grant Date	Number of units the vesting of which is to be accelerated
11/8/2013	23,939
11/14/2014	24,766
11/12/2015	28,831
<b>Total</b>	<b>77,536</b>

**Stock Options**

Grant Date	Exercise Price	Outstanding options the vesting of which is to be accelerated
11/8/2013	\$47.62	28,976
11/14/2014	\$46.03	59,375
11/12/2015	\$39.54	121,683
<b>Total</b>		<b>210,034</b>

**Performance-Based Restricted Stock Units (PSUs)**

Grant Date	Performance Cycle Fiscal Year	Number of units the vesting of which is to be accelerated
11/08/2013	2014	9,013
	2015	931
	2016	9,310
<b>Total Nov 2013 Grant</b>		<b>19,254</b>
11/14/2014	2015	6,010
	2016	9,632
	2017	9,631
<b>Total Nov 2014 Grant</b>		<b>25,273</b>
11/12/2015	2016	11,212
	2017	11,212
	2018	11,212
<b>Total Nov 2015 Grant</b>		<b>33,636</b>
<b>TOTAL</b>		<b>78,163</b>

**Principal Executive Officer Certification**

I, Sean D. Keohane, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cabot Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2016

/s/ Sean D. Keohane

Sean D. Keohane

*President and Chief Executive Officer*

**Principal Financial Officer Certification**

I, Eduardo E. Cordeiro, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cabot Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2016

/s/ Eduardo E. Cordeiro

Eduardo E. Cordeiro

*Executive Vice President and Chief Financial Officer*

**Certifications Pursuant to 18 U.S.C. Section 1350,  
as Adopted Pursuant to Section 906 of the  
Sarbanes-Oxley Act of 2002**

In connection with the filing of the Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 (the "Report") by Cabot Corporation (the "Company"), each of the undersigned hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

1. The Report fully complies with the requirements of section 13 (a) or 15 (d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ Sean D. Keohane*  
\_\_\_\_\_  
Sean D. Keohane  
*President and Chief Executive Officer*  
August 4, 2016

*/s/ Eduardo E. Cordeiro*  
\_\_\_\_\_  
Eduardo E. Cordeiro  
*Executive Vice President and  
Chief Financial Officer*  
August 4, 2016

