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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-134133
UNDER
THE SECURITIES ACT OF 1933**

CABOT CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

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

**Two Seaport Lane
Suite 1300
Boston, MA**
(Address of Principal Executive Offices)

02110
(Zip Code)

**2006 Long-Term Incentive Plan
Non-Employee Directors' Stock Compensation Plan**
(Full Title of the Plan)

Brian A. Berube, Esq.
Senior Vice President and General Counsel
**Two Seaport Lane
Suite 1300
Boston, MA 02210**
(Name and address of agent for service)

617-345-0100
(Telephone number, including area code, of agent for service)

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 definition of "accelerated filer", "large 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 a smaller reporting company)

Smaller Reporting Company

DEREGISTRATION OF SECURITIES

Cabot Corporation (the “*Registrant*”) is filing this Post-Effective to the Registration Statement on Form S-8 described below (the “*Registration Statements*”) to deregister any and all securities previously registered under the Registration Statement that remain unsold as of the date hereof and to terminate the effectiveness of the Registration Statement. The shares are being deregistered and the Registration Statement is being terminated because the plans referenced below have expired or been terminated.

(1) Registration Statement No. 333-134133, filed with the Securities and Exchange Commission (the “*Commission*”) on May 15, 2006, registering 4,500,000 shares of common stock, par value \$1.00 (the “*Common Stock*”), issuable pursuant to the 2006 Long-Term Incentive Plan and 350,000 shares of Common Stock issuable pursuant to the Non-Employee Directors’ Stock Compensation Plan.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Massachusetts, on May 21, 2015.

CABOT CORPORATION

By: /S/ PATRICK M. PREVOST

Name: Patrick M. Prevost

Title: President and Chief Executive Officer

Note: No other person is required to sign this post-effective amendment to the Registration Statement on Form S-8 in reliance on Rule 478 of the Securities Act of 1933, as amended.