

CABOT CORP  
Form 8-K  
March 18, 2009

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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):

March 12, 2009

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 12, 2009, the independent inspector of election for the 2009 Annual Meeting of Stockholders of Cabot Corporation ("Cabot") certified that Cabot's stockholders approved the Cabot Corporation 2009 Long-Term Incentive Plan (the "Plan"). A brief description of the terms and conditions of the Plan, which provides stock-based compensation to Cabot employees, is set forth in Cabot's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on January 28, 2009 (the "Proxy Statement") under the heading "Proposal 3 – Approval of 2009 Long-Term Incentive Plan," and such description is incorporated herein by reference. A copy of the Plan is included as Appendix B to the Proxy Statement.

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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.

*March 18, 2009*

Cabot Corporation

By: */s/ Brian A. Berube*

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*Name: Brian A. Berube*

*Title: Vice President and General Counsel*