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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

September 19, 2008

Cabot Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-5667

04-2271897

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

Two Seaport Lane, Suite 1300, Boston,  
Massachusetts

02210-2019

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

617-345-0100

Not Applicable

Former name or former address, if changed since last report

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 19, 2008, Cabot Corporation amended its Amended Certificate of Incorporation to eliminate the Series B ESOP Convertible Preferred Stock. All of the outstanding shares of Series B ESOP Convertible Preferred Stock had previously been converted to shares of Cabot common stock. Cabot has authorized for issuance 2,000,000 shares of undesignated preferred stock.

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**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 hereunto duly authorized.

Cabot Corporation

*September 23, 2008*

By: *Brian A. Berube*

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*Name: Brian A. Berube*

*Title: Vice President and General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3	Amended Certificate of Designation, Preferences and Rights of Series B ESOP Convertible Preferred Stock of Cabot Corporation, as filed with the Secretary of State of the State of Delaware on September 19, 2008

**AMENDED CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS OF SERIES B ESOP CONVERTIBLE  
PREFERRED STOCK OF CABOT CORPORATION**

I, Jane A. Bell, Secretary of Cabot Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), in accordance with the provisions of Section 103 thereof, do hereby certify that at a meeting of the Corporation's Board of Directors on March 14, 2008, the following resolutions were adopted with respect to the Corporation's Series B ESOP Convertible Preferred Stock:

**VOTED:** That none of the authorized shares of the Corporation's Series B ESOP Convertible Preferred Stock are outstanding and that no shares of Series B ESOP Convertible Preferred Stock will be issued subject to the Certificate of Designations of Series B ESOP Convertible Preferred Stock filed with the Secretary of State of the State of Delaware on November 18, 1988.

**FURTHER VOTED:** That, pursuant to the authority granted to and vested in the Board of Directors of this Corporation in accordance with the provisions of the Corporation's Amended Certificate of Incorporation and Section 151(g) of the General Corporation Law of the State of Delaware, the Board of Directors, for the purpose of eliminating the Series B ESOP Convertible Preferred Stock from the Corporation's Amended Certificate of Incorporation, hereby approves and authorizes the filing with the Secretary of State of the State of Delaware of a certificate stating that no such shares of Series B ESOP Convertible Preferred Stock are outstanding and that no such shares will be issued.

**IN WITNESS WHEREOF**, the Corporation has caused this certificate to be signed this 15<sup>th</sup> day of September, 2008 by an authorized officer.

By: \_\_\_

Jane A. Bell  
Secretary